

Morgan Stanley Liquidity Funds

### US Dollar Liquidity Fund (Institutional Distributing Share Class)

#### Investment Objective

To provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

#### Investment Horizon

Targeted for investors with surplus cash deposits who seek liquidity from their investments with same day accessibility.

#### Investment Process

The Fund will seek to achieve its investment objective by investing in high quality short-term money market instruments denominated in US dollars, including but not limited to: bank certificate of deposits, commercial paper, corporate and sovereign variable and fixed rate bonds, repurchase agreements and cash deposits.

#### Investment Team

	JOINED FIRM	YEARS OF INVESTMENT EXPERIENCE
Jonas Kolk, Chief Investment Officer of Global Liquidity	2004	28
Michael Cha, Executive Director	2008	29

Team members may be subject to change at any time without notice.

#### Class IN Shares vs. Index

##### 12 Month Performance Periods to Latest Month End (%)

	SEP '18 - SEP '19	SEP '17 - SEP '18	SEP '16 - SEP '17	SEP '15 - SEP '16	SEP '14 - SEP '15
Class IN Shares	2.39	1.69	0.97	0.37	0.06
One Week USD LIBID Index	2.20	1.53	0.75	0.24	0.02
One Month USD LIBID	2.25	1.65	0.81	0.29	0.05
FED Funds	2.36	1.61	0.83	0.33	0.12

##### Average Annualised Monthly Yield (%)

	SEP 2019	AUG 2019	JUL 2019	JUN 2019	MAY 2019	APR 2019
Fund (gross)	2.31	2.39	2.55	2.62	2.68	2.70
Fund (net)	2.11	2.19	2.35	2.42	2.48	2.50
One Week USD LIBID Index	1.90	2.02	2.22	2.25	2.27	2.29
One Month USD LIBID	1.92	2.05	2.18	2.28	2.32	2.35
FED Funds	2.05	2.13	2.40	2.38	2.39	2.42

Past performance is not a reliable indicator of future results. The net performance data shown is calculated net of annual fees. The gross performance data shown does not take into account the fees charged on the fund, had fees and charges been taken into account, the returns would have been lower.

#### CONTACT DETAILS

Web: [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity)

#### Share Class

	CLASS IN
Currency	U.S. dollars
ISIN	LU0875332040
Bloomberg	MSLUSLI LX
CUSIP	L64887109
Net asset value	\$ 1.00
Valuation	Daily
Settlement	T+0
Dealing deadline	9.00pm GMT / 4.00pm EST
Dividend policy	Paid monthly

#### Fund Facts

Launch date	June 2003
Merger date <sup>1</sup>	June 2013
Base currency	U.S. dollars
Index	One Week USD LIBID Index
Total net assets	\$ 19.8 billion
Regulatory regime	UCITS
Domicile	Luxembourg
Administrator and registrar	The Bank of New York Mellon (International), Luxembourg
Investment manager	Morgan Stanley Investment Management, Inc
Sub-Investment manager	Morgan Stanley & Co International plc
Ratings <sup>2</sup>	AAAmmf, Aaa-mf, AAAm
	Institutional Money Market Funds Association (IMMFA)

<sup>1</sup> 'Fund launch date' refers to the launch of Morgan Stanley Funds p.l.c. US Dollar Liquidity Fund, which merged into Morgan Stanley Liquidity Funds on June 17, 2013.

<sup>2</sup> Fitch, Moody's, and S&P ratings respectively.

#### Characteristics

	FUND
WAM	50
WAL	87
Number of holdings*	123
Daily Liquidity (%)	24.51
Weekly Liquidity (%)	40.80

\*Subject to change daily.

#### Charges (%)

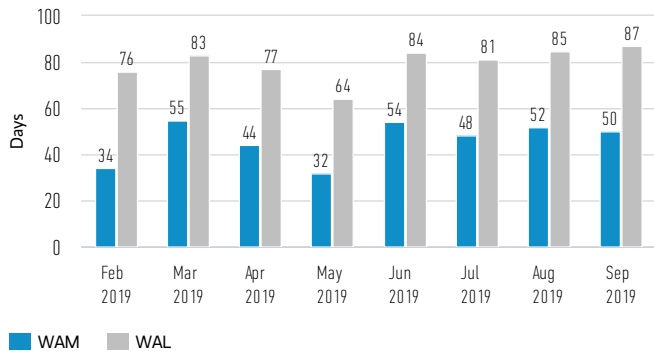
	CLASS IN
Ongoing Charges	0.20
Total Expense Ratio	0.20

Ongoing Charges reflect the payments and expenses incurred during the fund's operation and are deducted from the assets of the fund over the period. It includes fees paid for investment management (Management Fee), trustee/ custodian, and administration charges.

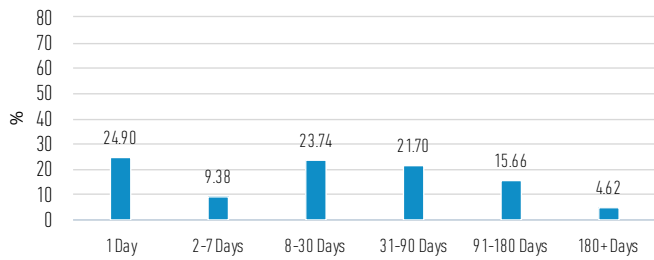
Total expenses (TER) charged to the share class for the current reporting month, calculated net of any waivers and expressed as an annualised percentage of average net assets for the month.

For more information please see the Charges and Expenses section of the prospectus.

**Average Portfolio Maturity**



**Maturity Distribution**

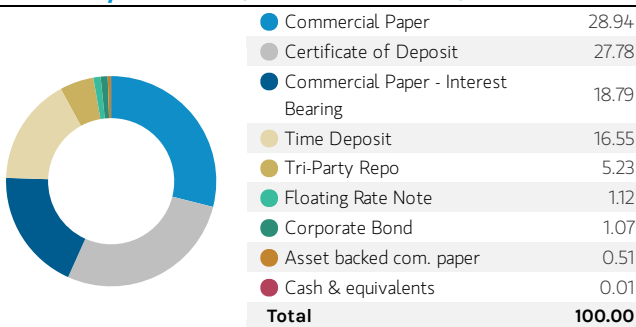


The maturity distribution reflects the final maturity date except for floating rate securities for which the next reset date is reflected.

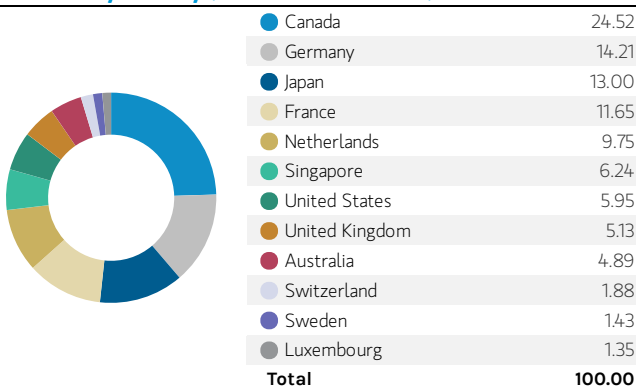
**Breakdown by Rating/Final Maturity (%)**

Period	A1/P1	A1+/P1	A2/P2	TOTAL
0 - 1 week	--	28.99	--	28.99
1 week - 1 month	2.22	2.64	--	4.86
1 month - 3 months	15.17	9.57	--	24.74
3 months - 6 months	9.01	16.46	--	25.47
6 months - 1 year	3.20	12.74	--	15.94
1 year +	--	--	--	--
<b>Total</b>	<b>29.60</b>	<b>70.40</b>	<b>--</b>	<b>100.00</b>

**Breakdown by Instrument (% of Total Net Assets)<sup>1</sup>**



**Breakdown by Country (% of Total Net Assets)<sup>1</sup>**



**Risk Profile**

Short-term rating of investment (S&P/Moody's)	Min A1/P1 Min 50% A1+/P1
Currency risk	No
Maximum weighted average maturity (WAM)	60 days
Maximum maturity of individual security	397 days

**Currency risk:** The fund does not intend to use currency swaps to purchase securities that are denominated in a currency other than the base currency of the fund.

**Share Class IN Risk and Reward Profile**



The risk and reward category shown is based on historic data.

- Historic figures are only a guide and may not be a reliable indicator of what may happen in the future.
- As such this category may change in the future.
- The higher the category, the greater the potential reward, but also the greater the risk of losing the investment. Category 1 does not indicate a risk free investment.
- The fund is in this category because it invests in money market securities and the fund's simulated and/or realised return has experienced low rises and falls historically.

This rating does not take into account other risk factors which should be considered before investing, these include:

- The value of bonds are likely to decrease if interest rates rise and vice versa.
- 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.
- While it is intended that the distributing share classes will maintain a share price of \$1, this may not be achieved due to the creditworthiness of the issuers of investments held or changes in interest rates.
- Past performance is not a reliable indicator of future results. 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.

<sup>1</sup> May not sum to 100% due to rounding.

Please refer to the Prospectus for full risk disclosures. All data as of 30.09.2019 and subject to change daily.

## DEFINITIONS

**A1+/P1** - short-term credit ratings provided by Moody's and S&P. **A1/P1** - short-term credit ratings provided by Moody's and S&P. **A2/P2** - short-term credit ratings provided by Moody's and S&P. **Asset backed commercial paper** - Short-term debt that has a fixed maturity of up to 270 days and is backed by some financial asset, such as trade receivables, consumer debt receivables, or auto and equipment loans or leases. **Average maturity** - weighted average of the maturities of the underlying securities in the portfolio. **Cash deposits** - cash held on balance sheet at a bank or financial institution. **Certificate of Deposit** - A document issued by a bank or other financial institution that is evidence of a deposit, with the issuer's promise to return the deposit plus earnings at a specified interest rate within a specified time period. **Commercial Paper** - Unsecured short-term corporate debt that is characterized by a single payment at maturity. **Commercial Paper - Interest Bearing** - Unsecured short-term corporate debt that is characterized by a single payment at maturity that earns interest. **Corporate and sovereign variable and fixed rate bonds** - Variable bonds are bonds with floating coupon payments that are adjusted at specific intervals. Fixed rate bonds are long term debt paper that carry a predetermined interest rate. **Corporate Bond** - A corporate bond is a debt security issued by a corporation backed by the payment ability of the company, which is typically money to be earned from future operations. In some cases, the company's physical assets may be used as collateral for bonds. Corporate bonds are considered higher risk than government bonds and hence interest rates are generally higher. **Currency risk** - The currency market is highly volatile. Prices in these markets are influenced by, among other things, changing supply and demand for a particular currency; trade; fiscal, money and domestic or foreign exchange control programs and policies; and changes in domestic and foreign interest rates. **CUSIP** stands for 'Committee on Uniform Securities Identification Procedures'. It is a unique six-digit alphanumeric code, issued in North America, to enable the identification of securities. **Dealing Deadline** - the cut-off time for the applications for subscription, exchange or redemption of Shares in a Fund, as specified in "Fund Particulars." **Floating Rate Note** - A debt instrument with a variable rate of interest that resets at specified intervals at a predetermined spread to an index or formula. **Government Bonds** - Bonds issued by the U.S. Government, typically regarded as the highest-grade securities issues with the least amount of default risk. **ISIN** is the international securities identification number (ISIN), a 12 digit code consisting of numbers and letters that distinctly identifies securities. **Low Volatility Net Asset Value (LVNAV) MMF** - a MMF qualifying and authorised as a LVNAV MMF in accordance with MMF Regulation which seeks to maintain a stable NAV under the condition that the stable NAV does not deviate from the Net Asset Value per Share by more than 20 basis points. In case of a deviation of more than 20 basis points between the stable NAV and the Net Asset Value per Share, the following redemption or issue of Shares shall be undertaken at a price that is equal to the Net Asset Value per Share. **Maximum investment maturity** - represents the maximum days to maturity permitted for investments in the portfolio. **NAV** is the Net Asset Value per share of the Fund (NAV), which represents the value of the assets of a fund less its liabilities. **Number of holdings** provided are a typical range, not a maximum number. The portfolio may exceed this from time to time due to market conditions and outstanding trades. **Other Tri-Party Repo** - A repurchase agreement in which a third party agent, such as a clearing bank, acts as an intermediary to facilitate the exchange of cash and collateral between the two counterparties. **Repurchase agreements** - A form of collateralized loan involving the sale of a security with a simultaneous agreement by the seller to buy the same security back from the purchaser at an agreed-on price and future date. The party who sells the security at the inception of the repurchase agreement and buys it back at maturity is borrowing money from the other party, and the security sold and subsequently repurchased represents the collateral. **Time Deposit** - A deposit in an interest-paying account that requires the money to remain in the account for a specific length of time, often overnight. **Treasury Bill** - An obligation of the U.S. government with a maturity of one year or less. T-bills bear no interest but are sold at a discount. **Treasury Note** - government-debt security with a coupon and original maturity of one to 10 years. **Weighted average life (WAL)** - measures the weighted average of the maturities of the portfolio's individual holdings. **Weighted average maturity (WAM)** - measures the weighted average of the maturities of the portfolio's individual holdings, taking into account reset dates for floating rate securities. **Yields** are subject to change with economic conditions. Yield is only one factor that should be considered when making an investment decision.

## IMPORTANT RATINGS DISCLOSURES

Ratings represent the opinions of the rating agency as to the quality of the securities they rate. Standard & Poor's, Moody's, Fitch and NAIC ratings rate the investment quality of the fund's shares. Independent rating agency ratings include, but are not limited to, a regular analysis of a fund's liquidity, diversification, operational policies and internal controls, its management characteristics and the creditworthiness of its assets. Ratings are not

intended as a recommendation and are subject to change. Ratings are relative and subjective and are not absolute standards of quality. The portfolio's credit quality does not remove market risk.

External credit ratings solicited and paid for by the Manager of the Funds.

**Fitch Ratings'** money market fund ratings are an opinion as to the capacity of a money market fund to preserve principal and provide shareholder liquidity. Money market fund ratings are distinguished from the long-term credit-rating scale by the 'mmf' rating subscript and range from 'AAmmf' to 'Bmmf'. For more information, please visit:

[http://www.fitchratings.com/creditrisk/public/ratings\\_definitions/index.cfm](http://www.fitchratings.com/creditrisk/public/ratings_definitions/index.cfm). **Moody's Investors Services Inc.'s** money market fund ratings are opinions of the investment quality of shares in mutual funds and similar investment vehicles which principally invest in short-term fixed income obligations. As such, these ratings incorporate Moody's assessment of a fund's published investment objectives and policies, the creditworthiness of the assets held by the fund, the liquidity profile of the fund's assets relative to the fund's investor base, the assets' susceptibility to market risk, as well as the management characteristics of the fund. For more information, please visit: [http://v3.moody.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](http://v3.moody.com/researchdocumentcontentpage.aspx?docid=PBC_79004).

**Standard & Poor's** money market fund ratings are forward-looking opinions about a fixed-income fund's capacity to maintain stable principal (net asset value). When assigning a principal stability rating to a fund, Standard & Poor's analysis focuses primarily on the creditworthiness of the fund's investments and counterparties, and also its investments maturity structure and management's ability and policies to maintain the fund's stable net asset value. For more information, please visit:

<http://www.understandingratings.com>. **The Institutional Money Market Funds Association (IMMFA)** funds are European money market funds triple-A rated by one or more of the ratings agencies such as Fitch Ratings, Standard & Poor's and Moody's Investor Service to ensure continued compliance with rating criteria. Only this type of fund is awarded the lowest susceptibility to interest-rate volatility. For complete information on the methodology used by IMMFA please visit: <http://www.immfa.org>.

## INDEX INFORMATION

**One Week USD LIBID Index** - 1 week London Interbank Bid Rate - The average interest rate which major London banks borrow deposits from other banks.

**One Month USD LIBID** - 1 month London Interbank Bid Rate - The average interest rate which major London banks borrow deposits from other banks.

**FED Funds** - excess cash reserves that commercial banks and other financial institutions deposit at regional Federal Reserve banks; these funds can be onward lent to other market participants with insufficient cash on hand to meet their lending and reserve needs.

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#### IMPORTANT INFORMATION

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This document contains information relating to the sub-fund ("Fund") of Morgan Stanley Liquidity Funds, a Luxembourg domiciled Société d'Investissement à Capital Variable. Morgan Stanley Liquidity Funds (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").

Applications for shares in the Fund should not be made without first consulting the current Prospectus, Key Investor Information Document ("KIID"), Annual Report and Semi-Annual Report ("Offering Documents"), or other documents available in your local jurisdiction which is available free of charge from the Registered Office: European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, R.C.S. Luxembourg B 29 192.

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**The Fund is not a guaranteed investment and is different from an investment in deposits. The Fund does not rely on external support for guaranteeing the liquidity of the Fund or stabilising the NAV per share. The value of investments and the income from them may go down as**

**well as up and you may not get back the amount you originally invested.**

Each Fund is authorised to invest up to 100% of its assets in Money Market Instruments issued or guaranteed separately or jointly by a Sovereign Entity and by any other member states of the OECD and their central authorities or central banks subject to certain conditions. Please see Prospectus for further details.

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.

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**March 2019**

## **INFORMATION MEMORANDUM**

### **Morgan Stanley Liquidity Funds (the "Company")**

Société d'investissement à Capital Variable Luxembourg

#### **IMPORTANT**

This Singapore information memorandum is authorised for distribution only when accompanied by the Luxembourg prospectus for the Company. Please read this document and the Luxembourg prospectus for full information on the Funds (as defined below).

The Funds are not authorised or recognised by the Monetary Authority of Singapore ("**MAS**") and shares in the Funds ("**Shares**") are not allowed to be offered to the retail public. Moreover, this Information Memorandum which relates to the offer of Shares in the Funds is not a prospectus as defined in the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**").

Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. You should consider carefully whether the investment is suitable for you.

This Information Memorandum has not been registered as a prospectus by the MAS, and the offer of the Shares is made pursuant to the exemptions under Sections 304 and 305 of the SFA.

Accordingly, the Shares may not be offered or sold, nor may the Shares be the subject of an invitation for subscription or purchase, nor may this Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Shares be circulated or distributed, whether directly or indirectly, to any person in Singapore other than under exemptions provided in the SFA for offers made (a) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 304 of the SFA, (b) to an accredited investor (as defined in Section 4A of the SFA) pursuant to Section 305 of the SFA, or (c) otherwise pursuant to, and in accordance with, the conditions of any other applicable provision of the SFA.

Where the Shares are acquired by a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor, the securities of that corporation shall not be transferred within six months after that corporation has acquired the Shares pursuant to an offer made under Section 305 of the SFA except:

- (1) to an institutional investor or to a relevant person as defined in Section 305(5) of the SFA, or which arises from an offer referred to in Section 275(1A) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 305A(5) of the SFA; or
- (5) as specified in Regulation 36 of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 of Singapore.

## Offer of Funds in Singapore

For the purposes of the offer in Singapore to (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 304 of the SFA, (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to Section 305 of the SFA and in accordance with the conditions specified in Section 305 of the SFA only the following funds (the "**Funds**") shall be available:

### Liquidity Funds

- Morgan Stanley Liquidity Funds US Dollar Liquidity Fund (the "**US Dollar Liquidity Fund**")
- Morgan Stanley Liquidity Funds Euro Liquidity Fund (the "**Euro Liquidity Fund**")
- Morgan Stanley Liquidity Funds Sterling Liquidity Fund (the "**Sterling Liquidity Fund**")
- Morgan Stanley Liquidity Funds US Dollar Treasury Liquidity Fund (the "**US Dollar Treasury Liquidity Fund**")

The Singapore information memorandum relates to the aforesaid Funds. Investors may invest in the aforesaid Funds by subscribing for Shares in the share capital of the Company. **Investment Objectives and Policies**

Please refer to the "*Investment Objective*" and "*Investment Policy*" Sections of the Part B of the Luxembourg prospectus.

### Risks Factors

Please refer to the "*Principal Risks*" Section of the Luxembourg prospectus for general risk factors and the "*Risk Factor*" Sections of the Part B of the Luxembourg prospectus for specific risk factors of each Fund.

### Accounts

Please refer to the "*Documents Available*" Section of the Luxembourg prospectus.

## Regulatory Information

### 1. Company

Name	:	Morgan Stanley Liquidity Funds
Place of incorporation	:	Luxembourg
Registered office	:	6B route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg
Supervisory authority	:	Commission de Surveillance du Secteur Financier
Address	:	283, route d'Arlon, L-1150 Luxembourg, Grand Duchy of Luxembourg
Tel	:	(352)-262511
Fax	:	(352)-2625-12601
Legislation under which the Company is regulated	:	See page 2 of the Luxembourg prospectus.

## 2. Custodian

Name : The Bank of New York Mellon (International), Luxembourg Branch  
Place of incorporation : Luxembourg  
Supervisory authority : Commission de Surveillance du Secteur Financier  
Address : 283, route d'Arlon, L-1150 Luxembourg, Grand Duchy of Luxembourg  
Tel : (352)-262511  
Fax : (352)-2625-12601

## 3. Management Company

Name : MSIM Fund Management (Ireland) Limited  
Place of incorporation : Ireland  
Supervisory authority : Central Bank of Ireland  
Address : New Wapping Street  
North Wall Quay  
Dublin 1  
D01 F7X3  
Tel : +353 (0)1 224 6000  
Fax : +353 (0)1 671 5550

## 4. Investment Adviser

Name : Morgan Stanley Investment Management Inc.  
Place of incorporation : United States of America  
Supervisory authority : Securities and Exchange Commission  
Address : 100 F Street, NE  
Washington, DC 20549  
Tel : (1)-(202)-551-6720  
Fax : There is no general fax number. To find out the fax number of the relevant department, please contact the Securities Exchange Commission via telephone or its website at [www.sec.gov](http://www.sec.gov).

## Redemption of Shares

Please refer to the “*Subscription, Transfer, Exchange and Redemption of Shares*” Section of the Luxembourg prospectus under the heading ‘*Redemption of Shares*’.

## Charges and Expenses

Please refer to the “*Charges and Expenses*” Section of the Luxembourg prospectus.

## Past Performance

Past performance figures can be obtained at [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity).

## Side Letters

The Company has not issued any side letters.

## **Annexure to Information Memorandum**



## **Prospectus**

### **MORGAN STANLEY LIQUIDITY FUNDS**

***Société d'Investissement à Capital Variable***  
**organised under the laws of the Grand Duchy of Luxembourg**

**18 March 2019**

Morgan Stanley Liquidity Funds is a Luxembourg *Société d'Investissement à Capital Variable* which is composed of several separate Funds.

The Company's objective is to provide investors with access to a diversified liquidity management expertise through a range of separate Funds, each having its own investment objective and policy.

## Important Information

**SHARES ARE NOT BEING OFFERED OR SOLD IN ANY JURISDICTION WHERE THE OFFER OR SALE IS PROHIBITED BY LAW OR TO ANY PERSON WHICH IS NOT QUALIFIED FOR THAT PURPOSE.**

The Company is an investment company with variable capital (**SICAV**) incorporated and authorised under Part I of the Law in accordance with the provisions of the UCITS Directive and listed on the official list of UCITS approved by the Luxembourg Regulatory Authority.

However, this inclusion on the official list does not require an approval or disapproval of the Luxembourg Regulatory Authority as to the suitability or accuracy of this Prospectus or any Key Investor Information Document generally relating to a Fund or specifically relating to any Class. Any declaration to the contrary should be considered as unauthorised and illegal.

The Company also qualifies and has been authorised by the Luxembourg Regulatory Authority as a Money Market Fund pursuant to MMF Regulation. The Company will comply at all times with the requirements of the UCITS Directive, unless otherwise specified in MMF Regulation.

The Company has appointed MSIM Fund Management (Ireland) Limited as designated management company.

The members of the Board of Directors of the Company, whose names appear under “**DIRECTORY**”, accept joint responsibility for the information and statements contained in this Prospectus and in the Key Investor Information Document issued for each Class.

### ***Reliance on this Prospectus and on the Key Investor Information Document(s)***

**Shares in any Fund described in this Prospectus as well as in the Key Investor Information Document(s) are offered only on the basis of the information contained herein and therein and (if applicable) any addendum hereto and thereto and the latest audited annual financial report and any subsequent semi-annual financial report of the Company.**

Any information given, or representations made, by any dealer, salesman or other person not contained in this Prospectus, the Key Investor Information Document(s) or in any reports and accounts of the Company forming part hereof must be regarded as unauthorised and accordingly must not be relied upon. Neither the delivery of this Prospectus or the Key Investor Information Document(s) nor the offer, issue or sale of Shares shall under any circumstances constitute a representation that the information contained in this Prospectus or the Key Investor Information Document(s) is correct as of any time subsequent to the date of the respective document. To reflect material changes, this Prospectus and the Key Investor Information Document(s) may from time to time be updated and intending subscribers should enquire of the Management Company, the Administrator or the Distributor as to the issue of any later Prospectus or as to the issue of any reports and accounts of the Company.

Upon request prospective investors may obtain free of charge a copy of this Prospectus, the annual and semi-annual financial reports of the Company and the Articles. Prospective investors must have read the Key Investor Information Document for each Class of Shares in

which they wish to invest, prior to their first subscription, in compliance with applicable laws and regulations. These documents are available free of charge at the registered office of the Company and from the Distributor. The Key Investor Information Document will be also available on the website set forth for each Fund under “*B. FUND PARTICULARS*”.

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Articles, copies of which are available upon request.

This Prospectus and the Key Investor Information Documents may be translated into other languages. Any such translation shall only contain the same information and have the same meanings as this English language document. Where there is any inconsistency between this English language document and the document in another language, this English language document shall prevail except to the extent (but only to the extent) required by the laws of any jurisdiction where the Shares are sold so that in an action based upon disclosure in a document of a language other than English, the language of the document on which such action is based shall prevail.

For defined terms used in this Prospectus, please refer to the “*GLOSSARY OF TERMS*”.

### ***Investor Responsibility***

Prospective investors should review this Prospectus and each relevant Key Investor Information Document carefully in its entirety and consult with their legal, tax and financial advisors in relation to (i) the legal requirements within their own countries for the subscription, holding, redemption or disposal of Shares; (ii) any foreign exchange restrictions to which they are subject in their own country in relation to the subscription, holding, redemption or disposal of Shares; and (iii) the legal, tax, financial or other consequences of subscribing for, holding, redeeming or disposing of Shares. Prospective investors should seek the advice of their legal, tax and financial advisors if they have any doubts regarding the contents of this Prospectus and each Key Investor Information Document.

### ***Targeted investors***

The profile of the typical investor for each Fund is described in each Fund under “*B. FUND PARTICULARS*”.

### ***Qualification of the Funds pursuant to MMF Regulation***

Each Fund qualifies as a Money Market Fund pursuant to MMF Regulation.

The MMF Regulation describes three different types of Money Market Funds as described in the table below:

<b>Types of Money Market Fund</b>	<b>Characteristics</b>
Public Debt CNAV Money Market Fund	<ul style="list-style-type: none"> <li>- Seeks to maintain a Stable NAV</li> <li>- The income in the Fund is accrued daily and can either be paid out to the investor or used to purchase more Shares in the Fund</li> <li>- Assets are generally valued according to the amortised cost method and the Net Asset Value is rounded to the nearest percentage point or its equivalent in currency terms</li> <li>- At least 99.5% of the assets are invested in Money Market Instruments issued or guaranteed by International Public Entities, reverse repurchase agreements secured with government debt and in cash</li> </ul>
LVNAV Money Market Fund	<ul style="list-style-type: none"> <li>- Seeks to maintain a Stable NAV under the condition that the Stable NAV does not deviate from the Net Asset Value per Share by more than 20 basis points</li> <li>- In case of a deviation of more than 20 basis points between the Stable NAV and the Net Asset Value per Share, the following redemption or issue of Shares shall be undertaken at a price that is equal to the Net Asset Value per Share</li> </ul>
VNAV Money Market Fund	<ul style="list-style-type: none"> <li>- Shares are issued or redeemed at a price that is equal to the Fund's Net Asset Value per Share</li> </ul>

The qualification of each Fund is described under “*B. FUND PARTICULARS*”.

***External Credit Ratings***

In accordance with Regulation (EC) No 1060/2009 on credit rating agencies, the Company solicits or pays rating agencies to provide a rating on the Company.

***Distribution and Selling Restrictions***

No persons receiving a copy of this Prospectus in any jurisdiction may treat this Prospectus as constituting an invitation to them to subscribe for Shares unless such an invitation could lawfully be made without compliance with any registration or other legal requirements in the relevant jurisdiction. It is the responsibility of any recipient of this Prospectus to confirm and observe all applicable laws and regulations. The following information is provided as a general guide only.

This Prospectus has been prepared solely for, and is being made available to investors for the purposes of evaluating an investment in Shares in the Funds. Investors should only consider investing in the Funds if they understand the risks involved including the risk of losing all capital invested. Distributors and other intermediaries which offer, recommend or sell Shares in the Funds must comply with all laws, regulations and regulatory requirements as may be applicable to them. Also, such distributors and other intermediaries must consider such information about the Funds as is made available by the Distributor for the purposes of the EU's Product Governance regime, including, without limitation, target market information. Distributors and intermediaries may obtain such information on request from Morgan Stanley Investment Management Limited at [Liquidity.Services@morganstanley.com](mailto:Liquidity.Services@morganstanley.com).

### *United States*

The Directors have resolved to prevent the ownership of Shares by any U.S. Person. As such, Shares have not been and will not be registered under the Securities Act or the securities laws of any of the States of the United States and the Company will not be registered under the United States Investment Company Act of 1940, as amended. Shares may not be offered, sold or delivered directly or indirectly in the United States, or to or for the account or benefit of any U.S. Person. Applicants for Shares will generally be required to certify that they are not U.S. Persons. All Shareholders are required to notify the Management Company of any change in their status as non-U.S. Person.

### *Investment Risks*

**A Money Market Fund is not a guaranteed investment. Investment in any Fund carries with it a degree of financial risk, which may vary among Funds. Investments in Money Market Funds is different from investments in deposits, the value of Shares and the return generated from them may go up or down, and investors may not recover the amount initially invested. Investment risk factors for an investor to consider are set out under section "PRINCIPAL RISKS" as well as in the description of each relevant Fund.**

**The Company does not represent an obligation, nor is it guaranteed by the Investment Adviser or any other affiliate or subsidiary of Morgan Stanley Investment Management Inc. to preserve the investments of the Company. As a consequence thereof, the risk of loss of the principal is borne by the investors. In particular, the Company does not rely on any external support for guaranteeing the liquidity, and/or, as the case may be, the Stable NAV, of any of its Funds.**

### *Data Protection*

A detailed data protection notice is included as Appendix 2 to this Prospectus. Shareholders and prospective investors should read the information contained in Appendix 2 to understand how the Company, the Management Company, their affiliates and anyone acting on their behalf will process a Shareholder's personal data.

### ***Additional Information***

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general meetings of Shareholders, if the investor is registered himself and in his own name in the register of Shareholders of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain Shareholder rights directly against the Company. Investors are advised to take advice on their rights.

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## GLOSSARY OF TERMS

<b>“ABCP”</b>	an asset-backed commercial paper.
<b>“Accumulation Shares”</b>	Shares carrying no right to any distribution of income but the income attributable to such Shares is retained within the relevant Fund and reflected in the Net Asset Value of such Shares. Details of any such Shares for each Fund are contained in “ <i>B. FUND PARTICULARS</i> ”.
<b>“Accumulation D Shares”</b>	Accumulation Shares issued by a Fund the Net Asset Value per Share of which is rounding to four decimal places as for Distributing Shares and considered for the time they are issued as more appropriate than Distributing Shares for the management of income, such as the “Institutional Accumulation D Shares”, the “Administrative Accumulation D”, the “Advisory Accumulation D”, the “Advantage Accumulation D”, the “Institutional Select Accumulation D Shares”, the “Qualified Accumulation D Shares”, and the “MS Reserve Accumulation D Shares”.
<b>“Administrator”</b>	the Bank of New York Mellon SA/NV, Luxembourg Branch. The Administrator of the Company will also act as registrar and transfer agent of the Company.
<b>“Application Form”</b>	the original form which must be submitted with the Subscription Form upon an initial application or exchange of Shares. It only needs to be submitted with subsequent applications if the investors’ details or circumstances have changed from when this form was originally submitted.
<b>“Articles”</b>	the articles of incorporation of the Company.
<b>“Auditor of the Company”</b>	Ernst & Young S.A..
<b>“Base Currency”</b>	the currency of a Fund as specified in “ <i>B. Fund Particulars</i> ”.
<b>“Board of Directors” or “Directors”</b>	the board of directors of the Company or the members thereof.
<b>“Board of Directors of the Management Company”</b>	the board of directors of the Management Company.
<b>“Business Day”</b>	a full day on which banks are open for business in such jurisdictions and/or cities as are specified in “ <i>B. FUND PARTICULARS</i> ”, for the relevant Fund or such other day(s) as the Board of Directors may determine in its

discretion.

<b>“Class” or “Class of Shares”</b>	a class of Shares in issue or to be issued in each Fund of the Company, such as the “Administrative Accumulation Shares”, the “Administrative Shares”, the “Advantage Shares”, the “Advantage Accumulation Shares”, the “Advisory Accumulation Shares”, the “Advisory Shares”, “Institutional Accumulation Shares”, the “Institutional (+1) Accumulation Shares”, the “Institutional Plus”, the “Institutional Plus Accumulation”, the “Institutional Select Accumulation Shares”, the “Institutional Select Shares”, the “Institutional Shares”, the “Qualified A Accumulation Shares”, the “Qualified A Shares”, the “Qualified Shares”, the “Qualified Accumulation Shares”, the “Capital Accumulation Shares”, the “Capital Shares”, the “LF Accumulation Shares”, the “LF Shares”, the “Institutional Accumulation D Shares”, the “Administrative Accumulation D”, the “Advisory Accumulation D”, the “Advantage Accumulation D”, the “Institutional Select Accumulation D Shares”, the “Qualified Accumulation D Shares”, the “NR Accumulation Shares”, the “NR Shares”, the “MS Reserve Accumulation D Shares”, the “MS Reserve Shares” or the “MS Reserve Accumulation Shares”, these five last Classes of Shares being further defined below.
<b>“Company”</b>	Morgan Stanley Liquidity Funds.
<b>“Company Law”</b>	the Luxembourg law of 10 August 1915 on commercial companies, as amended.
<b>“CRS”</b>	the Common Reporting Standard, within the meaning of the Standard for Automatic Exchange of Financial Account Information in Tax Matters, as set out in the CRS Law.
<b>“CRS Law”</b>	the Luxembourg law of 18 December 2015 on the Common Reporting Standard.
<b>“Dealing Day”</b>	in relation to each Class of Shares such day or days as is specified in respect of each Fund in “ <i>B. FUND PARTICULARS</i> ” or such other day(s) as the Board of Directors may determine in its discretion and notify in advance to Shareholders.
<b>“Dealing Deadline”</b>	the cut-off time for the applications for subscription, exchange or redemption of Shares in a Fund, as specified in “ <i>B. FUND PARTICULARS</i> ”.
<b>“Depositary”</b>	the Bank of New York Mellon SA/NV, Luxembourg Branch.
<b>“Distributing Shares”</b>	Shares which distribute income. Details of any such

	Shares are contained in “ <i>B. FUND PARTICULARS</i> ”.
<b>“Distributor”</b>	Morgan Stanley Investment Management (Ireland) Limited.
<b>“Duties and Charges”</b>	all stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees, registration fees, any transaction and safekeeping fees payable to the Depositary or its delegates or agents and other duties and charges whether in connection with the original acquisition or increase of the assets of the Company or the creation, issue or sale of Shares or the sale or purchase of investments by the Company or in respect of certificates or otherwise which may have become or may be payable in respect of or prior to or upon the occasion of the transaction or dealing in respect of which such duties and charges are payable but shall not include any commission, taxes, charges or other costs which have been taken into account in ascertaining the Net Asset Value of the relevant Fund.
<b>“ESMA”</b>	the European Securities and Markets Authority or its successor.
<b>“EU”</b>	the European Union.
<b>“EUR”</b>	the legal currency of each of the countries participating in the European Economic and Monetary Union or, in case of change, replacement, abolition or withdrawal of such currency, any successor currency for each such country.
<b>“European Public Entity”</b>	one or several of the following entities: the EU, the central authority of the Member States or their central banks, the European Central Bank, the European Investment Bank, the European Stability Mechanism or the European Financial Stability Facility.
<b>“Fund”</b>	a specific pool of assets established within the Company, within the meaning of Article 181 of the Law.
<b>“Group of Companies”</b>	companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts and according to recognised international accounting rules.
<b>“Institutional Investors”</b>	has the meaning given by Luxembourg law or guidelines or recommendations issued by the Luxembourg Regulatory Authority from time to time.

<b>“Internal Credit Quality Assessment Procedure”</b>	prudent internal credit quality assessment procedure established, implemented and consistently applied by the Management Company, for the purpose of determining the credit quality of Money Market Instruments, Securitisations and ABCPs, taking into account the issuer of the instrument and the characteristic of the instrument itself, as described under section “ <i>INTERNAL CREDIT QUALITY ASSESSMENT PROCEDURE</i> ”.
<b>“International Public Entity”</b>	one or several of the following entities: the EU, the national, regional and local administrations of the Member States or their central banks, the European Central Bank, the European Investment Bank, the European Stability Mechanism or the European Financial Stability Facility, the European Investment Fund, a central authority or central bank of a third country, the International Monetary Fund, the International Bank for Reconstruction and Development, the Council of Europe Development Bank, the European Bank for Reconstruction and Development, the Bank for International Settlements, or any other relevant international financial institution or organisation to which one or more Member States belong.
<b>“Investment Adviser”</b>	Morgan Stanley Investment Management Inc. or any investment adviser appointed by the Management Company, to manage any Fund under its supervision as set forth for each Fund under “ <i>B. FUND PARTICULARS</i> ”.
<b>“Key Investor Information Document”</b>	the Key Investor Information Document issued for any Class or Fund.
<b>“Law”</b>	the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as may be amended from time to time.
<b>“Luxembourg Regulatory Authority”</b>	the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> (the “ <b>CSSF</b> ”) or its successor in charge of the supervision of UCI in the Grand Duchy of Luxembourg.
<b>“LVNAV Money Market Fund”</b>	a Fund qualifying as a low volatility net asset value money market fund in accordance with MMF Regulation.
<b>“Management Company”</b>	MSIM Fund Management (Ireland) Limited.
<b>“Management Fee”</b>	the management fee payable to the Management Company as set forth for each Fund under “ <i>B. FUND PARTICULARS</i> ”.
<b>“Mark-to-Market Method”</b>	mark-to-market valuation method which fulfils the requirements set out in Article 29(3) of the MMF Regulation.

<b>“Mark-to-Model Method”</b>	mark-to-model valuation method whereby the model fulfils the requirements set out in Article 29(4) of the MMF Regulation.
<b>“Member State”</b>	a member State of the EU.
<b>“Minimum Holding”</b>	such number of Shares or Shares having such value (if any) as is specified for the relevant Fund in “ <i>B. FUND PARTICULARS</i> ”.
<b>“Minimum Initial Subscription”</b>	means such amount (excluding any Preliminary Charge) in the relevant Base Currency which must be initially subscribed by each Shareholder for Shares of any Class in a Fund as is specified for the relevant Fund in “ <i>B. FUND PARTICULARS</i> ”.
<b>“MMF Delegated Regulation”</b>	the Commission Delegated Regulation (EU) 2018/990 of 10 April 2018 amending and supplementing the MMF Regulation.
<b>“MMF Regulation”</b>	the Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds.
<b>“Money Market Fund”</b>	a Fund qualifying and authorised as a money market fund in accordance with MMF Regulation.
<b>“Money Market Instruments”</b>	instruments normally dealt in on the money markets which are liquid, and have a value which can be accurately determined at any time.
<b>“Month”</b>	a calendar month.
<b>“MS Reserve Accumulation Shares”</b>	a Class of Shares in a Fund (details of which are contained in “ <i>B. FUND PARTICULARS</i> ”) for clients of the Distributor (whether investing directly or where the Distributor and its affiliates invest on their behalf) for which an investment management fee may be payable to the Distributor or its affiliates under separate arrangements with the Distributor.
<b>“MS Reserve Accumulation D Shares”</b>	a Class of Accumulation D Shares in a Fund (details of which are contained in “ <i>B. FUND PARTICULARS</i> ”) for clients of the Distributor (whether investing directly or where the Distributor and its affiliates invest on their behalf) for which an investment advisory fee may be payable to the Distributor or its affiliates under separate arrangements with the Distributor.
<b>“MS Reserve Shares”</b>	a Class of Shares in a Fund (details of which are contained in “ <i>B. FUND PARTICULARS</i> ”) for clients of the Distributor (whether investing directly or where the Distributor and its affiliates invest on their behalf) for

	which an investment advisory fee may be payable to the Distributor or its affiliates under separate arrangements with the Distributor.
<b>“NAV Share”</b>	any Share which shall be issued and redeemed at the Net Asset Value per Share of the relevant Class of a VNAV Money Market Fund in accordance with the relevant “ <i>B. FUND PARTICULARS</i> ”.
<b>“Net Asset Value”</b>	the net asset value of the Company, a Fund or a Class (as the context may require).
<b>“Net Asset Value per Share”</b>	the net asset value per Share, calculated and published as detailed in section “ <i>DETERMINATION OF THE NET ASSET VALUE</i> ”.
<b>“NR Accumulation Shares”</b>	a Class of Shares in a Fund (details of which are contained in “ <i>B. FUND PARTICULARS</i> ”) for investors, including retail investors, who invest either directly or through an intermediary. Intermediary business within the European Economic Area and the UK, with effect from 3 January 2018 this share class is available for investment directly by intermediaries, and for retail investors, including retail investors, using intermediaries in either of the following situations: (1) where the intermediary is not allowed to accept and retain inducements due to the application of MiFID II; or (2) where the intermediary has agreed with its client that it is not allowed to accept and retain inducements.
<b>“NR Shares”</b>	a Class of Shares in a Fund (details of which are contained in “ <i>B. FUND PARTICULARS</i> ”) for investors, including retail investors, who invest either directly or through an intermediary. Intermediary business within the European Economic Area and the UK, with effect from 3 January 2018 this share class is available for investment directly by intermediaries, and for retail investors, including retail investors, using intermediaries in either of the following situations: (1) where the intermediary is not allowed to accept and retain inducements due to the application of MiFID II; or (2) where the intermediary has agreed with its client that it is not allowed to accept and retain inducements.
<b>“OECD”</b>	the Organisation for Economic Co-operation and Development.
<b>“Other Regulated Market”</b>	a market which is regulated, operates regularly and is recognised and open to the public, namely a market (i)



that meets the following cumulative criteria: liquidity; multilateral order matching (general matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed on current conditions); (ii) on which the securities are dealt in at a certain fixed frequency, (iii) which is recognised by a State or by a public authority which has been delegated by that State or by another entity which is recognised by that State or by that public authority such as a professional association and (iv) on which the securities dealt in are accessible to the public.

**“Parent undertaking”**

an undertaking which has the following rights:

a) it has the majority of shareholders' or members' voting rights of another undertaking, or

b) it has the right to appoint or remove the majority of the members of the administrative, management or supervisory board of another undertaking and is at the same time a shareholder or member of that undertaking, or it has the right to exercise a dominant influence over an undertaking of which it is a shareholder or member, pursuant to a contract entered into with that undertaking or to a provision in its articles of association where the law governing that undertaking allows it to be subject to such contracts or provisions, or it is a shareholder or member of an undertaking and controls alone, pursuant to an agreement entered into with other shareholders or members of this undertaking, the majority of the voting rights of the shareholders and members of the latter, or it may exercise or effectively exercises a dominant influence over another undertaking, or it is placed under management on a unified basis with another undertaking.

**“Preliminary Charge”**

a percentage of the Net Asset Value per Share as indicated in each “*B. FUND PARTICULARS*” which shall be charged, if applicable, on subscribing investors and paid to the relevant Fund.

**“Public Debt CNAV Money Market Fund”**

a Fund qualifying as a public debt constant net asset value money market fund in accordance with MMF Regulation.

**“Redemption Form”**

the form to be submitted to make an application for redemption of Shares.

**“Reference Currency”**

the currency of the Company.

**“Regulated Market”**

a regulated market according to Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments amending

	Directive 2002/92/EC of the European Parliament and of the Council and Directive 2011/61/EU (“ <b>MiFID II</b> ”). A list of EU regulated markets according to MiFID II is regularly updated and published by ESMA on its website.
<b>“Regulation (EU) 2015/61”</b>	the Commission Delegated Regulation (EU) 2015/61 of 10 October 2014 to supplement Regulation (EU) No 575/2013 of the European Parliament and the Council with regard to liquidity coverage requirement for credit institutions.
<b>“Securities Act”</b>	the U.S. Securities Act of 1933, as amended.
<b>“Securitisation”</b>	a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranching, having both of the following characteristics: <ul style="list-style-type: none"> <li>(a) payments in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures;</li> <li>(b) the subordination of tranches determines the distribution of losses during the ongoing life of the transaction or scheme.</li> </ul>
<b>“Settlement Date”</b>	in respect of receipt of monies for payment of subscription monies or dispatch of monies for the redemption of Shares, the dates specified in “ <i>B. FUND PARTICULARS</i> ”.
<b>“Shareholders”</b>	holders of Shares in the Company, as recorded in the books of the Company on file with the Administrator.
<b>“Shares”</b>	shares of any Class within any Fund in the Company.
<b>“Short-Term Maturity”</b>	either (i) a legal maturity at issuance of three hundred and ninety-seven (397) days or less, or (ii) a residual maturity of three hundred and ninety-seven (397) days or less.
<b>“Short-Term Money Market Fund”</b>	a Fund qualifying and authorised as a short-term money market fund in accordance with MMF Regulation.
<b>“Stable NAV”</b>	the constant net asset value per Share, of a Class or a Fund (as the context may require), calculated and published as detailed in “ <i>DETERMINATION OF THE NET ASSET VALUE</i> ”.
<b>“Stable NAV Share”</b>	any Share which shall be issued and redeemed at the Stable NAV of the relevant Class of a Public Debt CNAV Money Market Fund or LVNAV Money Market Fund in accordance with the relevant “ <i>B. FUND PARTICULARS</i> ”.
<b>“Standard Money Market Fund”</b>	a Fund qualifying and authorised as a standard money market fund in accordance with MMF Regulation.

<b>“Sub-Investment Adviser”</b>	Morgan Stanley & Co International plc or any sub-investment adviser appointed by the Investment Adviser, to whom the management of any Fund under its supervision has been delegated, as set forth for each Fund under “ <i>B. FUND PARTICULARS</i> ”.
<b>“Subscription Form”</b>	the subscription form to be completed in respect of each purchase of Shares.
<b>“UCI”</b>	an undertaking for collective investment as defined by the Law.
<b>“UCITS”</b>	an undertaking for collective investment in transferable securities under Article 1 (2) of the UCITS Directive and as defined by the Law.
<b>“UCITS Directive”</b>	Directive 2009/65/EC of the European Parliament and Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as amended by Directive 2014/91/EU of the European Parliament and Council of 23 July 2014 as regards depositary functions, remuneration policies and sanctions and as may be further amended in the future.
<b>“United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland.
<b>“United States” or “U.S.”</b>	the United States of America, its territories or possessions or any area subject to its jurisdiction including the Commonwealth of Puerto Rico.
<b>“U.S. Person”</b>	as defined pursuant to Regulation S under the Securities Act.
<b>“Valuation Point”</b>	the point in time by reference to which the Net Asset Value per Share and, if any, the Stable NAV as well as the difference with the relevant Net Asset Value per Share of each Class of a Fund are calculated as is specified in “ <i>B. FUND PARTICULARS</i> ” for the relevant Fund.
<b>“VNAV Money Market Fund”</b>	a Fund qualifying as a variable net asset value money market fund in accordance with MMF Regulation.
<b>“Weekly Maturing Assets”</b>	include weekly maturing assets, reverse repurchase agreements which are able to be terminated by giving prior notice of five (5) Business Days, cash which is able to be withdrawn by giving prior notice of five (5) Business Days. May also include Money Market Instruments issued or guaranteed by International Public Entities which are highly liquid and can be redeemed and settled within one (1) Business Day and have a residual maturity of up to one hundred and ninety (190) days.

**“Weighted Average Life” or “WAL”** the average length of time to legal maturity of all of the underlying assets in the Fund reflecting the relative holdings in each asset.

**“Weighted Average Maturity” or “WAM”** the average length of time to legal maturity or, if shorter, to the next interest rate reset to a money market rate, of all of the underlying assets in the Fund reflecting the relative holdings in each asset.

In this Prospectus, references to **Euro** or **€** are references to the lawful currency of Luxembourg, references to **Pound Sterling** or **£** are to the lawful currency of the United Kingdom and references to **US\$** or **US Dollars** are to the lawful currency of the United States. All references to the foregoing currencies shall include any successor currency.

**A. GENERAL PART**

## DIRECTORY

### *Board of Directors of the Company:*

#### **Andrew Mack**

Director, UK. Formerly CEO of Morgan Stanley Investment Management EMEA. Acted as a consultant to Morgan Stanley Investment Management until 31 December 2013

#### **William Jones**

Independent Director, Luxembourg

#### **Michael Griffin**

Independent Director, Dublin, Ireland

#### **Henry Kelly**

Independent Director, Luxembourg

#### **Diane Hosie**

Director, UK. Managing Director, Morgan Stanley Investment Management, Global Sales and Distribution

#### **Susanne Van Dootinhg**

Independent Director, Belgium

#### **Carine Feipel**

Independent Director, Luxembourg

### *Management Company:*

#### **MSIM Fund Management (Ireland) Limited**

The Observatory, 7-11 Sir John Rogerson's Quay  
Dublin 2 D02VC42  
Ireland

### *Board of Directors of the Management Company:*

#### **Diane Hosie**

Managing Director, Morgan Stanley Investment Management Limited, Global Sales & Distribution and CEO of Morgan Stanley Investment Management (ACD) Limited

#### **Andrew Mack**

Non-executive Director, UK. Formerly CEO of Morgan Stanley Investment Management EMEA. Acted as a consultant to Morgan Stanley Investment Management until 31 December 2013

**Liam Manahan**  
Non-Executive director, Ireland

**Elaine Keenan**  
Director, Ireland.  
CEO and COO MSIM Fund Management  
(Ireland) Limited

**Eimear Cowhey**  
Non-Executive director, Ireland

**Depositary:** **The Bank of New York Mellon SA/NV,  
Luxembourg Branch**  
2-4 rue Eugène Ruppert  
L-2453 Luxembourg  
Luxembourg

**Administrator:** **The Bank of New York Mellon SA/NV,  
Luxembourg Branch**  
2-4 rue Eugène Ruppert  
L-2453 Luxembourg  
Luxembourg

**Domiciliary Agent:** **Morgan Stanley Investment Management  
Limited, Luxembourg Branch**  
6B route de Trèves  
L-2633 Senningerberg  
Luxembourg

**Investment Adviser:** **Morgan Stanley Investment Management Inc.**  
522 Fifth Avenue  
New York, New York, 10036  
United States of America

**Sub-Investment Adviser:** **Morgan Stanley & Co International plc**  
25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

**Distributor:** **Morgan Stanley Investment Management  
(Ireland) Limited**  
The Observatory, 7-11 Sir John Rogerson's Quay  
Dublin 2 D02VC42  
Ireland

**Auditor of the Company:** **Ernst & Young S.A.**

35E, avenue J.F. Kennedy  
L-1855 Luxembourg  
Luxembourg

***Legal Adviser:***

**Arendt & Medernach S.A.**  
41A, avenue J.F. Kennedy  
L-2082 Luxembourg  
Luxembourg



## INTRODUCTION

The Company is an “umbrella fund” which may be composed of one or more Funds as set forth under “*LIST OF AVAILABLE FUNDS*”, each representing a separate portfolio of assets. Shares in any particular Fund may be further divided into different Classes to accommodate different subscription, exchange and redemption provisions and/or fees and charges to which they are subject, as well as their availability to certain types of investors. All references to a Fund, shall, where the context requires, include any Class of Shares that belongs to such Fund.

The Company has the possibility to create further Funds as well as further Classes of Shares in any Fund. When such new Fund or Classes of Shares are created, this Prospectus will be amended accordingly, in order to provide all the necessary information on such new Funds and Classes of Shares. A Key Investor Information Document relating to the new Fund/Class of Shares will also be issued accordingly.

The Management Company may decline any application for Shares in whole or in part without assigning any reason therefore and will not accept an initial subscription for Shares of any amount (exclusive of the Preliminary Charge, if any) which is less than the Minimum Initial Subscription as set forth in “*B. FUND PARTICULARS*” for the relevant Fund, unless the Minimum Initial Subscription is waived by the Management Company.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, activities which may adversely affect the interests of the Company’s Shareholders (for example, activities that disrupt the Company’s investment strategies or impact expenses of the Company) are not permitted. The Management Company may, in its discretion, if it deems such activities adversely affect the interests of the Company’s Shareholders, take action as appropriate to deter such activities.

For further information on the Classes of Shares, investors should refer to section “*SUBSCRIPTION, TRANSFER, EXCHANGE AND REDEMPTION OF SHARES*” and to each “*B. FUND PARTICULARS*” issued by the Company detailing the available Classes for each Fund as well as their characteristics.

### The Company

The Company has been incorporated on 21 December 2012 for an unlimited period of time as a *société d’investissement à capital variable* under the form of a *société anonyme*.

The minimum capital of the Company, as provided by law, which must be achieved within six (6) months after the date on which the Company has been authorised as a UCITS under Luxembourg law, shall be of EUR 1,250,000.-. The initial capital of the Company is of three hundred ninety thousand Euro (EUR 390,000.-) divided into three hundred ninety thousand (390,000) Shares of no par value. The capital of the Company is represented by fully paid up Shares of no par value. The share capital is at all times equal to the total net assets of all the Fund(s).

The Articles have been lodged with the registry of the District Court of Luxembourg City and a publication of such deposit made in the *Mémorial C, Recueil des Sociétés et Associations* of 29 January 2013.

The Company is registered with the *Registre de Commerce et des Sociétés* under number B174137.

The registered office of the Company is located at 6B route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg.

Under Luxembourg law, the Company is a distinct legal entity. Each Fund, however, is not a distinct legal entity from the Company. However, with regard to third parties and, in particular, with regard to the Company's creditors and between Shareholders, each Fund shall be exclusively responsible for all liabilities attributable to it. However, investors should note the risk factor "*Segregation of Liabilities between Funds*" under section "*PRINCIPAL RISKS*".

The exclusive purpose of the Company will be to invest the funds available to it in Money Market Instruments and other liquid financial assets permitted by the Law and the MMF Regulation, with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

The details of the investment objective and policies for each Fund of the Company appear in "*B. FUND PARTICULARS*" for the relevant Fund.

Any material change in a Fund is subject to giving reasonable prior notice to Shareholders to enable them to request the redemption of their Shares prior to the implementation of such change. The Board of Directors has the power to change the investment objective and policies of a Fund.

In accordance with the UCITS regime, the Fund Particulars include a description of the profile of the typical investor for whom each Fund has been designed. Please note however that this information does not constitute investment advice and potential investors should consult their own professional advisers concerning the acquisition, holding or disposal of any Shares in any of the Funds. Neither the Company nor the Management Company makes any representation in relation to the suitability, appropriateness or otherwise of an investment in Shares in any of the Funds.

Sub-distributors or other intermediaries who require the manufacturer's target market assessment for the purposes of MiFID II should contact the Distributor at: [Liquidity.Services@morganstanley.com](mailto:Liquidity.Services@morganstanley.com).

## INVESTMENT RESTRICTIONS

Unless more restrictive rules are provided for in the investment policy of any specific Fund, each Fund shall comply with the rules and restrictions detailed below.

The Board of Directors shall, based upon the principle of risk spreading, have power to determine the corporate and investment policy for the investments by each Fund, the Base Currency, and the course of conduct of the management and business affairs of the Company.

The investment policy of each Fund shall comply with the rules and restrictions laid down hereafter.

**A. Investments in the Fund(s) shall consist solely of:**

- (1) Money Market Instruments provided that they fulfil all of the following requirements:
  - i. they either have a Short-Term Maturity or have a residual maturity until the legal redemption date of less than or equal to two years provided that the time until the next interest rate reset date is three hundred and ninety-seven (397) days or less;
  - ii. except if they are issued or guaranteed by an European Public Entity, they have received, as well as their respective issuers, a favourable assessment under the Internal Credit Quality Assessment Procedure; and
  - iii. they fall within one of the categories of money market instruments referred to in point (a), (b), (c) or (h) of article 50(1) of UCITS Directive.
- (2) deposits with credit institutions which are repayable on demand or have the right to be withdrawn at any time, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered as equivalent to those laid down in EU law in accordance with the procedure laid down in article 107(4) of Regulation (EU) No 575/2013.
- (3) shares or units issued by one or several other Money Market Funds (the “**Targeted Money Market Fund(s)**”), under the following conditions:
  - i. the Targeted Money Market Fund does not invest in the acquiring Fund;
  - ii. in the case the acquiring Fund is a Short-Term Money Market Fund, the Targeted Money Market Fund shall be a Short-Term Money Market Fund;
  - iii. in the case the acquiring Fund is a Standard Money Market Fund, the Targeted Money Market Fund shall be either a Standard Money Market fund or a Short-Term Money Market Fund;

- iv. no more than 10 % of the assets of the Targeted Money Market Fund may be invested in other Money Market Funds;
  - v. no subscription or redemption fees may be charged on the account of the acquiring Fund if the Targeted Money Market Fund is managed, whether directly or under a delegation, by the same manager as that of the acquiring Fund or by any other company to which the manager of the acquiring Fund is linked by common management or control, or by a substantial direct or indirect holding; and
  - vi. if the Targeted Money Market Fund is another Fund of the Company:
    - a. the voting rights linked to the shares of the Targeted Money Market Fund are suspended during the period of investment; and
    - b. in any event, for as long as these securities are held by the acquiring Fund, their value will not be taken into consideration for the calculation of the Net Asset Value of the acquiring Fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law.
- (4) Securitisations and/or ABCPs, provided that each of them is sufficiently liquid, has received a favourable assessment under the Internal Credit Quality Assessment Procedure and is any of the following:
- i. a Securitisation which is qualified as a “Level 2B asset” within the meaning of Regulation (EU) 2015/61, and has a legal maturity at issuance of two (2) years or less, provided that the time remaining until the next interest rate reset date is three hundred and ninety-seven (397) days or less;
  - ii. an ABCP issued by an ABCP programme which (i) is fully supported by a regulated credit institution that covers all liquidity, credit and material dilution risks, as well as ongoing transaction costs and ongoing programme-wide costs related to the ABCP, if necessary to guarantee the investor the full payment of any amount under the ABCP, (ii) is not a re-Securitisation and the exposures underlying the Securitisation at the level of each ABCP transaction do not include any Securitisation position, and (iii) does not include a synthetic securitisation as defined in point (11) of Article 242 of Regulation (EU) No 575/2013; or
  - iii. a simple, transparent and standardised (“**STS**”) securitisation or ABCP Instrument.

The legal maturity at issuance or residual maturity of the Securitisations and ABCPs referred in points (ii) and (iii) shall not exceed three hundred and ninety-seven (397) days where they are invested by a Fund qualifying as a Short-Term Money Market Fund or two (2) years, and the time remaining until the next interest rate reset date shall

not exceed three hundred and ninety-seven (397) days, where they are invested by a Fund qualifying as a Standard Money Market Fund.

The Securitisations referred to in points (i) and (iii) above shall be amortising instruments and have a WAL of two (2) years or less.

- (5) reverse repurchase agreements, provided that for each reverse repurchase agreement:
- i. the Company has the right to terminate the reverse repurchase agreement at any time upon giving prior notice of no more than two (2) Business Days;
  - ii. the market value of the assets received as part of the reverse repurchase agreement is at all times at least equal to the value of the cash paid out; and
  - iii. the full amount of cash may be recalled at any time on either an accrued basis or mark-to-market basis.

A reverse repurchase agreement transaction is a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the assets sold and the relevant Fund has the obligation to return the assets received under the transaction.

**B. Each Fund may however hold ancillary liquid assets.**

**C. In addition, the Company shall comply in respect of the assets of each Fund with the following investment restrictions:**

***Risk Diversification Rules***

For the purpose of calculating the restrictions described in (1), (2), (5) and (6) below, companies which are included in the same Group of Companies are regarded as a single issuer.

***Money Market Instruments, Securitisations and ABCPs***

- (1) No Fund may purchase additional Money Market Instruments, Securitisations or ABCPs of any single issuer if upon such purchase more than 5% of its assets would consist of Money Market Instruments, Securitisations or ABCPs of one single issuer. Such limit may be increased up to 10% in respect of the assets of a VNAV Money Market Fund, provided that the total value of such instruments issued by each body in which the relevant VNAV Money Market Fund invests more than 5% of its assets does not exceed 40% of the value of its assets.
- (2) The limit of 5% set forth above under (1) is increased up to 10% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public supervision in order to protect the holders of such qualifying debt securities. For the purposes hereof, “qualifying debt securities” are bonds the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the bonds and which will be applied on a priority basis to

the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Fund invests more than 5% of its assets in qualifying debt securities issued by such an issuer, the total value of such investments may not exceed 40% of the assets of such Fund.

- (3) The limit of 10% set forth above under (1) is increased up to 20% in respect of bonds issued by a single credit institution where the requirements set out in point (f) of Article 10(1) or point (c) of Article 11(1) of Delegated Regulation (EU) 2015/61 are met, such ratio including any possible investment in assets referred to in (2) above. To the extent that a Fund invests more than 5 % of its assets in these bonds issued by a single credit institution, the total value of the investments set forth in this sub-paragraph and under sub-paragraph (2) above, respecting the limits set out therein, shall not exceed 60 % of the value of the assets of such Fund.
- (4) **Notwithstanding the ceilings set forth above under sub-paragraph (1), each Fund is authorised to invest, in accordance with the principle of risk spreading, up to 100% of its assets in Money Market Instruments issued or guaranteed separately or jointly by an International Public Entity as further described in Appendix 3, provided that (i) such Money Market Instruments are part of at least six different issues by the issuer and (ii) the Money Market Instruments from any of such issue do not account for more than 30% of the total assets of the relevant Fund.**

#### *Securitisations and ABCPs*

- (5) The aggregate exposure to Securitisations and ABCPs may not exceed 15% of a Fund's assets.<sup>1</sup>

#### *Bank Deposits*

- (6) A Fund may not invest more than 10% of its assets in deposits made with the same credit institution.

#### *Reverse repurchase agreement*

- (7) The assets received by a Fund as part of a reverse repurchase agreement shall be sufficiently diversified with a maximum exposure to a given issuer of 15% of the relevant Fund's Net Asset Value, except where those assets take the form of Money Market Instrument that fulfil the requirements of sub-paragraph (4) above. In addition, the assets received by a Fund as part of a reverse repurchase agreement shall be issued

<sup>1</sup> By way of derogation from this paragraph, and from the date of application of the Commission's delegated act on STS securitisation, the limit of 15% is increased up to 20% of a Fund's assets, whereby up to 15% of the assets of such Fund may be invested in Securitisations and ABCPs which are not qualified as STS securitisations or ABCPs.

by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

- (8) The aggregate amount of cash provided to the same counterparty of a Fund as part of reverse repurchase agreements may not exceed 15% of the relevant Fund's assets.

*Units or shares of Money Market Fund(s)*

- (9) A Fund may not invest more than 5% of its net assets in aggregate in a single Money Market Fund.
- (10) A Fund may not invest more than 17.5% of its net assets in aggregate in other Money Market Funds.

*Combined Limits*

- (11) Notwithstanding the individual limits laid down in (1), (5) and (6) above, a Fund shall not have a combined exposure to:
- investments in Money Market Instruments, Securitisations and ABCPs issued by a single body, and
  - deposits made with that body,

where such exposure exceeds 15% of the assets of the Fund.

*Concentration*

- (12) A Fund may not hold more than 10 % of the Money Market Instruments, Securitisations and ABCPs issued by a single body, except in respect of holdings of Money Market Instruments issued or guaranteed by an International Public Entity.

**D. Finally, the Company shall comply in respect of the assets of each Fund with the following investment restrictions:**

- (1) As indicated in each "*B. FUND PARTICULARS*", each Fund shall comply with the portfolio rules set out under article 24 or 25 of the MMF Regulation, depending on the type of Money Market Fund of the relevant Fund.
- (2) No Fund may invest in assets other than those listed under paragraph A. The Company has the right to determine additional investment restrictions that are stricter than the provisions mentioned in MMF Regulation.
- (3) No Fund may issue warrants or other rights to subscribe for its Shares.
- (4) A Fund may not grant loans or guarantees in favour of a third party.

- (5) No Fund may enter into short sales of shares or units of other Money Market Funds, Money Market Instruments, Securitisations or ABCPs.
- (6) No Fund may take direct or indirect exposure to equity or commodities, including via derivatives, certificates representing them, indices based on them, or any other means or instrument that would give an exposure to them.
- (7) No Fund may enter into securities lending agreements or securities borrowing agreements, or any other agreement that would encumber the assets of such Fund.
- (8) No Fund may undertake borrowing and cash lending activity.

#### **E. Global Risk Exposure and Risk Management**

The Management Company uses the commitment approach to calculate global exposure in accordance with CSSF Circular 11/512. The Management Company has a risk management process that determines the risk profile of the Funds and monitors and measures the positions of the Funds and their individual risk contribution.



## COLLATERAL POLICY

### 1. General

The Company may employ reverse repurchase agreements relating to Money Market Instruments and other financial liquid assets within the limits laid down by the CSSF and in MMF Regulation, as described under section “*INVESTMENT RESTRICTIONS*”.

Investors should refer to section “*PRINCIPAL RISKS*” for special risk considerations applicable to reverse repurchase agreements.

Under no circumstances shall these operations cause a Fund to diverge from its investment objectives as laid down under “*Investment Objective*” and “*Investment Policy*” of each Fund.

The counterparty risk of a Fund vis-à-vis a counterparty will be equal to the positive mark-to-market value of all reverse repurchase agreement transactions with that counterparty provided that, if collateral is posted in favour of the Fund and such collateral complies at all times with the criteria set out in paragraph 2. “*Eligible collateral*” below, the counterparty risk of a Fund towards a counterparty under reverse repurchase agreement transactions is reduced by the amount of such collateral.

The purpose of this section is to set the collateral policy that will be followed by all Funds.

### 2. Eligible collateral

The assets received by a Fund as part of a reverse repurchase agreement shall consist of Money Market Instruments that fulfil the requirements set out in paragraph A. under section “*INVESTMENT RESTRICTIONS*” and shall not consist of Securitisations or ABCPs.

By way of derogation from the previous paragraph, a Fund may receive as part of a reverse repurchase agreement liquid transferable securities or other Money Market Instruments provided that those assets have received a favourable assessment under the Internal Credit Quality Assessment Procedure, are issued or guaranteed by an European Public Entity and comply with the diversification requirement described under sub-paragraph C.(4) under section “*INVESTMENT RESTRICTIONS*” above.

### 3. Reinvestment of collateral

Assets received for the benefit of a Fund as collateral may not be sold, re-invested, pledged or otherwise transferred without the Company’s prior consent.

### 4. Safekeeping of collateral

Collateral posted in favour of a Fund under a title transfer arrangement should be held by the Depository or one of its correspondents or sub-custodians. Collateral posted in favour of a Fund can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

## **5. Haircut Policy**

The Company has a haircut policy relating to the classes of assets received as part of a reverse repurchase agreement. The Company will usually apply haircuts ranging from 0.5%-15% for financial instruments set out under “*Eligible Assets*”. Haircuts are assessed based on the Internal Credit Quality Assessment Procedure, price volatility and tenor and the Company may vary the haircut outside the above ranges if it consider it to be appropriate based on these factors.

## **6. Selection of the counterparties**

The Management Company has put in place the Internal Credit Quality Assessment Procedure for assessing and selecting counterparties. On this basis, the Investment Adviser will transact only with approved counterparties.

Selection of the counterparty takes into account factors including (but not limited to) operational stability, execution capabilities, the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

Once approved, a counterparty is subject to ongoing monitoring. The Internal Credit Quality Assessment Procedure provides continuous, prudent and systematic methodologies to monitor the counterparty risk related to each approved counterparty, including market indicators (cash/CDS/equity market movements), news headlines, changes in fundamental credit review or external rating agency actions. Material changes in any of these factors may result in the removal of a counterparty from the approved list at any time, the Investment Adviser will immediately cease trading and promptly review affected trades to assess if any further actions are necessary. All active counterparties are reviewed at least annually.

## INTERNAL CREDIT QUALITY ASSESSMENT PROCEDURE

In accordance with the MMF Regulation and the MMF Delegated Regulation the Management Company has mandated a dedicated and specific team within the Morgan Stanley group specialized in credit research (the “**Dedicated Team**”) to establish, implement and consistently apply an Internal Credit Quality Assessment Procedure for determining the credit quality of money market instruments, securitisations and ABCPs and the assets referred to in Article 15.6 of the MMF Regulation (the “**Instruments**”), taking into account the issuer of the Instrument and the characteristics of the Instrument itself (the “**Internal Credit Quality Assessment**” or “**ICQA**”).

This Internal Credit Quality Assessment is based on prudent, systematic and continuous thorough analysis of the information that is available and pertinent, including all relevant factors that influence the creditworthiness of the issuer and the credit quality of the Instrument (the “**Methodologies**”).

### 1. General principles applying to the Internal Credit Quality Assessment Procedure

The following general principles when applying and revising the Internal Credit Quality Assessment Procedure will apply:

- (a) an effective process is to be established to obtain and update relevant information on the issuer and the Instrument’s characteristics;
- (b) adequate measures are to be adopted and implemented to ensure that the Internal Credit Quality Assessment is based on a thorough analysis of the information that is available and pertinent, and includes but is not limited to the Quantitative Criteria and Qualitative Criteria (as such terms are defined below);
- (c) the Internal Credit Quality Assessment Procedure is to be monitored on an ongoing basis and all credit quality assessments shall be reviewed at least annually;
- (d) while there is no mechanistic over-reliance on external ratings in accordance with applicable regulations, the Dedicated Team undertakes a new Internal Credit Quality Assessment when there is a material change that could have an impact on the existing assessment of the Instrument;
- (e) the Methodologies are to be reviewed at least annually by the Dedicated Team to determine whether they remain appropriate for the current portfolio and external conditions and the review shall be transmitted to the competent authority of the Dedicated Team. Where the Dedicated Team becomes aware of errors in the credit quality assessment methodology or in its application, it shall immediately correct those errors;
- (f) when Methodologies, models or key assumptions used in the Internal Credit Quality Assessment Procedure are changed, the Dedicated Team is to review all affected Internal Credit Quality Assessments as soon as possible.

The Internal Credit Quality Assessment Procedure and each Internal Credit Quality Assessments will be documented in accordance with article 21 of the MMF Regulation.

## **2. Methodologies used for the Internal Credit Quality Assessment**

The Internal Credit Quality Assessment relies on and the Methodologies include quantitative and qualitative indicators to analyse financial data, identify trends, and track key determinants of credit risk in relation to the relevant issuer.

### **a. Quantitative Criteria**

The Internal Credit Quality Assessment relies on and the Methodologies include quantitative indicators such as, but not limited to:

- (a) pricing of Money Market Instruments relevant to the issuer, the Instrument or industry sector or region;
- (b) credit default swap pricing information;
- (c) financial indices relevant to the geographic location, industry sectors or asset class of the issuer or Instrument;
- (d) financial information and default statistics relating to the issuer which is industry specific; and
- (e) any other indicators deemed as relevant by the Dedicated Team and/or identified in the Delegated Regulation,

(the “**Quantitative Criteria**”).

### **b. Qualitative Criteria**

The Internal Credit Quality Assessment relies on and the Methodologies include qualitative indicators in relation to the issuer such as, but not limited to:

- i. financial situation of the issuer;
- ii. sources of liquidity of the issuer;
- iii. ability of the issuer to react to future market-wide or issuer-specific events;
- iv. strength of the issuer's industry within the economy relative to economic trends and the issuer's competitive position in its industry;
- v. analyses regarding any underlying assets;
- vi. any structural aspects of the relevant Instruments;
- vii. the relevant market(s); and
- viii. governance risk relating to the issuer and any other indicators deemed as relevant by the Dedicated Team and/or identified in the Delegated Regulation,

(the “**Qualitative Criteria**”).

External ratings may be used to supplement the Methodologies. A new Internal Credit Quality Assessment will be undertaken if there is a material change in an external rating of an Instrument.

### **c. Validation of the Methodologies**

The board of directors of the Management Company is ultimately responsible for the validation of the Methodologies and the assessment of their sensitivity to changes in any of their underlying credit quality assumptions.

The board of directors of the Management Company may delegate the validation of the Methodologies and the appointment of the chairman of the Liquidity Credit Committee to a dedicated and specific team within the Morgan Stanley group specialized in credit research, from time to time (the “**Validation Team**”). The Validation Team may not be composed of the same persons as the Dedicated Team.

The validation of the Methodologies shall be based on historical experience and empirical evidence, including back testing. Empirical evidence will be obtained by applying the criteria as set out in article 3 of the Delegated Regulation. The Methodologies and all the ICQA performed by using the Methodologies are annually reviewed to determine whether it allows a suitable indicator for assessing the credit quality of issuers and their Instruments (the “**Annual Review**”).

The Methodologies may only be approved by the Management Company if the following requirements are met:

- the Methodologies are applied in a systematic way with respect to different issuers and Instruments unless there is objective reason that justifies the Methodologies shall not be applied;
- Methodologies are supported by a sufficient number of relevant qualitative and quantitative criteria;
- the Methodologies' qualitative and quantitative inputs are reliable, using data samples of an appropriate size;
- past ICQA produced using the Methodologies constitute a suitable indicator of credit quality;
- factors used by the Dedicated Team are sufficiently relevant to determine the credit quality of an issuer or its Instruments;
- Methodologies are based on historical experience and empirical evidence, including back testing.

### **3. Management of the Internal Credit Quality Assessment Procedure**

The Dedicated Team is composed of two subcommittees: the “**Credit Research Team**” and the “**Liquidity Credit Committee**”.

The Dedicated Team shall cooperate in the application and the revision of the Internal Credit Quality Assessment Procedure.

#### **a. The Credit Research Team**

The Credit Research Team is composed of a senior manager, who has authority over the other members (the “**Head of Credit Research**”) and credit research analysts.

The Head of Credit Research as well as the credit research analysts shall not perform or be responsible for the portfolio management of the Sub-Funds.

Based on a documentation certified by the Head of Credit Research, to be of a sufficient quality, up-to-date and from reliable sources, the Credit Research Team selects, assesses each potential issuer and its Instruments by applying to them the Methodologies, and decides whether or not to grant them a favourable Internal Credit Quality Assessment. The Credit Research Team also recommends a maturity and dollar limit of investment for each issuer and Instrument (the “**Limits of Investment**”).

Issuers and Instruments that received a favourable Internal Credit Quality Assessment and the Limits of Investment are submitted to the Liquidity Credit Committee for review and approval (the “**Liquidity Review List**”).

The Credit Research Team, on a daily basis, also monitors that the Approved Liquidity Issuer and Instrument List (as defined below) continuously meets the requirements for the granting of a favorable Internal Credit Quality Assessment and is in charge to flag potentially adverse characteristic of the issuer or its Instruments and to identify any Material Change, as defined in Article 8 of the MMF Delegated Regulation, that could have an impact on the existing assessment of the issuer and its Instruments (each a “**Change Event**”).

#### **b. The Liquidity Credit Committee**

The Liquidity Credit Committee is composed of the Head of Credit Research, certain members of the Credit Research Team, certain members of the Investment Adviser / Sub-Investment Adviser(s) (the “**Portfolio Managers**”) and risk team members. Portfolio Managers are non-voting members, the others are voting members. The Management Company appoints a “chairman” within the Liquidity Credit Committee who has generally the functions of a manager for the Liquidity Credit Committee.

The Liquidity Credit Committee reviews the Liquidity Review List and either approves, rejects, or raises questions back to the Head of Credit Research for further clarification.

Each issuer and its relevant Instruments which have been approved by the Liquidity Credit Committee are included in the “**Approved Liquidity Issuer and Instruments List**” to constitute the pool of Instruments available for investment by each Fund.

Only the Liquidity Credit Committee is allowed to remove an issuer or an Instrument from the Approved Liquidity Issuer and Instrument List in case of a Change Event. In such case, the Head of Credit Research convenes a meeting of the Liquidity Credit Committee in order to review the Approved Liquidity Issuer and Instrument List (the “**Change Event Meeting**”). The Change Event Meeting must be held no later than five (5) business days after the Change Event. If it is determined that a Material Change has occurred, the Liquidity Credit Committee shall decide whether to apply one or more of the following measures:

- (i) the suspension of investments in the relevant issuer and/or Instrument;
- (ii) the override of the relevant favorable Internal Credit Quality Assessment

and the withdrawal of the relevant issuer and/or Instrument from the Approved Liquidity Issuer and Instrument List;

- (iii) A reduction of the total dollar and maturity limits for the Issuers and Instruments; or
- (iv) Take no action.

## PRINCIPAL RISKS

Each separate security in which a Fund may invest, and the investment techniques which a Fund may employ, are subject to various risks. The following describes some of the general risk factors that should be considered before investing in a particular Fund. The following list is neither specific nor exhaustive and a financial adviser or other appropriate professional should be consulted for advice on these matters.

### ***Stable NAV Risk***

Although it is intended to maintain a Stable NAV in the Shares of certain Funds qualifying as LVNAV Money Market Funds or Public Debt CNAV Money Market Fund, there can be no assurance that this will be achieved nor that the Funds will achieve their investment objectives. The value of such Funds may be affected by market movements (including but not limited to substantial adverse movement in interest rates), the creditworthiness of issuers of such Funds' investments, rising Duties and Charges, interest rates, premiums and service providers fees.

### ***Switch from a Stable NAV to a Net Asset Value per Share Risk***

It is intended that the Shares of LVNAV Money Market Funds are subscribed, valued and redeemed at the Stable NAV. The price of such Shares may be more volatile than expected, and the subscription, valuation and redemption of these Shares will be made at the Net Asset Value per Share if the difference between the Stable NAV and the Net Asset Value per Share is more than 20 basis points. There is no obligation to revert back to a Stable NAV once the difference falls back under these 20 basis points.

### ***Market Risk***

The price of Shares may be volatile and go down as well as up. Investors may not get back the amount they originally invested.

### ***Counterparty Risk***

A Fund may be exposed to a credit risk on counterparties with whom it trades securities and enters into repurchase agreements or other contracts. As a result the Fund may bear the risk of settlement default. To the extent that a counterparty defaults on its obligation, the Fund may suffer a loss of income, decrease in value and increase in costs.

### ***Interest Rate Risk***

The value of the Funds' underlying securities is affected by changes in interest rates. Typically if interest rates increase, the value of debt securities decline, and vice versa, if interest rates decrease the value of debt securities are likely to increase. Higher yielding securities tend to be more sensitive to changes in interests.

For floating rate securities, their income is directly linked to changes in interest rates.

### ***Liquidity Risk***



The Fund(s) may invest in securities which, under certain circumstances, may be difficult or impossible to sell at normal market levels. As a result, the Fund(s) may receive a lower price for these securities, or be forced to sell other securities which may result in a loss to the Fund(s).

### ***Use of Reverse Repurchase Agreements***

A Fund may enter into reverse repurchase agreements as a buyer, subject to the conditions and limits set out under section “*INVESTMENT RESTRICTIONS*” and the “*B. FUND PARTICULARS*” for each Fund. If the other party to a reverse repurchase agreement should default, the Fund might suffer a loss to the extent that the proceeds from the sale of the underlying securities or and/or collateral held by the Fund in connection with the reverse repurchase agreement are less than, as the case may be the repurchase price. In addition, in the event of bankruptcy or similar proceedings of the other party to the reverse repurchase agreement or its failure otherwise to perform its obligations, the Fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the reverse repurchase agreement.

The Fund may also incur operational risks such as, *inter alia*, non-settlement or delay in settlement of instructions, failure or delays in satisfying delivery obligations under sales of securities, and legal risks related to the documentation used in respect of such transactions.

When using reverse repurchase agreements, the Funds will comply at all times with sections “*INVESTMENT RESTRICTIONS*” and “*B. FUND PARTICULARS*” for each Fund. The risks arising from the use of reverse repurchase agreements will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. The use of reverse repurchase agreements is generally not expected to have a material adverse impact on a Fund’s performance, subject to the Risk Factors described herein.

### ***Collateral management***

Counterparty risk arising from investments in reverse repurchase agreements is mitigated by the transfer or pledge of collateral in favour of the Fund. Fees and returns due to the Fund may not be collateralised. If a counterparty defaults, the Fund may need to sell non-cash collateral received at prevailing market prices. In such a case the Fund could realise a loss due, *inter alia*, to inaccurate pricing or monitoring of the collateral, adverse market movements, deterioration in the credit rating of issuers of the collateral or illiquidity of the market on which the securities are traded. Difficulties in selling securities may delay or restrict the ability of the Fund to meet redemption requests.

### ***Segregation of Liabilities between Funds***

Pursuant to Luxembourg law, the Company should not be liable as a whole to third parties and there should, in principle, be a segregation of liabilities between Funds. However, there can be no assurance that the segregated nature of the Funds will necessarily be upheld. In particular, the segregation of the assets of the Funds may not be guaranteed, should an action be brought against the Company in the courts of another jurisdiction.

### ***Sovereign Debt***

There is a risk that governments may not be able or willing to repay the principal and/or interest when due in accordance with the terms of their debt. Consequently, governmental entities may default on their sovereign bonds.

Holders of sovereign bonds may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities. There is no bankruptcy proceeding by which sovereign bonds, on which a governmental entity has defaulted, may be collected in whole or in part.

### ***Credit Risk***

There is a risk that issuers and counterparties may not make payments on securities and repurchase agreements. Such default could result in losses to the Fund(s). Securities with a lower credit rating have a higher risk of default, and may be subject to greater price volatility and lower levels of liquidity than higher rated securities.

### ***Investment Adviser(s)/Sub-Investment Adviser(s) and Conflicts of Interest***

The Investment Adviser(s) or the Sub-Investment Adviser(s) may have conflicts of interest in relation to its duties to the Company. The Investment Adviser(s) or the Sub-Investment Adviser(s) will, however, ensure that all such potential conflicts of interest are resolved fairly and in the best interests of the Shareholders in so far as it is possible to do so. It is not always possible for the risk of detriment to a client's interests to be entirely mitigated such that, on every transaction when acting for clients, a risk of detriment to their interests does not remain.

The Investment Adviser(s) or the Sub-Investment Adviser(s), or another member of the Group of Companies to which it belongs, may make investment decisions, undertake transactions and maintain investment positions for one or more clients that may impact the interests of other clients and that may pose a conflict of interest for the Investment Adviser(s) or the Sub-Investment Adviser(s), particularly if the company and / or its staff earn higher compensation from one mandate, product or client than for another. Such conflicts, for instance, are present when the Investment Adviser(s) or the Sub-Investment Adviser(s), or another member of the Group of Companies to which it belongs, buys and sells the same security at the same time for different clients or maintains market positions in the same instruments with market exposure in opposite directions at the same time for different clients. The Investment Adviser(s) or the Sub-Investment Adviser(s) and individual portfolio advisers may manage long only, long-short or short only mandates where such conflicts of interest may be especially prevalent. Such investment decisions, transactions or positions are taken, made and maintained in accordance with established policies and procedures designed to ensure an appropriate aggregation and allocation of trades and investment decisions executed or taken without creating undue advantage or disadvantage to any of the Investment Adviser(s)' or Sub-Investment Adviser(s)' mandates, products or client's and in line with the relevant mandates and investment guidelines for such clients.

In certain situations though, management of these conflicts may result in a loss of investment opportunity for clients or may cause the Investment Adviser(s) or the Sub-Investment Adviser(s) to trade or maintain market exposures in a manner that is different from how it

would trade if these conflicts were not present, which may negatively impact investment performance.

In relation to the reverse repurchase agreements used by the Funds, they may be entered into on normal commercial terms with entities which are affiliates of the Investment Adviser.

The Distributor may pay third parties for distribution and related services. Such payments could incentivise third parties to promote the Company to investors against that client's best interests. The Management Company complies with all legal and regulatory requirements in the jurisdictions in which such payments are made.

The above is not necessarily a comprehensive list of all potential conflicts of interest.

### ***Custody Risk***

The Company's assets are deposited with the Depositary and identified in the Depositary's books as belonging to the respective Fund. Assets, except cash, are segregated from other assets of the Depositary which mitigates but does not prevent the risk of non-return in the event of bankruptcy of the Depositary. Cash deposits are not segregated in this way and therefore exposed to increased risk in the event of bankruptcy with the Company being a general creditor of the Depositary.

The Company's assets are also held by sub-custodians appointed by the Depositary in countries where the Funds invest and, notwithstanding compliance by the Depositary with its legal obligations, are therefore exposed to the risk of bankruptcy of those sub-custodians. Legal and regulatory protections covering the holding of assets in the jurisdiction of a sub-custodian may be weaker. A Fund may invest in markets where custodial or settlement systems are not fully developed, where assets are held by a sub-custodian subject to weaker legal and regulatory protections, and where there may be a risk that the sub-custodian may have no liability for the return of those assets.

### ***Downgrading risk***

The credit ratings given to securities may be subject to changes. The Company may continue to invest in securities that are downgraded after purchase. Funds that invest in securities which have been downgraded may suffer a decrease in the value of their assets.

### ***Changes in Applicable Law***

The Fund(s) must comply with various legal requirements, including securities laws and tax laws as imposed by the jurisdictions under which they operate. Should any of those laws change over the life of the Fund(s), the legal requirement to which the Fund(s) and its Shareholders may be subject could differ materially from current requirements. The Fund(s) may suffer a decrease in the value of their assets as a result of such changes.

### ***MiFID II***

The EU's second Markets in Financial Instruments Directive 2014/65/EU ("**MiFID II**"), laws and regulations introduced by Member States of the EU to implement MiFID II, and the EU's Markets in Financial Instruments Regulation 600/2014 ("**MiFIR**"), which came into force on 3 January 2018, imposes new regulatory obligations and costs on the Management Company, the Investment Advisers and the Sub-Investment Advisers. This may have a negative impact on the Management Company, the Investment Advisers, and the Sub-Investment Advisers, the Company and/or the Funds.

In particular, MiFID II introduces wider transparency regimes in respect of trading on EU trading venues and with EU counterparties. MiFID II extends the pre- and post-trade transparency regimes from equities traded on a regulated market to cover equity-like instruments such as depositary receipts, ETFs and certificates that are traded on regulated trading venues as well as to cover non-equities such as bonds, structured finance products, emission allowances and derivatives. The increased transparency regime under MiFID II, together with the restrictions on the use of "dark pools" and other trading venues, mean a wealth of new information relating to price discovery becoming available. Such increased transparency and price discovery may have macro effects on trading globally, which may have an adverse effect on the Net Asset Value.

### ***Eurozone Breakup / Failure of Euro***

The departure or risk of departure from the Eurozone by one or more Eurozone countries and/or the abandonment of the Euro as a currency could have major negative effects on the Company's investments. Neither the Company nor the Investment Adviser are under an obligation to provide a protection (including, without limitation, hedging) of any sort against currency events. In case such a currency event occurs, the Board of Directors may decide in its absolute discretion to re-denominate any of the Funds or Classes into another currency.

### ***Foreign Account Tax Compliance***

The Foreign Account Tax Compliance provisions of the 2010 Hiring Incentives to Restore Employment Act ("**HIRE**") generally impose a new reporting and 30% withholding tax regime with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends ("**Withholdable Payments**"). As a general matter, the new rules are designed to require U.S. persons' direct and indirect ownership of non-U.S. accounts and non-U.S. entities to be reported to the Internal Revenue Service ("**IRS**"). The 30% withholding tax regime applies if there is a failure to provide required information regarding U.S. ownership.

On 28 March 2014, Luxembourg signed a Model 1 Intergovernmental Agreement with the U.S. As a result, no withholding tax should be applied to payments received by the Company. The Company will instead be required, in certain circumstances to provide information to the Luxembourg authorities about the identity of investors and any amounts paid to investors. The Luxembourg authorities will in turn share the information with the U.S. authorities. This information sharing may in future be expanded to cover other jurisdictions.

Although the Company will attempt to satisfy any obligation imposed on it to avoid imposition of FATCA withholding tax, no assurance can be given that the Company will be able to satisfy

these obligations. If the Company becomes subject to a withholding tax as result of the FATCA regime, the value of the Shares held by the investor may suffer material losses.

As described under section “*SUBSCRIPTION, TRANSFER, EXCHANGE AND REDEMPTION OF SHARES*” the Board of Directors has resolved to prevent the ownership of Shares by any U.S. Person (as defined pursuant to Regulation S under the U.S. Securities Act of 1933, as amended). The Board of Directors has therefore also resolved to prevent the ownership of Shares by any 'specified United States person' as defined within HIRE.

Each prospective investor should consult its own tax advisers regarding the requirements under HIRE with respect to its own situation.

## **LUXEMBOURG ANTI-MONEY LAUNDERING REGULATIONS**

In an effort to deter money laundering, the Company, the Management Company, the Investment Adviser, the Distributor, the Administrator and the sub-distributor(s) must comply with all applicable laws and regulations regarding the prevention of money laundering. In particular, the Administrator must comply with the amended Luxembourg law dated 12 November 2004 on the fight against money laundering and terrorism financing. To that end, the Company, the Management Company, the Investment Adviser, the Distributor the Administrator and the sub-distributor(s) may request information necessary to establish the identity of a potential investor and the origin of subscription proceeds. Failure to provide documentation may result in a delay or rejection by the Management Company of any subscription or exchange or a delay in payout of redemption of Shares by such investor.

## **SUBSCRIPTION, TRANSFER, EXCHANGE AND REDEMPTION OF SHARES**

### **Share Characteristics**

#### ***Available Classes***

Each Fund issues Shares in one or several separate Classes of Shares, as set out in each “*B. FUND PARTICULARS*”. Such Classes of Shares may differ with respect to the type of investors for which they are designed, their Base Currency, their fee structure and other characteristics as the Company may decide.

The Company may, in its discretion, decide to amend the characteristics of, or rename any Class of Shares as it may deem appropriate, subject to any applicable notification to Shareholders.

#### ***Shareholder Rights***

All Shareholders have the same rights, regardless of the Class of Shares held. Each Share is entitled to one vote at any general meeting of Shareholders. There are no preferential or pre-emptive rights attributable to the Shares.

#### ***Reference Currency/Base Currency***

The Reference Currency of the Company is US Dollar. The Base Currency of each Fund of each Class of Shares is as set out in each “*B. FUND PARTICULARS*”.

#### ***Dividend Policy***

The dividend arrangements relating to each Class will be decided by the Company at the time of the creation of the relevant Class and details are set out where applicable in “*B. FUND PARTICULARS*”.

Under the Articles, the Directors are entitled to pay such dividends on any Class of Shares at such times as they think appropriate and as appear to be justified out of the profits of the relevant Fund, being (i) the accumulated revenue (consisting of all revenue accrued including interest and dividends earned by the relevant Fund) less expenses and/or (ii) realised capital gains on the disposal/valuation of investments and other funds less realised capital losses of the relevant Fund, provided in each case that dividends may only be paid out of funds available for the purpose which may be lawfully distributed.

However, in any event, no distribution may be made if, as a result, the total Net Asset Value of the Company would fall below the equivalent of EUR 1,250,000.-.

Dividends are accrued daily, and paid monthly.

Distributing Shares shall begin accruing dividends on the Settlement Date provided that payment for the Shares is received by the Administrator by the relevant Settlement Date.

Upon redemption of Stable NAV Shares, except the Institutional (+1) Accumulation Shares, all dividends will accrue up to, and including, the day prior to the Dealing Day when the application for redemption is accepted. By derogation, in exceptional situations where a relevant Stable NAV on a Dealing Day cannot be calculated using the amortised cost method of valuation, as detailed under section “*DETERMINATION OF THE NET ASSET VALUE*” below, all relevant dividends will accrue up to, and including, the Dealing Day when the application for redemption is accepted. In such a case, the Settlement Date may be extended to the first Business Day following such Dealing Day.

Upon redemption of NAV Shares and Institutional (+1) Accumulation Shares, all relevant dividends will accrue up to, and including, the day prior to the Settlement Day when the application for redemption is accepted and the Settlement Date may be extended to the first Business Day following the Dealing Day.

For the avoidance of any doubt, upon redemption of Shares within a Fund with more than one Dealing Deadline per Dealing Day, all relevant dividends will accrue up to, and including, the day prior to the Settlement Day when the application for redemption is accepted.

Dividends not claimed within five (5) years of their due date will lapse and revert to the relevant Shares of the relevant Class in the relevant Fund.

No interest shall be paid on a distribution declared by the Company where such distribution is kept by the Company at the disposal of its beneficiary.

### ***Listed Classes***

The Management Company may, in its sole discretion, elect to list any Classes of Shares on any stock exchange, including the Luxembourg Stock Exchange.

### ***Fractional Shares***

The Company issues whole and fractional Shares up to one-hundredth of a Share. Fractional entitlements to Shares do not carry voting rights but do grant rights of participation on a pro-rated basis in net results and liquidation proceeds attributable to the relevant Fund.

## **Application for Shares**

Initial applications for Shares must be made on the Company’s Application Form and must be forwarded to the Administrator in Luxembourg, or to the Distributor or other entity as indicated on the Application Form, before the Dealing Deadline. Subsequent applications may be made in writing or by fax.

Initial applications for Shares may be made by electronic or other means provided that a duly completed Application Form is received. Subsequent applications may also be made by electronic or other means (including by telephone if so elected by a Shareholder) provided in each case that all applicable anti-money laundering checks are complete.



Joint applicants must each sign the Application Form unless an acceptable power of attorney or other written authority is provided.

### ***Stable NAV Shares***

Applications for Stable NAV Shares, except the Institutional (+1) Accumulation Stable NAV Shares, received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day, unless otherwise requested by an investor, based on the Stable NAV of the relevant Class calculated on the previous Business Day. For the Institutional (+1) Accumulation Stable NAV Shares, applications received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day unless otherwise requested by an investor, based on the Stable NAV per Share calculated on that Business Day.

By derogation, in exceptional situations or, if the Management Company considers it is in the best interests of the Shareholders, applications for the relevant Stable NAV Shares received by the Administrator on such a Dealing Day before the relevant Dealing Deadline will be processed based on the Net Asset Value per Share calculated on that Dealing Day.

Exceptional situations as described above include circumstances where:

- (i) the Stable NAV of the relevant Class on a Dealing Day, and/or the previous Business Day, cannot be calculated using the amortised cost method of valuation, as detailed under section "*DETERMINATION OF THE NET ASSET VALUE*" below;
- (ii) for LVNAV Money Market Funds, the relevant Stable NAV deviates by more than 20 basis points from the relevant Net Asset Value per Share on a Dealing Day; or
- (iii) after an event as described in ii) has ceased, the Management Company has decided that applications for such Stable NAV Shares will not be processed based on the Stable NAV for a determined or undetermined period until the Management Company considers that an event such as described in ii) is unlikely to occur again.

Stable NAV Shares will be issued at a price corresponding to the Stable NAV of the relevant Class or, if not applicable due to (but not limited to) exceptional situations as described above, at a price corresponding to the Net Asset Value per Share of the relevant Class. Subscription prices as well as the difference between the relevant Stable NAV and Net Asset Value per Share will be published at: [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity).

### ***NAV Shares***

Applications for NAV Shares received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day, unless otherwise requested by an investor, based on the Net Asset Value per Share of the relevant Class calculated on that Dealing Day.

As disclosed in the relevant "*B. FUND PARTICULARS*", certain Funds may have two Valuation Points. In such case, (i) where applications for subscription of Shares are received by the Administrator on a Dealing Day before the first Dealing Deadline, the Valuation Point will be the first Valuation Point on that Dealing Day, and (ii) where applications for subscription of

Shares are received by the Administrator on a Dealing Day after the first Dealing Deadline and before the second Dealing Deadline, the Valuation Point will be the second Valuation Point on that Dealing Day.

NAV Shares will be issued at a price corresponding to the Net Asset Value per Share of the relevant Class and will be published on a daily basis at: [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity).

### ***General Provisions***

Any applications received by the Administrator after the Dealing Deadline on the relevant Dealing Day may, at the discretion of the Management Company, provided that equal treatment of Shareholders is ensured, be processed on that Dealing Day or processed on the next Dealing Day. The Management Company may not be able to exercise the discretion in all circumstances, for example where applications for Shares are made via dealing platforms or other electronic means. In such cases, applications received after the Dealing Deadline may be rejected. Investors making applications via dealing platforms or other electronic means are reminded that they must refer to the provider of the dealing platform or electronic means for the procedures that apply to such trading arrangements.

Different procedures and time limits (which may be earlier than those set out in this Prospectus) may apply if applications for Shares are made through a sub-distributor. Applicants should note that they may be unable to purchase Shares through a sub-distributor on days that such sub-distributor is not open for business.

Subscription for Shares may be subject to a Preliminary Charge.

Shares will be issued in registered form and the share register is conclusive evidence of ownership.

Applicants are allocated a Shareholder number on acceptance of their application and this together with the Shareholder's details on the Company's share register are proof of title. This Shareholder number should be used for all future dealings by the Shareholder with the Management Company or the Administrator.

Any changes to the Shareholder's details or loss of the Shareholder number must be notified immediately to the Administrator in writing. Failure to do so may result in a delay upon redemption. The Management Company on behalf of the Company reserves the right to require an indemnity or verification countersigned by a bank, stockbroker or other party acceptable to it before accepting such instructions.

If any application is not accepted in whole or in part, the application monies or the balance of such monies will be returned to the applicant by post or bank transfer at the applicant's risk and costs.

Contract notes providing details of the trade will normally be issued within three (3) Business Days of the relevant Dealing Day. No share certificates will be issued. Statements will be issued to each Shareholder on a monthly basis confirming ownership, that the Shareholder is entered on the Company's share register and the number of Shares which he/she is credited

with in the share register in respect of each Fund. Contract notes and statements will be sent to applicants by ordinary post or by fax, electronic or other means. It is recommended that applicants check contract notes on receipt as processed transactions will only be changed at the discretion of the Management Company and if the Management Company deems it is appropriate, at the cost of the applicant.

### ***Minimum Subscription and Minimum Holding***

Details of the Minimum Initial Subscription and Minimum Holding for each Fund and any charges are set out in “*B. FUND PARTICULARS*”.

The Management Company may (i) waive Minimum Holding requirements and accept a subscription request that would cause the investor’s holding in any Fund to be below the Minimum Holding and/or (ii) waive the Minimum Initial Subscription requirements and accept subscriptions in any Fund in an amount less than the Minimum Initial Subscription amount, provided that equal treatment of Shareholders is ensured.

### ***Restrictions in relation to Subscriptions for Shares***

The Management Company reserves the right to reject, in whole or in part, any application for Shares.

The Management Company may further restrict or prevent the ownership of Shares by any person, firm or corporate body identified by the Management Company in its discretion, if in the opinion of the Management Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may suffer any tax disadvantages or other financial disadvantages that it would not have otherwise suffered (the “**Prohibited Persons**”). In particular, the Directors have resolved to prevent the ownership of Shares by any U.S. Person.

The Directors retain the right to offer only one Class of Shares for purchase by investors in any particular jurisdiction in order to conform to local law, custom or business practice. The Directors also reserve the right to adopt standards applicable to classes of investors or transactions that permit or require the purchase of a particular Class of Shares.

If the Management Company determines that it would be detrimental to the existing Shareholders if the Management Company accepts a cash application for Shares of any Fund which, either alone or when aggregated with other applications so received in respect of any Dealing Day, represents more than 10% of the Net Asset Value of such Fund, the Management Company may decide that all or part of the application for Shares in excess of 10% be deferred until the next Dealing Day. If the Management Company decides to defer all or part of the application in excess of 10% in this manner the applicant shall be informed prior to the deferral taking place.

Furthermore, the Management Company reserves the right at any time, without notice, to discontinue the issue and sale of Shares of any Fund of the Company.

No Shares will be issued during any period when the calculation of the Net Asset Value per Share of the relevant Fund is suspended pursuant to the Articles.

Notice of any such suspension will be given to applicants for Shares and applications made or pending during such suspension will be rejected.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, activities which may adversely affect the interests of the Company's Shareholders (for example, activities that disrupt the Funds' investment strategies or impact expenses for the Company) are not permitted. The Management Company may, in its discretion, if it deems such activities adversely affect the interests of the Company's Shareholders, take action as appropriate to deter such activities.

### ***Payment Procedure***

Applicants for any Shares must make payment in the relevant Base Currency. Unless prior arrangements have been made, applicants must make payment in cleared funds to be received by the Settlement Date for the relevant Dealing Day in order to receive the Net Asset Value per Share and, if applicable, the Stable NAV applicable to that Dealing Day.

If timely settlement is not made (or a completed Application Form is not received for an initial subscription), at the discretion of the Management Company (a) the relevant allotment of Shares may be cancelled and the applicant may be required to compensate the Company for any resulting cost or expense or (b) the Management Company may charge the applicant interest at a reasonable rate or (c) the applicant may be required to compensate the Company for any loss suffered by it and such compensation may be, for example, deducted from dividends payable to the applicant in relation to the Shares allotted to him. If payment is received in respect of any application after the Settlement Date, the Management Company may at its discretion consider the application as being an application for the number of Shares which can be purchased or subscribed with such payment on the next Dealing Day.

The Management Company may at its discretion issue Shares in consideration for a contribution in kind of securities, provided such contribution is in compliance with the investment policies and restrictions of the relevant Fund and in compliance with any conditions set forth by Luxembourg law. The transaction costs incurred in connection with the acceptance by the Management Company of an in kind subscription will be borne directly by the incoming Shareholder. The investments forming the in kind subscription will be valued in accordance with the valuation rules described below and the requirements of Luxembourg law (including the valuation of assets by the auditors of the Company). The value so determined, together with the Net Asset Value per Share and, if applicable, the Stable NAV calculated for the Shares concerned in the relevant Fund, will determine the number of Shares to be issued to the incoming Shareholder. The purpose of the foregoing policy is to ensure that the existing Shareholders in a Fund do not bear the transaction costs of acquiring additional assets for an incoming Shareholder.

## ***Key Investor Information Document***

The Distributor or any appointed sub-distributors must provide to the applying investor, the current Key Investor Information Document in good time before the investor's proposed investment.

### **Transfer of Shares**

A Shareholder may transfer Shares to one or more other persons, provided that all Shares have been paid in full with cleared funds and each transferee meets the qualifications of an investor in the relevant Class of Shares.

In order to transfer Shares, the Shareholder must notify the Administrator of the proposed date and the number of Shares transferred. The Administrator will only recognise a transfer with a future date. In addition, each transferee must complete an Application Form before its request be accepted.

The Shareholder should send its notice and each completed Application Form to the Administrator.

The Administrator may request a transferee to provide additional information to substantiate any representation made by the transferee in its application. Any application that has not been completed to the satisfaction of the Administrator will be rejected.

The Administrator will not effectuate any transfer until it is satisfied with the form of notice and has accepted each transferee's subscription application.

Any Shareholder transferring Shares and each transferee, jointly and severally, agree to hold the Company and each of its directors, employees and agents harmless with respect to any loss suffered by any one or more of them in connection with the transfer.

### **Redemption of Shares**

Shareholders wishing to have all or some of their Shares redeemed by the Company may make an application for redemption by electronic or other means to the Administrator, provided that (i) in the case of redemption requests by fax, telephone or by electronic means, payment shall be made to the account on record (any changes to the account on record may only be made upon receipt of original written instructions) and (ii) in the case of redemption requests by telephone, an original Redemption Form has been received and the Shareholder has requested this facility.

Applications must include details of the name of the Fund, Class of Shares, the quantity of Shares or the amount the Shareholder wishes to be redeemed, the Shareholder's details, the Shareholder's account number and any other information required by the Redemption Form. Failure to provide any of this information may result in delay of the application for redemption whilst verification (which may be requested in writing) is sought from the Shareholder.

Applications for redemption will be considered binding and irrevocable by the Management Company. Written confirmation may be required by the Management Company and must be

duly signed by all registered holders, unless in the case of joint registered holders, each such holder has sole signing authority.

### ***Stable NAV Shares***

Application for redemption of Stable NAV Shares, except the Institutional (+1) Accumulation Stable NAV Shares, received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day unless otherwise requested by an investor based on the Stable NAV of the relevant Class calculated on the previous Business Day. For the Institutional (+1) Accumulation Stable NAV Shares, applications for redemption received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day unless otherwise requested by an investor, based on the Stable NAV per Share calculated on that Business Day.

By derogation, in exceptional situations or, if the Management Company considers it is in the best interests of the Shareholders, applications for redemption of the relevant Stable NAV Shares received by the Administrator on such a Dealing Day before the relevant Dealing Deadline will be processed based on the Net Asset Value per Share calculated on that Dealing Day.

Exceptional situations as described above include circumstances where:

- (i) the Stable NAV of the relevant Class on a Dealing Day, and/or the previous Business Day, cannot be calculated using the amortised cost method of valuation, as detailed under section “*DETERMINATION OF THE NET ASSET VALUE*”;
- (ii) for LVNAV Money Market Funds, the relevant Stable NAV deviates by more than 20 basis points from the relevant Net Asset Value per Share on a Dealing Day; or
- (iii) after an event as described in ii) has ceased, the Management Company has decided that redemption for such Stable NAV Shares will not be processed based on the Stable NAV for a determined or undetermined period until the Management Company considers that an event such as described in ii) is unlikely to occur again.

Stable NAV Shares will be redeemed at a price corresponding to the Stable NAV of the relevant Class or, if not applicable due to (but not limited to) exceptional situations as described above, at a price corresponding to the Net Asset Value per Share of the relevant Class. Redemption prices as well as the difference between the relevant Stable NAV and Net Asset Value per Share will be published at: [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity).

### ***NAV Shares***

Applications for redemption of NAV Shares received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day, unless otherwise requested by an investor, based on the Net Asset Value per Share of the relevant Class calculated on that Dealing Day.

In respect of the Funds having two Valuation Points, (i) where applications for redemption of Shares are received by the Administrator on a Dealing Day before the first Dealing Deadline, the Valuation Point will be the first Valuation Point on that Dealing Day, and (ii) where

applications for redemption of Shares are received by the Administrator on a Dealing Day after the first Dealing Deadline and before the second Dealing Deadline, the Valuation Point will be the second Valuation Point on that Dealing Day.

NAV Shares will be redeemed at a price corresponding to the Net Asset Value per Share of the relevant Class and will be published on a daily basis at: [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity).

### ***General Provisions***

Applications received after the relevant Dealing Deadline on the relevant Dealing Day may at the discretion of the Management Company, provided that equal treatment of Shareholders is ensured, be processed on that Dealing Day or processed on the next Dealing Day. The Management Company may not be able to exercise this discretion in all circumstances, for example where applications for Shares are made via dealing platforms or other electronic means. In such cases, applications received after the Dealing Deadline may be rejected. Shareholders making applications for redemption via dealing platforms or other electronic means are reminded that they must refer to the provider of the dealing platform or electronic means for the procedures that apply to such trading arrangements. Different procedures and time limits (which may be earlier than those set out in this Prospectus) may apply if applications for Share redemptions are made through a sub-distributor. Applicants should note that they may be unable to redeem Shares through a sub-distributor on days that such sub-distributor is not open for business.

The applicant will be notified of the redemption proceeds as soon as reasonably practicable after confirmation of the relevant Stable NAV or, as the case may be, determination of the relevant Net Asset Value per Share. Shareholders are reminded that the redemption proceeds can be higher or lower than the initial subscription amount.

Generally payment for redeemed Shares will be effected on the same Business Day or the following Business Day on which the redemption request is received depending on the type of Shares redeemed, subject to the below section "*LIQUIDITY MANAGEMENT*". Such redemption proceeds will be paid in the relevant Base Currency. The details in relation to Settlement Dates are fully disclosed under "*B. FUND PARTICULARS*". In the interests of the remaining Shareholders, the Management Company reserves the right to delay payment for up to ten (10) Business Days after the relevant Dealing Day, if market conditions are unfavourable, or if same day payment is impractical or could have an adverse impact on the relevant Fund. Using the US Dollar Liquidity Fund as an example, on any day that the Bond Market Association in the United States recommends that the bond markets close early, payments may be postponed with respect to redemption applications received subsequent to the recommended closing time.

In the event that a shareholder makes an application to redeem unsettled shares, the Management Company may exercise its powers to amend outstanding subscription and redemption requests, where appropriate, in order to facilitate the net effect of the requested transactions and avoid any shortfall at the level of the Fund.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, activities which may adversely affect the interests of the Company's

Shareholders (for example, activities that disrupt the Funds' investment strategies or impact expenses for the Company) are not permitted. The Management Company may, in their discretion, if it deems such activities adversely affect the interests of the Company's Shareholders, take any action as appropriate to deter such activities.

### ***Limits on Redemption***

Shareholders may ask for redemption of all or part of their Shares of any Class. However, the Management Company is not bound to comply with a request for redemption of Shares if such request relates to a part of a holding of Shares having a value of less than US\$10,000 (or the equivalent in the Base Currency of the relevant Fund). In addition, a request for redemption of Shares will be treated as a request for the redemption of a Shareholder's entire holding if after redemption the holder would be left with a balance of Shares having a value of less than the Minimum Holding for that Class.

In addition, the Management Company may redeem all of a Shareholder's Shares if it appears on a given Dealing Day that the number of Shares held by such Shareholder has fallen below the Minimum Holding for the relevant Class of Shares.

### ***Temporary Suspension of Redemption***

The right of any Shareholder to require redemption of the Shares of any Class will be suspended during any period when the calculation of the Net Asset Value per Share as well as, if any, the Stable NAV of the relevant Class is suspended by the Directors pursuant to the powers set out under sub-section "*Temporary Suspension of Calculation of the Net Asset Value*". Notice of such suspension period will be given to any Shareholder tendering Shares for redemption. The Shares in question will be redeemed on the first Dealing Day following the end of the suspension period.

If a period of suspension lasts for more than one (1) calendar month after the date of an application for redemption, the application may be cancelled by the Shareholder by notice in writing to the Management Company or the Administrator provided that the notice is received by the Management Company or the Administrator prior to the relevant Dealing Deadline on the last Business Day of the suspension period.

### ***Compulsory Redemption***

The Management Company may immediately redeem some or all of a Shareholder's Shares if it believes that:

- the Shareholder has made any misrepresentation as to his or her qualifications to be a Shareholder;
- the Shareholder's continued presence as a Shareholder of the Company would cause harm to the Company or the interests of other Shareholders of the Company;
- the Shareholder's continued presence as a Shareholder would result in a breach of any law or regulation, whether Luxembourg or foreign, by the Company; or



- if it shall come to the attention of the Company or the Management Company that Shares are beneficially owned by or on behalf of a Prohibited Person.

In addition, the Board of Directors has delegated to the Management Company the power at any time to compulsorily redeem equally such number of Shares held by each Shareholder in the relevant Share Class in a Fund as required to satisfy any fees (including fees payable to the Investment Adviser), costs or expenses owed or payable by any Shareholder of that Share Class with the proceeds of such redemption being retained by the relevant Fund.

The Board of Directors may decide to terminate a Fund or a Class following the procedure detailed under “*DISSOLUTION AND LIQUIDATION OF THE COMPANY, ANY FUND OR ANY CLASS OF SHARES*” if it appears on a given Dealing Day that the Net Asset Value of such Fund or Class has decreased to an amount below US\$25,000,000 (or the equivalent in the Base Currency of the relevant Fund).

## **Exchange of Shares**

Shareholders will be able to apply to exchange on any Dealing Day all or part of their holding of Shares of any Class of a Fund (the “**Original Class**”) for Shares of the same Class in a different Fund which is being offered at that time (the “**New Class**”) by giving notice to the Administrator on behalf of the Management Company on or prior to the Dealing Deadline for the relevant Valuation Point, provided that equal treatment of Shareholders is ensured and provided further that all the criteria for applying for Shares in the New Class have been met. The Management Company may however, in its sole discretion, agree to accept requests for exchange received after that time provided they are received prior to the relevant Valuation Point. The Management Company may not be able to exercise this discretion in all circumstances, for example where requests for exchange of Shares are made via dealing platforms or other electronic means. In such cases, requests for exchange received after the Dealing Deadline may be rejected. Shareholders making requests for exchange via dealing platforms or other electronic means are reminded that they must refer to the provider of the dealing platform or electronic means for the procedures that apply to such trading arrangements.

The general provisions and procedures relating to redemptions will apply equally to exchanges. All exchanges will be treated as redemption of the Shares of the Original Class and application of the net proceeds to the purchase of Shares of the New Class, based upon the then current issue and redemption prices of Shares in each Fund. The Articles allow for an exchange fee of up to 3% of the total redemption price of the Shares of the Original Class redeemed to be charged, and the Management Company, in its sole discretion, reserves the right to impose such fee within this limit as shall be set out in “*B. FUND PARTICULARS*” in respect of each Fund.

The number of Shares of the New Class to be issued will be calculated in accordance with the following formula:

$$A = (B \times C \times D) / E$$

where:

- A is the number of Shares to be allocated in the New Class;
- B is the number of Shares of the Original Class to be converted;
- C is the Net Asset Value per Share or, if applicable, Stable NAV of the Original Class on the relevant Valuation Day;
- D is the actual rate of exchange on the day concerned in respect of the Base Currency of the Fund of the original Class and the Base Currency of the Fund of the New Class;
- E is the Net Asset Value per Share or, if applicable, Stable NAV of the New Class on the relevant Valuation Day.

Shares may not be exchanged for Shares in a different Fund during any period when the calculation of the Net Asset Value of either of the relevant Funds is suspended in the manner described under “*Temporary Suspension of Calculation of the Net Asset Value*” below. Applicants for exchange of Shares will be notified of such postponement and, unless withdrawn, their applications will be considered as at the next Dealing Day following the ending of such suspension.

When requesting the exchange of Shares as an initial investment in a Fund, Shareholders should ensure that the value of the Shares exchanged is equal to or exceeds the Minimum Initial Subscription for the relevant New Class specified in “*B. FUND PARTICULARS*” for the Fund in question. In the case of an exchange of a partial holding only, the value of the remaining holding must also be at least equal to the Minimum Holding for the Original Class.

## **DETERMINATION OF THE NET ASSET VALUE**

### **Day of Calculation**

The Management Company calculates the Net Asset Value of each Class of Shares on the Valuation Point for each Business Day.

Publication of the Net Asset Value of each Class of Shares is made on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity).

### **Method of Calculation**

#### *Valuation of the assets of the Company*

The Articles provide for the method of valuation of the assets and liabilities of each Fund.

The Company's investments shall be valued on each Business Day using the Mark-to-Market Method. Where the use of the Mark-to-Market Method is not relevant or possible, the Company values the relevant assets of each Fund conservatively by using the Mark-to-Model Method.

For a Fund qualifying as a Public Debt CNAV Money Market Fund, in addition of the valuation made by using the Mark-to-Market Method or, as the case may be, the Mark-to-Model Method, the Company will value the assets using the amortised cost method valuation, whereby investments are valued at their acquisition cost as adjusted for amortisation of premium or accretion of discount rather than at current market value.

For a Fund qualifying as an LVNAV Money Market Fund, in addition to the valuation made by using the Mark-to-Market Method or, as the case may be, the Mark-to-Model Method, the Company will value the assets using the amortised cost method valuation provided that the following requirements are met:

- the relevant assets of the LVNAV Money Market Fund have a residual maturity of up to seventy-five (75) days; and
- the price of each relevant asset calculated in accordance with the Mark-to-Market Method or, as the case may be, the Mark-to-Model Method does not deviate from the price of such asset calculated in accordance with the amortised cost method valuation by more than 10 basis points.

The Board of Directors shall decide the method of valuation of the relevant investment, provided that the method of valuation complies with the requirements applied when using the Mark-to-Market Method or the Mark-to-Model Method. The Management Company may adjust the value of any investment if taking into account currency, marketability and/or such other considerations as they may deem relevant (such as, applicable rate of interest, anticipated rate of dividend, maturity or liquidity) if they consider that such adjustment is required to reflect the fair value thereof.

Subject to the above and without prejudice to the requirements applied when using the Mark-to-Market Method or the Mark-to-Model Method:

- Deposits and ancillary liquid assets will be valued at their face value plus interest accrued, where applicable.
- The value of any prepaid expenses, cash dividends and interest declared or accrued and not yet received as at a Valuation Point shall be deemed to be at face value unless the Management Company is of the opinion that it is unlikely to be paid or received in full. In which case the value thereof shall be arrived at after making such discount as the Management Company may consider appropriate.
- The value of any demand notes, promissory notes and accounts receivable shall be deemed to be the face value or full amount thereof after making such discount as the Management Company may consider appropriate to reflect the true current value thereof as at any Valuation Point.
- Certificates of deposit, treasury bills, bank acceptances, trade bills and other negotiable instruments shall be valued at the closing price, or if unavailable, the last known market price for such certificates of deposit, treasury bills, bank acceptances, trade bills and other negotiable instruments.
- The valuation of units or shares or other similar participations in Money Market Funds shall be the last available net asset value per unit or share or other relevant participation as at the relevant Valuation Point or, if bid and offer price are published, at the last bid price.

### ***Calculation of the Net Asset Value***

The Management Company calculates the Net Asset Value as the difference between the sum of all the relevant assets valued in accordance with Mark-to-Market Method, Mark-to-Model Method, or both, as the case may be, and the sum of all the relevant liabilities.

Realised gains and losses attributable to each Fund may be spread over a period of time, in accordance with procedures approved by the Board of Directors.

### ***Calculation of the Net Asset Value per Share***

The Net Asset Value per Share of each Class in a Fund is calculated by (i) determining that portion of the Net Asset Value of the Fund which is attributable to the relevant Class, (ii) dividing this sum by the total number of Shares of the relevant Class in issue at the relevant Valuation Point, and (iii) rounding the resulting amount to (x) four decimal places for Distributing Shares and Accumulation D Shares and (y) to six decimal places for the other Accumulation Shares. This is to ensure that the calculation of the Net Asset Value per Share of each of the Distributing Share Classes, Accumulation D Share Classes and the other Accumulation Share Classes is done in such a manner as to treat each Shareholder consistently. If a Fund has more than one Class of Shares, additional fees may be charged against certain Classes, and details of such fees will be set forth under “*B. FUND PARTICULARS*” for the relevant Fund. This may result in the Net Asset Value per Share of each Class being different. The Valuation Point for each Fund is set out under “*B. FUND PARTICULARS*”.

### ***Calculation of the Stable NAV***

The Management Company calculates the Stable NAV as the difference between the sum of all the relevant assets valued in accordance with the amortised cost method, and the sum of all the relevant liabilities.

Realised gains and losses attributable to each Fund may be spread over a period of time, in accordance with procedures approved by the Board of Directors.

### ***Calculation of a Stable NAV per Share***

The Stable NAV per Share for each Class within a Public Debt CNAV Money Market Fund or a LVNAV Money Market Fund is calculated by (i) determining that portion of the Stable NAV of the Fund which is attributable to the relevant Class, (ii) dividing this sum by the total number of Shares of the relevant Class in issue at the relevant Valuation Point, and (iii) rounding the resulting amount to (x) two decimal places for Distributing Shares, (y) to four decimal places for Accumulation D Shares and (z) to six decimal places for the other Accumulation Shares. This is to ensure that the calculation of the Stable NAV per Share of each of the Distributing Share Classes, Accumulation D Share Classes and the other Accumulation Share Classes is done in such a manner as to treat each Shareholder consistently.

The Administrator shall at least daily determine and publish the extent to which the Stable NAV per Share of each Class of Stable NAV Shares deviates from the Net Asset Value per Share of such Class.

For LVNAV Money Market Funds, a Stable NAV per Share may only be applied for subscription and/or redemption if such Stable NAV, including part of the assets valued in accordance with Mark-to-Market Method or Mark-to-Model Method, does not deviate by more than 20 basis points from the relevant Net Asset Value. Should the deviation exceed these 20 basis points, the issues and redemptions shall be undertaken at a price equal to the Net Asset Value per Share with no obligation to revert back to a Stable NAV per Share once the deviation falls back under 20 basis points.

If a Fund has more than one Class of Shares, additional fees may be charged against certain Classes, and details of such fees will be set forth under “*B. FUND PARTICULARS*” for the relevant Fund. Accumulation Shares and Accumulation D Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. This may result in the Stable NAV per Share of each Class being different. The Valuation Point for each Fund and the application of a Stable NAV per Share for a Class are specified in the relevant “*B. FUND PARTICULARS*”.

### ***Issue price***

Whether the Shares are issued at a Net Asset Value per Share or at a Stable NAV, the Management Company may, in calculating the issue price, include a charge sufficient to cover stamp duties and taxation (if any) in respect of the issue of Shares of that Class. The Management Company may also add a charge in respect of fiscal and purchase charges.

Applicants may also be charged a Preliminary Charge as specified for each Fund in “*B. FUND PARTICULARS*”.

***Redemption price***

Whether the Shares are redeemed at a Net Asset Value per Share or at Stable NAV, and in addition to redemption fees which may be charged to Shareholders in accordance with paragraph “*Liquidity Measures*” under section “*Liquidity Procedure*” below, the Management Company may, in calculating the redemption price, deduct a charge in respect of fiscal and sales charges in respect of Shares in that Class. The Management Company may, in calculating the redemption price, deduct such sum as the Board of Directors considers fair in respect of redemption requests which necessitate the need for the breaking of deposits at a penalty or the realisation of investments at a discount. Applicants may also be charged a redemption charge as specified for each Fund under “*B. FUND PARTICULARS*”.

## **Temporary Suspension of Calculation of the Net Asset Value**

The Company may at any time temporarily suspend the calculation of the Net Asset Value, as well as, if any, the Stable NAV of any Fund and the right of Shareholders to require subscription or the redemption or exchange of Shares of any Class during:

- (i) any period when any of the principal markets or stock exchanges on which a substantial part of the investments of the relevant Fund are quoted is closed, otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;
- (ii) any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Board of Directors, disposal or valuation of investments of the relevant Fund is not reasonably practicable without this being seriously detrimental to the interests of Shareholders of the relevant Fund or if, in the opinion of the Board of Directors, the Net Asset Value of the Fund cannot fairly be calculated;
- (iii) any breakdown in the means of communication normally employed in determining the price of any of the relevant Fund's investments and other assets or when for any other reason the current prices on any market or stock exchange of any assets of the relevant Fund cannot be promptly and accurately ascertained;
- (iv) any period during which the Company is unable to repatriate funds required for the purpose of making payments due on redemption of Shares of any Class in the relevant Fund or during which the transfer of funds involved in the acquisition or realisation of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal prices or normal rates of exchange;
- (v) during any period where in the opinion of the Board of Directors such suspension is justified having regard to the interests of the Company;
- (vi) following the circulation to the relevant Shareholders of a notice of a general meeting at which a resolution proposing to wind-up the Company, terminate or merge the relevant Fund is to be considered; or
- (vii) following a decision to merge, liquidate or dissolve the Company or any of its Funds or upon the order of the Luxembourg Regulatory Authority.

The Company will, whenever possible, take reasonable steps to bring any period of suspension to an end as soon as possible.

Shareholders who have requested the issue or redemption of Shares of any Class or exchange of Shares of one Fund for another will be notified of any such suspension in such manner as may be directed by the Board of Directors and their requests will be dealt with on the first Dealing Day after the suspension is lifted. Any such suspension shall be notified immediately and in any event within the same business day, to the Luxembourg Regulatory Authority.

When exceptional circumstances might adversely affect Shareholders' interests or in the case that significant requests for subscription, redemption or exchange are received, the Board of Directors reserves the right to set the value of Shares in one or more Funds only after having sold the necessary securities, as soon as possible, on behalf of the Fund(s) concerned. In this case, subscriptions, redemptions and exchanges that are simultaneously in the process of

execution will be treated on the basis of a single Net Asset Value per Share in order to ensure that all Shareholders having presented requests for subscription, redemption or exchange are treated equally.



## LIQUIDITY MANAGEMENT

### Liquidity Procedure

To abide by the requirements of MMF Regulation and consistently apply prudent and rigorous liquidity management procedures for ensuring compliance with daily and weekly liquidity thresholds applicable to LVNAV, Public Debt CNAV and VNAV Money Market Funds and support the ability to provide intra-day liquidity to clients, the Management Company has implemented a liquidity management procedure pursuant to which precautionary measures and liquidity management measures may be applied (the “**Liquidity Procedure**”).

The Liquidity Procedure takes into account various factors in order for the Company to properly prevent or manage a liquidity event, such as the content of its portfolio, the anticipation of the effect of concurrent redemptions by several Shareholders and the profile of the Shareholders within each Fund.

A “**Liquidity Event**” is when, only in respect of a Fund which qualifies as a Public Debt CNAV Money Market Fund or as a LVNAV Money Market Fund:

- i) the proportion of Weekly Maturing Assets falls below 30%, of the total assets of the relevant Fund and the net daily redemptions on a single Business Day exceed 10% of total assets (a “**Liquidity Event 1**”), or
- ii) the proportion of Weekly Liquid Assets falls below 10% of its total assets (a “**Liquidity Event 2**”).

In this respect, the Liquidity Procedure establishes the following processes and measures:

#### 1. Internal Monitoring

Pursuant to the Liquidity Procedure the risk team of the Management Company will assess the level of Weekly Liquid Assets within each Fund’s portfolio in order to prevent a Liquidity Event, or to evaluate a Liquidity Event that occurred and continues.

The risk team shall further:

- determine into a report the level of risk taking into accounts several factors such as market volatility, credit or liquidity metrics and others relevant factors;
- alert, in case of a risk of Liquidity Event, when risk is determined to be low, by way of notification the internal control groups of the relevant Fund as well as the team dedicated to the liquidity business within the Management Company (the “**Liquidity Team**”). In case of a higher risk of Liquidity Event or when a Liquidity Event has occurred, the Liquidity Event Committee (as defined below) shall also be alerted.

When required by the Liquidity Procedure, whenever a Liquidity Event is notified, the Liquidity Team shall collaborate and promptly prepare a “**Liquidity Risk Report**” providing for all relevant information and analyses in respect of the relevant Liquidity Event and proposing appropriate course of action and/or liquidity measures to be taken to the Board of Directors. The Liquidity Risk Report shall be promptly submitted to a specific *ad hoc* committee, composed of members of different teams involved in the management of the

Company (such as the risk management team, the Portfolio Managers, the compliance team and the legal team) (the “**Liquidity Event Committee**”).

## **2. Liquidity Event Committee**

The Liquidity Event Committee shall review the Liquidity Risk Report and shall, depending on the Liquidity Event and the Liquidity Procedure:

- i. agree to the action plan and/or recommendations contained in the Liquidity Risk Report;
- ii. submit such action plan and/or recommendations to the Board of Directors, either for acknowledgement or execution; and
- iii. if applicable, prepare information for Shareholders and third parties on such execution.

## **3. Liquidity Measures**

With all the information and analyses gathered, the Board of Directors undertakes a documented assessment of the situation to determine the appropriate course of action having regard to the interests of the Shareholders.

In the event that a Liquidity Event 1 has occurred, the Board of Directors shall decide whether to apply one or more of the following measures:

- liquidity fees on redemptions that adequately reflect the cost to the relevant Fund of achieving liquidity and ensure that Shareholders who remain in such Fund are not unfairly disadvantaged when other Shareholders redeem their Shares during this period;
- redemption gates that limit the amount of Shares or units to be redeemed on any one (1) Business Day to a maximum of 10% of the Shares in the relevant Fund for any period up to fifteen (15) Business Days;
- suspension of redemptions for any period up to fifteen (15) Business Days; or
- take no immediate action other than adopt as a priority objective the correction of that situation,

In the event that a Liquidity Event 2 has occurred, the Board of Directors shall apply one or more of the following measures and document the reasons for its choice:

- liquidity fees on redemptions that adequately reflect the cost to the relevant Fund of achieving liquidity and ensure that Shareholders who remain in such Fund are not unfairly disadvantaged when other Shareholders redeem their Shares during this period; or
- a suspension of redemptions for a period of up to fifteen (15) Business Days.

Liquidity fees that the Board of Directors may impose in case of a Liquidity Event, may not exceed 2% of the amount redeemed and/or a redemption gate that temporarily suspends the right of redemption. The liquidity fee or redemption gate may be imposed at any point during

the applicable Business Day, generally at the subsequent Valuation Point of the Fund following the determination of the Board of Directors.

When, within a period of ninety (90) days, the total duration of the suspensions exceeds fifteen (15) days, the relevant Fund shall automatically cease to be a “Public Debt CNAV MMF” or, as applicable, a “LVNAV MMF” under the MMF Regulation.

After the Board of Directors has determined its course of action with regard to the above, it shall promptly provide details of its decision to the Luxembourg Regulatory Authority.

The Management Company may modify the liquidity management procedure in the interests of the Shareholders subject to comply at any time with article 34 of the MMF Regulation.

### **Liquidity Management Measures Related to the Application(s) for Redemption**

If an application for redemption is received in respect of any one Dealing Day (the “**First Dealing Day**”) which either singly or when aggregated with other applications equates to more than 10% of the Net Asset Value of any one Fund, the Directors reserve the right in their sole and absolute discretion (and in the interests of the remaining Shareholders) to scale down pro-rata each application so that no more than 10% of the Net Asset Value of the relevant Fund shall be redeemed on the First Dealing Day. To the extent that any application for redemption is not fulfilled on the First Dealing day by virtue of the exercise of the power to pro-rate applications, the remaining balance shall be treated as if a further request had been made by the Shareholder in respect of the next Dealing Day and, if necessary, subsequent Dealing Days, until such application shall have been satisfied in full (the “**Deferred Application**”). With respect to any Deferred Application, to the extent that additional applications are received the following Dealing Days, such Deferred Application and additional applications relating to following Dealing Days shall be dealt with equally and as set out previously.

Alternatively the Management Company in its sole and absolute discretion may request such Shareholder to accept a payment in whole or in part by way of an in-kind distribution of securities of the relevant Fund in lieu of cash, provided that such in-kind distribution may only be made with the consent of such Shareholder and in compliance with any conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the Auditor of the Company (*réviseur d'entreprises agréé*) which shall be available for inspection. In the event that the Shareholder does not agree to in-kind distribution (in whole or in part) and requests the Management Company to sell the assets, the Management Company must do so (subject to that Shareholder being charged such costs incurred by the Company in relation to the sale of such assets). Shareholders who receive securities in lieu of cash upon redemption should note that they may incur brokerage and/or local tax charges on the sale of the securities. In addition, the net proceeds from the sale by the redeeming Shareholder of the securities may be more or less than the redemption price due to market conditions and/or the difference between the prices used to calculate the relevant Net Asset Value per Share or, if applicable, Stable NAV.

## TAXATION

### Taxation of the Company

#### *Subscription tax*

Under current law and practice, the Company is not liable to any Luxembourg income tax, nor are dividends paid by the Company liable to any Luxembourg withholding tax (but see 'Withholding Tax' below). However, the Company is liable in Luxembourg to a subscription tax (*'taxe d'abonnement'*) of 0.05% per annum of its net assets, such tax being payable quarterly and calculated on the total Net Asset Value of the Company at the end of the relevant quarter.

A reduced tax rate of 0.01% per annum of the net assets will be applicable to Classes which are only sold to and held by Institutional Investors. In addition, those Funds which invest exclusively in deposits and money market instruments in accordance with the Law are liable to the same reduced tax rate of 0.01% per annum of their net assets.

The 0.01% and 0.05% rates described above, as appropriate, are not applicable for the portion of the assets of the Company invested in other Luxembourg collective investment undertakings which are themselves subject to the subscription tax.

Pursuant to Article 175 b) of the Law, an exemption from the subscription tax may be applicable where a Fund or Class meets the following criteria: (i) the Shares of the Fund or the Class must be reserved to Institutional Investors; (ii) the exclusive object of the Fund's portfolio must be the investment in money market instruments and/or deposits with credit institutions; (iii) the remaining average maturity of the Fund's portfolio must be less than ninety (90) days, and (iv) the Fund must benefit from the highest possible rating of a recognized rating agency.

It is anticipated that the following Classes of Shares will be exempted from subscription tax: Institutional Shares, Institutional Accumulation Shares, Institutional Plus, Institutional Plus Accumulation, Institutional Select Shares, Institutional Select Accumulation Shares, Institutional (+1) Accumulation Shares, Administrative Shares, Administrative Accumulation Shares, Advisory Shares, Advisory Accumulation Shares, Capital Shares, Capital Accumulation Shares, LF Shares, LF Accumulation Shares, NR Accumulation Shares, NR Shares, Institutional Accumulation D Shares, Institutional Select Accumulation D Shares, Administrative Accumulation D Shares, Advisory Accumulation D Shares, MS Reserve Accumulation D Shares, MS Reserve Shares and MS Reserve Accumulation Shares. It is anticipated that a reduced subscription tax rate of 0.01% shall apply to Qualified A Shares, Qualified A Accumulation Shares, Qualified Accumulation D Shares, Qualified Shares, Qualified Accumulation Shares, Advantage Shares, Advantage Accumulation D Shares, Advantage Accumulation Shares.

However, there can be no guarantee that the benefit of such reduced rate will be obtained or that, once obtained, it will continue to be available in the future.

Subscription tax is payable quarterly and is calculated by reference to the net assets of the relevant Fund or Share Class at the end of the quarter to which the tax relates.

### ***Organisation for Economic Cooperation and Development Common Reporting Standard***

The Company may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax Matters and its CRS as set out in the CRS Law.

Under the terms of the CRS Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution. As such, as of 30 June 2017 and without prejudice to other applicable data protection provisions as set out in the Company documentation, the Company will be required to annually report to the Luxembourg tax authorities personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) Shareholders that are reportable persons under the CRS Law, and (ii) Controlling Persons (as defined below) of certain non-financial entities which are themselves reportable persons.

This information, as exhaustively set out in the CRS Law, will include personal data related to the reportable persons (the “**CRS Information**”).

The Company’s ability to satisfy its reporting obligations under the CRS Law will depend on each Shareholder providing the Company with the required CRS Information, as explained above, along with the required supporting documentary evidence. In this context, the Shareholders are hereby informed that, as data controller, the Company will process such CRS Information for the purposes as set out in the CRS Law. The Shareholders undertake to inform their controlling persons, if applicable, of the processing of their CRS Information by the Company.

For the purposes of this section, “**Controlling Person**” means the natural persons who exercise control over an entity. In the case of a trust, the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term "Controlling Persons" must be interpreted in a manner consistent with the Financial Action Task Force Recommendations.

Shareholders are further informed that the CRS Information related to reportable persons within the meaning of the CRS Law will be disclosed to the Luxembourg tax authorities annually for the purposes set out in the CRS Law. In particular, reportable persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg tax authorities. Similarly, Shareholders undertake to inform the Company within thirty (30) days of receipt of these statements should any personal data not be accurate. The Shareholders further undertake to immediately inform the Company of and provide the Company with all supporting documentary evidence of any changes related to the CRS Information after occurrence of such changes. Any Shareholder that fails to comply with the Company’s CRS Information or documentation requests may be held liable for penalties imposed on the Company and attributable to such Shareholder’s failure to provide the Information or subject to disclosure of the CRS Information by the Company to the Luxembourg tax authorities.

### ***Foreign Account Tax Compliance ("FATCA")***

The Foreign Account Tax Compliance provisions of the 2010 Hiring Incentives to Restore Employment Act (“**HIRE**”) generally impose a new reporting and 30% withholding tax regime with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends (“**Withholdable Payments**”). As a general matter, the new rules are designed to require U.S. persons’ direct and indirect ownership of non-U.S. accounts and non-U.S. entities to be reported to the Internal Revenue Service (“**IRS**”). The 30% withholding tax regime applies if there is a failure to provide required information regarding U.S. ownership.

On 28 March 2014, Luxembourg signed a Model 1 Intergovernmental Agreement with the U.S. As a result, no withholding tax should be applied to payments received by the Company. The Company will instead be required, in certain circumstances, to provide information to the Luxembourg authorities about the identity of investors and any amounts paid to investors. The Luxembourg authorities will in turn share the information with the U.S. authorities. This information sharing may in the future be expanded to cover other jurisdictions. The application of the recently enacted U.S. withholding tax and reporting regime is unclear and could be subject to further clarification from the U.S. Treasury Department, the IRS and/or the Luxembourg tax authorities. Accordingly the Company will reassess its position in relation thereto from time to time.

Investors who invest through intermediaries are reminded to check if and how their intermediaries will comply with this U.S. withholding tax and reporting regime. Investors should consult a U.S. tax advisor or otherwise seek professional advice regarding the above requirements.

Although the Company will attempt to satisfy any obligation imposed on it to avoid imposition of FATCA withholding tax, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a withholding tax as result of the FATCA regime, the value of the Shares held by the investor may suffer material losses.

### ***Income tax***

Under current law and practice, the Company is not liable to any Luxembourg income tax.

### ***Value added tax***

The Company is considered in Luxembourg as a taxable person for value added tax (“**VAT**”) purposes without input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Company could potentially trigger VAT and require the VAT registration of the Company in Luxembourg to self-assess the VAT as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad.

No VAT liability arises in principle in Luxembourg in respect of any payments made by the Company to its Shareholders, as such payments are linked to their subscription for the

Company's Shares and do therefore not constitute consideration received for taxable services supplied.

### ***Other taxes***

No stamp or other tax is generally payable in Luxembourg in connection with the issue of Shares against cash by the Company.

Any amendment to the Articles of the Company is generally subject to a fixed registration duty of seventy five Euros (EUR 75.-).

## **Taxation of the Shareholders**

### ***Luxembourg tax residency of the Shareholders***

A Shareholder will not become resident, nor be deemed to be resident, in Luxembourg by reason only of the holding and/or disposing of the Shares or the execution, performance or enforcement of his/her rights as Shareholder.

### ***Income tax***

A Luxembourg resident Shareholder is not liable to any Luxembourg income tax on reimbursement of share capital previously contributed to the Company.

#### *i. Luxembourg resident individuals*

Dividends and other payments derived from the Shares by a resident individual Shareholder, who acts in the course of the management of either his/her private wealth or his/her professional/business activity, are subject to income tax at the ordinary progressive rates.

Capital gains realised upon the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation. Capital gains are deemed to be speculative and are thus subject to income tax at ordinary rates if the Shares are disposed of within six (6) months after their acquisition or if their disposal precedes their acquisition. A participation is deemed to be substantial where a resident individual shareholder holds or has held, either alone or together with his spouse or partner and/or minor children, directly or indirectly at any time within the five (5) years preceding the disposal, more than ten percent (10%) of the Share capital of the Company whose Shares are being disposed of. A Shareholder is also deemed to alienate a substantial participation if he acquired free of charge, within the five (5) years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period). Capital gains realised on a substantial participation more than six (6) months after the acquisition thereof are taxed according to the half-global rate method (i.e. the average rate applicable to the total income is calculated according to progressive income tax rates and half of the average rate is applied to the capital gains realised on the substantial participation). A

disposal may include a sale, an exchange, a contribution or any other kind of alienation of the participation.

Capital gains realised on the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her professional/business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

ii. *Luxembourg resident companies*

A Luxembourg resident company (*société de capitaux*) must include any profits derived, as well as any gain realised on the sale, disposal or redemption of Shares, in their taxable profits for Luxembourg income tax assessment purposes.

iii. *Luxembourg residents benefiting from a special tax regime*

Shareholders which are Luxembourg resident companies benefiting from a special tax regime, such as (i) undertakings for collective investment subject to the Law, (ii) specialised investment funds subject to the amended Law of 13 February 2007 and (iii) family wealth management companies governed by the law of 11 May 2007, are income tax exempt entities in Luxembourg, and are thus not subject to any Luxembourg income tax.

***Luxembourg non-resident Shareholders***

A non-resident, who has neither a permanent establishment nor a permanent representative in Luxembourg to which or whom the Shares are attributable, is generally not liable to any Luxembourg income tax on income received and capital gains realised upon the sale, disposal or redemption of the Shares.

A non-resident company which has a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, must include any income received, as well as any gain realised on the sale, disposal or redemption of Shares, in its taxable income for Luxembourg tax assessment purposes. The same inclusion applies to an individual, acting in the course of the management of a professional or business undertaking, who has a permanent establishment or a permanent representative in Luxembourg, to which the Shares are attributable. Taxable gains are determined as being the difference between the sale, redemption price and the lower of the cost or book value of the Shares sold or redeemed.

***Net wealth tax***

A Luxembourg resident, or a non-resident who has a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, is subject to Luxembourg net wealth tax on such Shares, except if the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) an undertaking for collective investment subject to the Law, (iii) a securitisation company governed by the law of 22 March 2004 on securitisation, (iv) a company governed by the law of 15 June 2004 on venture capital vehicles, (v) a specialised investment funds governed by the amended law of 13 February 2007, or (vi) a family wealth management company governed by the law of 11 May 2007.



### *Other taxes*

Under Luxembourg tax law, where an individual Shareholder is a resident of Luxembourg for tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes. On the contrary, no inheritance tax is levied on the transfer of the Shares upon death of a Shareholder in cases where the deceased was not a resident of Luxembourg for inheritance purposes.

Gift tax may be due on a gift or donation of the Shares, if the gift is recorded in a Luxembourg notary deed or otherwise registered in Luxembourg.

## MANAGEMENT OF THE COMPANY

### The Board of Directors

#### *Directors of the Company*

**Andrew Mack**, Director UK, formerly CEO of Morgan Stanley Investment Management EMEA. Acted as a consultant to Morgan Stanley Investment Management until 31 December 2013

**William Jones**, Independent Director, Luxembourg

**Michael Griffin**, Independent Director, Dublin, Ireland

**Henry Kelly**, Independent Director, Luxembourg

**Diane Hosie**, Director UK. Managing Director, Morgan Stanley Investment Management, Global Sales and Distribution

**Susanne Van Dootingh**, Independent Director, Belgium

**Carine Feipel**, Independent Director, Luxembourg

### The Management Company

Pursuant to a Management Company Services agreement effective as from 1 January 2019 (the “**Management Company Services Agreement**”), MSIM Fund Management (Ireland) Limited, a private limited company incorporated in Ireland on 5 December 2017 under registered number 616661, having its registered office at The Observatory, 7-11 Sir John Rogerson's Quay, Dublin 2, Ireland, has been appointed as Management Company of the Company with responsibility for providing collective portfolio management services (including investment management, administrative and marketing services), risk management and other administrative and operational services to the Company, subject to the overall supervision and control of the Company. For its services, the Management Company receives an annual fee, payable monthly, the details of which are set forth herein under “*CHARGES AND EXPENSES*”.

MSIM Fund Management (Ireland) Limited is an indirect wholly owned subsidiary of Morgan Stanley.

The agreement between the Company and the Management Company provides that it is to remain in force for an unlimited period and may be terminated at any time by either party upon three (3) months' prior written notice to the end of a calendar month or unilaterally with immediate effect by written notice by either party if the other party commits a material breach that, if such breach is capable of remedy it fails to remedy within thirty (30) days or if required by laws, regulations or any competent regulator or if the other party becomes insolvent or similar circumstances.

The Management Company may delegate any of its collective portfolio management functions to any other party subject to approval by the Company but the Management Company's liability to the Company for the performance of such functions shall not be affected by the delegation. Please refer to the paragraphs below for further information regarding the delegation by the Management Company of the investment management, distribution and central administration and transfer agency functions.

The Management Company must act in the best interests of each Fund when executing decisions to deal on behalf of the relevant Fund. The Management Company's best execution policy sets out the basis upon which the Management Company, and the Investment Adviser on its behalf, will effect transactions and place orders in relation to the Funds to obtain the best possible result for the Company. The best execution policy sets out the systems and controls that have been put in place and the oversight carried out by the Investment Adviser to ensure that notwithstanding any delegation to the Sub-Investment Advisers they undertake transactions to achieve the best result for the relevant Funds.

The Management Company has a remuneration policy in place which seeks to ensure that the interests of the Company and the Shareholders are aligned. Such remuneration policy imposes remuneration rules on staff and senior management within the Management Company whose activities have an impact on the risk profile of the Company. The Management Company shall seek to ensure that such remuneration policies and practices will be consistent with sound and effective risk management and with UCITS Regulation. The Management Company shall also seek to ensure that such remuneration policies and practices shall not encourage risk taking which is inconsistent with the risk profile and constitutional documents of the Company.

The Management Company shall seek to ensure that the remuneration policy will, at all times, be consistent with the business strategy, objectives, values and interests of the Company and the Shareholders and that the remuneration policy will include measures that seek to ensure that all relevant conflicts of interest can be managed appropriately at all times.

In particular, the remuneration policy also complies with the following principles in a way and to the extent that is appropriate to the size, internal organisation and the nature, scope and complexity of the activities of the Management Company:

- (i) the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the Shareholders of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period; and
- (ii) fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

Details regarding the remuneration to the Management Company and the Management Company's up-to-date remuneration policy, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the

remuneration and benefits, including the composition of the remuneration committee where such a committee exists, may be obtained free of charge during normal office hours at the registered office of the Company and is available on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity) or through the following direct link: [http://www.morganstanley.com/im/publication/resources/remunerationpolicy\\_msim\\_en.pdf](http://www.morganstanley.com/im/publication/resources/remunerationpolicy_msim_en.pdf).

*Board of Directors of the Management Company:*

Andrew Mack  
Eimear Cowhey  
Liam Manahan  
Elaine Keenan  
Diane Hosie

The Board of Directors of the Management Company is responsible for the overall day-to-day management and administration of the Company, under the overall responsibility of the Board of Directors.

#### **Investment Adviser / Sub-Investment Adviser(s)**

##### *Investment Adviser*

The Management Company has appointed Morgan Stanley Investment Management Inc., as Investment Adviser of the Funds pursuant to an investment advisory agreement entered into between the Management Company, the Company and the Investment Adviser (the “**Investment Advisory Agreement**”). The Management Company may terminate the Investment Adviser’s appointment immediately where it is in the best interest of Shareholders to do so.

The ultimate holding company of the Investment Adviser is Morgan Stanley. The Investment Adviser’s principal offices are at 522 Fifth Avenue, New York, New York, 10036, USA.

The Investment Adviser is regulated by the US Securities and Exchange Commission.

The Investment Adviser may on a discretionary basis acquire and dispose of securities of the Funds for which it has been appointed by the Management Company, subject to and in accordance with instructions received from the Management Company or the Fund from time to time, and in accordance with stated investment objectives and restrictions.

The fees and costs of the Investment Adviser for the above functions will be borne by the Management Company unless the Management Company instructs the Company to pay such fees and costs to the Investment Adviser as may be agreed between the Management Company and the Company from time to time. Such fees may include a performance fee if so set out in “*B. FUND PARTICULARS*” in respect of any Fund.

### *Sub-Investment Advisers*

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for some Funds (as set forth under “*B. FUND PARTICULARS*”) pursuant to a sub-investment advisory agreement (the “**Sub-Investment Advisory Agreement**”).

Morgan Stanley & Co International plc is regulated by the UK Financial Services Authority. The ultimate holding company of the Sub-Investment Adviser is Morgan Stanley. The Sub-Investment Adviser’s registered office is at 25 Cabot Square, Canary Wharf, London E14 4QA.

### *Research*

Any third party equity research received in connection with investment management and investment advisory services that the Investment Adviser provides to the Funds (other than research that qualifies as a minor non-monetary benefit) will be paid for by the Investment Adviser out of its own resources. To the extent the Investment Adviser receives third party research, other than equity research, it will implement systems and controls to ensure that the receipt of such research does not influence order routing and best execution decisions or give rise to conflicts of interest that risk detriment to the relevant Fund(s) and their investors.

Any third party research received in connection with investment management and investment advisory services that the Sub-Investment Adviser provides to the Funds (other than research that qualifies as a minor non-monetary benefit) will be paid for by the Sub-Investment Adviser out of its own resources.

### **Depository**

The Company has appointed The Bank of New York Mellon SA/NV, Luxembourg Branch as the depository of all of the Company’s assets, including its cash and securities, which will be held either directly or through other financial institutions such as correspondent banks, subsidiaries or affiliates of the Depository or clearing systems.

The Bank of New York Mellon SA/NV, a credit institution organised and existing under the laws of Belgium, with company number 0806.743.159, whose registered office is at 46 Rue Montoyer, B-1000 Brussels, Belgium, acting through its Luxembourg branch located in the Grand Duchy of Luxembourg at 2-4 Rue Eugène Ruppert, L-2453 Luxembourg, registered with the RCS under number B105087.

The rights and duties of the Depository are governed by the depository agreement entered into on or about 13<sup>th</sup> March 2019 between the parties for an unlimited period of time from the date of its signature (the “**Depository Agreement**”).

In performing its obligations under the Depository Agreement, the Depository shall observe and comply with (i) Luxembourg laws, (ii) the Depository Agreement and (iii) the terms of this Prospectus. Furthermore, in carrying out its role as depository bank, the Depository must act

independently from the Company and the Management Company and solely in the interest of the Company and of its Shareholders.

The Depositary will further, in accordance with the Law:

- (a) ensure that the sale, issue, conversion, repurchase and cancellation of Shares effected on behalf of the Company or by the Company are carried out in accordance with the Law and the Articles;
- (b) ensure that the Net Asset Value of the Shares of the Company is calculated in accordance with Luxembourg laws and with the Articles;
- (c) carry out, or where applicable, cause any sub-custodian or other custodial delegate to carry out the instructions of the Company, unless they conflict with Luxembourg law or with the Articles;
- (d) ensure that in transactions involving the assets of the Company, the consideration is remitted to it within the usual time limits; and
- (e) ensure that the income of the Company is applied in accordance with the Articles.

The Depositary is entrusted with the safe-keeping of the Company's assets. All assets that can be held in custody are registered in the Depositary's books within segregated accounts, opened in the name of the Company, in respect of each Fund. For the other assets, the Depositary must verify the ownership of such assets by the Company in respect of each Fund. Furthermore, the Depositary shall ensure that the Fund's cash flows are properly monitored.

The Depositary is not allowed to carry out activities with regard to the Company that may create conflicts of interest between the Company, the Shareholders and the Depositary itself, unless the Depositary has properly identified any such potential conflicts of interest, has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks, and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the Shareholders. In that respect, the Depositary has confirmed that, for the time being, no such potential conflicts of interest have been identified.

The Depositary may delegate to third parties the safe-keeping of the Fund's assets subject to the conditions laid down in the Law and the Depositary Agreement. In particular, such third parties must be subject to effective prudential regulation (including minimum capital requirements, supervision in the jurisdiction concerned and external periodic audit) for the custody of financial instruments. The Depositary's liability shall not be affected by any such delegation. Subject to the terms of the Depositary Agreement, entrusting the custody of assets to the operator of a securities settlement system is not considered to be a delegation of custody functions.

A list of the delegates and sub-delegates of the Depositary as of the date of this Prospectus is available in the Appendix 1. An updated list of the delegates and sub-delegates of the Depositary will be made available to investors by the Fund on request and free of charge.

Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entities that satisfy the delegation requirement (*i.e.* the effective prudential regulation) under the Law, the Depositary may, but shall be under no obligation to, delegate to a local entity to the extent required by the law of such jurisdiction and as long as no other local entity meeting such requirements exists, provided however that (i) the investors, prior to their investment in the Company, have been duly informed of the fact that such a delegation is required, of the circumstances justifying the delegation and of the risks involved in such a delegation and (ii) instructions to delegate to the relevant local entity have been given by or for the Company.

In accordance with the provisions of the Law and the Depositary Agreement, the Depositary shall be liable for the loss of a financial instrument held in custody by the Depositary or a third party to whom the custody of such financial instruments has been delegated as described above. In such case, the Depositary must return a financial instrument of identical type or the corresponding amount to the Company, without undue delay. The Depositary shall not be liable if it is able to prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The Depositary shall also be liable to the Company, or to the Shareholders for all other losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations under the Law and the Depositary Agreement.

The Company has agreed to indemnify and hold harmless the Depositary and its employees, officers and directors from any and all reasonable costs, liabilities and expenses resulting directly from the fact that they have been acting as agent of the Company in accordance with instructions received from the Company, except in case of negligence, intentional failure or in the event such indemnification would be contrary to mandatory provisions in Luxembourg laws. The Company will also indemnify and hold the Depositary harmless from any and all taxes, charges, expenses (including reasonable legal fees), assessments, claims or liabilities incurred by the Depositary or its delegates, or the Depositary's or the delegates' agents and correspondents, in connection with the performance of the services described in the Depositary Agreement, except if such taxes, charges, expenses, assessments, claims or liabilities arise from its or their negligent action, failure to exercise reasonable care in the performance of its or their services as specified in the Depositary Agreement or wilful misconduct or in the case of any liability imposed by mandatory law.

The Company and the Depositary may terminate the Depositary Agreement on ninety (90) calendar days' prior written notice. The Depositary Agreement may also be terminated on shorter notice in certain circumstances. However, the Depositary shall continue to act as Depositary for up to two (2) months pending a replacement depositary being appointed and until such replacement, the Depositary shall take all necessary steps to ensure the good preservation of the interests of the shareholders of the Company and allow the transfer of all assets of the Company to the succeeding depositary.

The fees and costs of the Depositary for the above functions will be borne by the Management Company unless the Management Company instructs the Company to pay such fees and costs to the Depositary as may be agreed between the Management Company and the Company from time to time.

The Depositary has no decision-making discretion relating to the Company's investments. The Depositary is a service provider to the Company and is not responsible for the preparation of this Prospectus, or the activities of the Company and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus.

Up-to-date information regarding the identity of the Depositary, a description of its duties and of any conflicts of interest that may arise as well as a description of the delegated safekeeping functions will be made available to investors by the Fund on request and free of charge.

## **Administrator**

The Bank of New York Mellon SA/NV, Luxembourg Branch has been appointed as the Administrator pursuant to the administration agreement entered into on or about 13<sup>th</sup> March 2019 for an unlimited period of time from the date of its signature between the Company, the Management Company and the Administrator (the "**Administration Agreement**"). The Administrator will carry out all administrative duties related to the administration of the Company, including the calculation of the Net Asset Value of the Shares, the provision of accounting services to the Company and notices and other documents to the Shareholders.

The Administrator has also been appointed as the registrar and transfer agent of the Company. In this function the Administrator will process all subscriptions, redemptions and transfers of Shares and will register these transactions in the share register of the Company.

The Administrator also provides paying agent services to the Company. In this function the Administrator will assist in the payment of dividends declared by the Company to its Shareholders.

The Administrator shall be liable and will indemnify the Company for any loss cost or damage resulting from its negligence or wrongful failure in the performance of its duties under the Administration Agreement.

The Company has agreed to indemnify and hold harmless the Administrator and its officers and directors from any and all cost, liability and expense resulting directly from the fact that the Administrator has acted in accordance with what is provided under the Administration Agreement except if such costs, liabilities or expenses are due to the Administrator's negligence or wrongful failure to perform.

Except to the extent prohibited by applicable rules and regulations and subject to the approval of the Management Company and, where required, the Luxembourg Regulatory Authority, the Administrator may delegate some or all of its duties under the Administration Agreement to one or more agents. The Administrator will however remain liable to the Company and the Management Company for any such delegation and for the acts and omissions of the agent(s) as if they were its own.

The Management Company reserves the right to change the administration arrangements described above by agreement with the Company and the Administrator and/or with the consent of the Company to appoint an alternative administrator without prior notice to



Shareholders, except where such prior notice is required by applicable rules and regulations. Shareholders will be notified in due course of any appointment of an alternative administrator.

The Company, the Management Company and the Administrator may terminate the Administration Agreement on ninety (90) calendar days' prior written notice. The Administration Agreement may also be terminated on shorter notice in certain circumstances. The Management Company may terminate the Administration Agreement immediately upon written notice to the Administrator when this is in the interests of the Shareholders.

The fees and costs of the Administrator for the above functions will be borne by the Management Company unless the Management Company instructs the Company to pay such fees and costs to the Administrator as may be agreed between the Management Company and the Company from time to time.

The Administrator is not responsible for any investment decisions of the Management Company or the effect of such investment decisions on the performance of the Company.

#### **Domiciliary Agent**

Pursuant to a domiciliary agreement the Company has appointed Morgan Stanley Investment Management Limited, Luxembourg Branch, as its Domiciliary Agent to provide the Company's registered office, to store its corporate documents and to perform other related administrative functions.

#### **Auditors of the Company**

The Company has appointed Ernst & Young S.A. as the independent authorised auditor (*réviseur d'entreprises agréé*) of the Company.

#### **Distributor**

The Management Company has appointed Morgan Stanley Investment Management (Ireland) Limited to act as Distributor. In this respect, it may engage certain financial institutions (the "**Intermediaries**") to solicit and sell Shares to investors.

The Distributor will comply, and by contractual agreement require each Intermediary to comply, where applicable, with applicable laws and regulations concerning anti-money laundering and, in particular, circulars issued by the Luxembourg Regulatory Authority.

Subject to the law of the countries where Shares are offered, Intermediaries may act as nominees for a Shareholder.

In this capacity, the Intermediary shall apply for the subscription, exchange or redemption of Shares for the account of its client and request registration of such transactions in the Company Shares' register in the name of such Intermediary.

Notwithstanding the foregoing, a Shareholder may invest directly in the Company without using the services of a nominee. The agreement between the Management Company and any

nominee shall contain a provision or, if such is not the case, shall be deemed to include a provision that gives the Shareholder the right to exercise its title to the Shares subscribed through the nominee. The nominee agent will have no power to vote at any general meeting of Shareholders, unless the Shareholder grants it a power of attorney in writing with authority to do so.

An investor may ask at any time in writing that the Shares shall be registered in his name and in such case, upon delivery by the investor to the Administrator of the relevant confirmation letter of the nominee, the Administrator shall enter the corresponding transfer and investors' name into the Shareholder register and notify the nominee accordingly.

However, the aforesaid provisions are not applicable for Shareholders who have acquired Shares in countries where the use of the services of a nominee (or other intermediary) is necessary or compulsory for legal, regulatory or compelling practical reasons.

In relation to any subscription, an Intermediary authorised to act as nominee is deemed to represent to the Company that:

- the underlying investor is not a U.S. Person;
- it will notify the Company, the Management Company and the Administrator immediately if it learns that an investor has become a U.S. Person;
- in the event that it has discretionary authority with respect to Shares which become beneficially owned by a U.S. Person, the Intermediary will cause such Shares to be redeemed; and
- it will not knowingly transfer or deliver any Shares or any part thereof or interest therein to a U.S. Person nor will any Shares be transferred to the United States.

The Management Company may, at any time, require Intermediaries who act as nominees to make additional representations to comply with any changes in applicable laws and regulations. All Intermediaries shall offer to each investor a copy of this Prospectus and shall provide the relevant Key Investor Information Document(s) (or any similar supplement, addendum or information note as may be required under applicable local law) as required by applicable laws prior to the subscription by the investor in any Fund.

An investor who subscribes through such an Intermediary may be subject to charges applied in the country where the Shares are offered.

## CHARGES AND EXPENSES

### *Service provider fee*

The Company shall pay the Management Company a Management Fee in respect of each Fund, the particulars of which are set out in "B. FUND PARTICULARS". In addition, the Company is responsible for all of the Management Company's reasonable cash disbursements, including but not limited to out-of-pocket expenses, provided however that the Management Company shall be required to provide the Company with evidence of any such disbursement.

The fees of the Investment Adviser, the Depositary, the Administrator and the Distributor appointed in respect of each Fund (all of which fees are payable monthly in arrears) will be paid by the Management Company out of the Management Fee it receives. The Management Company may instruct the Company to pay any of these fees to the Investment Adviser, the Depositary or the Administrator directly out of the assets of the Company. In such case, the Management Fee due to the Management Company is reduced accordingly.

In respect of any Fund or Class of Shares the Management Company may choose to waive all or any portion of its fee and/or absorb some or all other expenses in its absolute discretion for any period of time.

### *Share Dealing Charges*

Details of Preliminary Charges payable on subscription of Shares (if any), redemption charges payable on redemption of Shares (if any) and/or exchange charges payable on the exchange of Shares (if any) are set out in respect of the Shares of each Fund in "B. FUND PARTICULARS".

Details of the charges and expenses payable in relation to further Funds or Share Classes will be determined at the time of the creation of such further Funds or Share Classes and will be set out in "B. FUND PARTICULARS".

### *Directors' Remuneration*

The Directors will be entitled to remuneration from the Company for their services as Directors, provided however that the aggregate emoluments of each Director in respect of any twelve (12) months accounting period shall not exceed forty thousand euros (EUR 40,000.-) (or such higher amount as may be approved by the general meeting of Shareholders). In addition, the Directors will also be entitled to be reimbursed for their reasonable and vouched out of pocket expenses incurred in discharging their duties as Directors. Directors who are executive directors or employees of the Investment Adviser, the Management Company or any affiliate thereof will not be entitled to remuneration from the Company for their services as Directors of the Company.

### *Ongoing Charges and Expenses*

The Company will pay any expenses in respect of circulating details of the Net Asset Value, stamp duties, taxes, company secretarial fees, insurance, brokerage or other expenses of acquiring and disposing of investments, the fees and expenses of the auditors, tax and legal advisers and fees connected with listing on any stock exchange and the costs of regulatory

bodies, trade bodies and rating agencies. The costs of printing and distributing reports, accounts and any explanatory memoranda, any necessary translation fees, the costs of registering the Company for sale in any jurisdiction, the fees and expenses of any paying or information agents, or correspondent banks, the fees and expenses of any representative appointed in respect of the Company in any jurisdiction, the cost of publishing prices and any costs incurred as a result of periodic updates of the Prospectus, or of a change in law or the introduction of any new law (including any costs incurred as a result of compliance with any applicable code, whether or not having the force of law) will also be paid by the Company.

Such fees, duties and charges will be charged to the Fund in respect of which they were incurred or, where an expense is not considered by the Board of Directors to be attributable to any one Fund, the expense will be allocated by the Board of Directors, in such manner and on such basis as the Board of Directors in its discretion deem fair and equitable. In the case of any fees or expenses of a regular or recurring nature, such as audit fees, the Board of Directors may calculate such fees and expenses on an estimated figure for yearly or other periods in advance and accrue the same in equal proportions over any period.

#### ***Establishment Charges and Expenses***

The cost of establishing the Company and the expenses of the initial offer of Shares in the Funds, the preparation and printing of the initial Prospectus, marketing costs and the fees of all professionals relating to it are being borne by Morgan Stanley Investment Management Limited.

#### ***Costs relating to the use of reverse repurchase agreements***

Each Fund may incur costs and fees in connection with reverse repurchase agreements. In particular, a Fund may pay fees to agents and other intermediaries, which may be affiliated with the Depositary or the Investment Manager to the extent permitted under applicable laws and regulations, in consideration for the functions and risks they assume. The amount of these fees may be fixed or variable. Information on costs and fees incurred by each Fund in this respect, as well as the identity of the entities to which such costs and fees are paid and any affiliation they may have with the Depositary or the Investment Manager or the Management Company, if applicable, will be available in the annual report.

All revenues arising from reverse repurchase agreements, net of direct and indirect operational costs, will be accrued to the relevant Fund.

## **GENERAL INFORMATION**

### **Accounting Year**

The Company's accounting year begins on 1 April and ends on 31 March of each year.

The first accounting year began the day when the Company was incorporated, i.e. 21 December 2012 and ended on 31 March 2013. The first audited annual financial report was established for the period ending on 31 March 2013. The first semi-annual financial report shall be established for the period ending on 30 September 2013.

### **Reports**

The Company publishes annually audited financial statements and semi-annually unaudited financial statements.

The first annual audited report was published for the period ending on 31 March 2013. The first semi-annual financial report was published for the period ending on 30 September 2013.

### **Shareholders' Meetings**

The annual general meeting of Shareholders is held on the third Tuesday of the month of July at 11:00 am Luxembourg time. If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following Business Day.

Extraordinary Shareholders' meetings or general meetings of Shareholders of any Fund or any Class of Shares may be held at such time and place as indicated in the notice to convene. Notices of such meetings shall be provided to the Shareholders in accordance with Luxembourg law and with the Articles.

Notwithstanding the foregoing, the first annual general meeting of Shareholders took place on 14 June 2013.

### **Minimum Net Assets**

The Company must maintain assets equivalent in net value to at least the equivalent of EUR 1,250,000.-. There is no requirement that the individual Fund(s) have a minimum amount of assets.

### **Changes in Investment Policies of the Fund**

The investment objective and policies of each Fund may be modified from time to time by the Board of Directors without the consent of the Shareholders, although the Shareholders will be duly informed in compliance with applicable laws and regulations.

## **MERGERS AND DIVISIONS**

### **Merger of the Company and of Funds**

The Board of Directors may decide to proceed with a merger (within the meaning of the Law) of the assets of the Company or a Fund, whether as absorbing or absorbed party, with those of (i) another existing Fund within the Company or another existing fund within another Luxembourg or foreign UCITS, or of (ii) another Luxembourg or foreign UCITS. Such a merger shall be subject to the conditions and procedures imposed by the Law, in particular concerning the terms of the merger to be established by the Board of Directors and the information to be provided to the Shareholders.

The Board of Directors is competent to decide on the effective date of the merger. However, in accordance with the Law, where the Company is the absorbed entity which, thus, ceases to exist as a result of the merger, the general meeting of Shareholders of the Company must decide on the effective date of the merger. Such general meeting will decide by resolution taken with no quorum requirement and adopted by a simple majority of the votes validly cast.

Where the Company or a Fund is involved in a merger under the circumstances described above, whether as absorbing or absorbed party, Shareholders will be entitled to request, without any charge other than those charged by the Company or the Fund to meet divestment costs, the redemption of their Shares in the relevant Fund in accordance with the provisions of the Law.

### **Division of Funds**

In the event that the Board of Directors believes it would be in the interests of the Shareholders of the relevant Fund or that a change in the economic or political situation relating to the Fund concerned would justify it, the Board of Directors may decide to reorganise a Fund by dividing it into two or more Funds. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the new Funds. Such publication will be made one (1) month before the date on which the reorganisation becomes effective in order to enable the Shareholders to request redemption of their Shares, free of charge before, the effective date.

### **Amalgamation of Classes**

In the event that for any reason the value of the assets in any Class has decreased to an amount determined by the Board of Directors (in the interests of Shareholders) to be the minimum level for such Class to be operated in an economically efficient manner, or if a change in the economical, political or monetary situation relating to the Class concerned would have material adverse consequences on the investments of that Class or if the range of products offered to investors is rationalised, the Board of Directors may decide to allocate the assets of any Class to those of another existing Class within the Company and to redesignate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders).

The Company shall send a written notice to the Shareholders of the relevant Class one (1) month prior to the effective date of the amalgamation in order to enable the Shareholders to request redemption or exchange of their Shares, free of charge, during such period. This notice will indicate the reasons and the procedure for the amalgamation. Except where to do so would not be in the interests of Shareholders, or could jeopardise equality of treatment between the Shareholders, the Shareholders of the Class concerned may continue to request redemption or exchange of their Shares without any additional charges (other than those retained by the Company to meet realisation expenses) prior to the effective date of the amalgamation.

## **DISSOLUTION AND LIQUIDATION OF THE COMPANY, ANY FUND OR ANY CLASS OF SHARES**

The Company and any Fund have been established for an unlimited term, unless otherwise provided under “*B. FUND PARTICULARS*”.

In the event that for any reason the value of the net assets in any Fund or the value of the net assets of any Class within a Fund has decreased to, or has not reached, an amount of US\$ 25,000,000 (which is determined by the Board of Directors to be the minimum level for such Fund or such Class to be operated in an economically efficient manner), or if a change in the economical or political situation relating to the Fund or Class concerned would have material adverse consequences on the investments of that Fund or Class, or in order to rationalise the Classes and/or the Funds offered, the Board of Directors may decide to redeem compulsorily all the Shares of the relevant Class or Classes issued in such Fund at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses) calculated at the Valuation Point at which such decision shall take effect and therefore close or liquidate such Class or Fund.

The decision of the Board of Directors will be published (either in newspapers to be determined by the Board of Directors or by way of a notice sent to the Shareholders at their addresses indicated in the register of Shareholders) prior to the effective date of the compulsory redemption and the publication and will indicate the reasons for, and the procedures of the compulsory redemption. Except where to do so would not be in the interests of the Shareholders, or could jeopardise equal treatment between the Shareholders, the Shareholders of the Fund or Class concerned may request redemption or exchange of their Shares free of charge (other than those retained by the Company to meet realization expenses) prior to the effective date of the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the Shareholders of any one or all Classes of Shares issued in any Fund may at a general meeting of such Shareholders, upon proposal from the Board of Directors, redeem all the Shares of the relevant Class or Classes at their Net Asset Value (taking into account actual realization prices of investments and realization expenses) calculated at the Valuation Point at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by a simple majority of the validly cast votes.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the “*Caisse de Consignation*” on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled.

The dissolution of the last Fund will result in the liquidation of the Company.

However, the Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements referred to in the Articles and in compliance with the provision of the Company Law.



The liquidation of the Company shall be carried out in compliance with the Company Law, the Law and with the Articles.

## DOCUMENTS AVAILABLE

Any investor may obtain a copy of any of the following documents at the registered office of the Company:

- the Prospectus;
- the Articles;
- the agreement between the Company and the Management Company;
- the agreement between the Company, the Management Company and the Distributor;
- the agreement(s) between the Company, the Management Company and the Investment Adviser(s);
- the agreement between the Company, the Management Company and the Administrator;
- the agreement between the Company and the Depositary;
- the agreement between the Company and the Domiciliary Agent;
- the most recent annual and semi-annual financial statements of the Company;
- a brief description of the strategy for the exercise of voting rights;
- a description of the conflicts of interest policy; and
- the best execution policy.

A copy of the Prospectus, the most recent financial statements and the Articles may be obtained free of charge.

The Key Investor Information Document shall be provided to Shareholders before their subscription for Shares and before any request for exchange of Shares, in compliance with applicable laws and regulations. The Key Investor Information Document will be also available on the following website: [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity).

The Management Company shall, at least daily, make all of the following information available to the Company's Shareholders on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity):

- the Net Asset Value per Share of each Class;
- the Stable NAV of each Class of Stable NAV Shares; and
- the difference between each Net Asset Value per Share and its related Stable NAV, if any.

The Management Company shall, at least weekly, make all of the following information available to the Company's Shareholders on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity):

- the maturity breakdown of the portfolio of each Fund;
- the credit profile of each Fund;
- the WAM and the WAL of each Fund;
- details of the ten (10) largest holdings in each Fund, including the name, country, maturity and asset type, and the counterparty in the case of repurchase and reverse repurchase agreements;
- the total value of the assets of each Fund; and
- the net yield of each Fund.

The details of the Management Company's complaint handling procedures may be obtained free of charge during normal office hours at the registered office of the Management Company. A person having a complaint to make about the operation of the Company may submit such complaint in writing to the registered office of the Management Company.

The Company will publish in a Luxembourg newspaper, if necessary, any Shareholder notice required to be published by Luxembourg law or as provided in the Articles.

**B. FUND PARTICULARS**

## **LIST OF AVAILABLE FUNDS**

Morgan Stanley Liquidity Funds – US Dollar Liquidity Fund  
Morgan Stanley Liquidity Funds – US Dollar Treasury Liquidity Fund  
Morgan Stanley Liquidity Funds – US Dollar VNAV Liquidity Fund  
Morgan Stanley Liquidity Funds – US Dollar Ultra Short Income Fund  
Morgan Stanley Liquidity Funds – Euro Liquidity Fund  
Morgan Stanley Liquidity Funds – Euro VNAV Liquidity Fund  
Morgan Stanley Liquidity Funds – Euro Ultra Short Income Fund  
Morgan Stanley Liquidity Funds – Sterling Liquidity Fund  
Morgan Stanley Liquidity Funds – Sterling VNAV Liquidity Fund

## MS LIQUIDITY FUNDS – US DOLLAR LIQUIDITY FUND

### Investment Objective

The US Dollar Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The US Dollar Liquidity Fund is classified as a **Short-Term LVNAV Money Market Fund**.

The US Dollar Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in US Dollars. The debt securities acquired will be listed or traded on Regulated Market or an Other Regulated Market. The US Dollar Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section “*INVESTMENT RESTRICTIONS*” of this Prospectus. The US Dollar Liquidity Fund may also enter into reverse repurchase agreements in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus. The US Dollar Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with article 24 of the MMF Regulation.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the US Dollar Liquidity Fund, a Stable NAV per Share will remain stable at US\$1.00, through the distribution of dividends and the use of the amortised cost method as set out under the section “*Method of Calculation*” to calculate the Stable NAV. The difference between such Stable

NAV per Share and the Net Asset Value per Share is monitored and published daily on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity). The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See “*Stable NAV Risk*”, “*Switch from a Stable NAV to a Net Asset Value per Share Risk*” and “*Market Risk*” under the section “*PRINCIPAL RISKS*”.

**Furthermore, in accordance with the provisions of MMF Regulation, investor’s attention is drawn on the paragraph “*Switch from a Stable NAV to a Net Asset Value per Share Risk*” under the section “*PRINCIPAL RISKS*” and on the fact that when the Stable NAV per Share deviates from the Net Asset Value per Share of such Class by more than 20 basis points, the following subscriptions, valuation and redemptions within such Class shall be undertaken at a variable price that shall be equal to the Net Asset Value per Share of such Class with no obligation to revert back to a Stable NAV once the deviation falls back under 20 basis points.**

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable NAV.

#### **Use of reverse repurchase agreements**

The US Dollar Liquidity Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund’s Net Asset Value indicated below	The principal amount of the Fund’s assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund’s Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

#### **Risk Factor**

The general risk factors as set out under section “*PRINCIPAL RISKS*” apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the US Dollar Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

**Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a LVNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.**

#### **Base Currency**

The Base Currency of the Fund is the US Dollar.

#### **Dealing Day**

The Dealing Day for the Fund is every Business Day on which banks in New York are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing Day may also include any other day notified in advance to the Shareholders.

#### **Dealing Deadline**

The Dealing Deadline is 4:00 pm Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

#### **Settlement Date**

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of Institutional (+1) Accumulation Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".



## Valuation Point

The Valuation Point is 4:00 pm Eastern Standard Time on each Dealing Day.

## Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows

Shares	Distribution Policy	Minimum Initial Subscription	Minimum Additional Subscription	Minimum Holding	Management Fee
<b>Institutional</b>	Distributing	US \$1 million	None	US \$1,000	0.20%
<b>Qualified</b>	Distributing	US \$ 1 million	None	US \$1,000	0.20%
<b>Institutional Select</b>	Distributing	US \$750,000	None	US \$1,000	0.25%
<b>Administrative</b>	Distributing	US \$500,000	None	US \$1,000	0.30%
<b>Advisory</b>	Distributing	US \$250,000	None	US \$1,000	0.45%
<b>Advantage</b>	Distributing	US \$250,000	None	US \$1,000	0.45%
<b>MS Reserve</b>	Distributing	None	None	US \$1,000	Nil
<b>Capital</b>	Distributing	US \$100 million	None	US \$1,000	0.15%
<b>NR</b>	Distributing	US \$250 million	None	US \$1,000	0.10%
<b>Institutional Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Institutional (+1) Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	US \$750,000	None	US \$1,000	0.25%
<b>Administrative Accumulation</b>	Accumulation	US \$500,000	None	US \$1,000	0.30%
<b>Advisory Accumulation</b>	Accumulation	US \$250,000	None	US \$1,000	0.45%

<b>on</b>					
<b>Advantage Accumulation</b>	Accumulation	US \$250,000	None	US \$1,000	0.45%
<b>MS Reserve Accumulation</b>	Accumulation	None	None	US \$1,000	Nil
<b>Capital Accumulation</b>	Accumulation	US \$100 million	None	US \$1,000	0.15%
<b>NR Accumulation</b>	Accumulation	US \$250 million	None	US \$1,000	0.10%

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV, provided that the difference between the calculated and published relevant Stable NAV and Net Asset Value per Share is less than 20 basis points.

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the US Dollar Liquidity Fund.

There is no Preliminary Charge payable. Liquidity fees, redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section “*LIQUIDITY MANAGEMENT*” and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a “**redemption gate**”) under the circumstances and in the conditions described under section “*LIQUIDITY MANAGEMENT*”.

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to section “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.

## MS LIQUIDITY FUNDS – US DOLLAR TREASURY LIQUIDITY FUND

### Investment Objective

The US Dollar Treasury Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The US Dollar Treasury Liquidity Fund is classified as a **Short-Term Public Debt CNAV Money Market Fund**.

The US Dollar Treasury Liquidity Fund will seek to achieve its investment objective by investing its assets in high quality short-term Money Market Instruments comprising transferable debt securities issued by the United States Government (which may include by way of example treasury bills and notes) and reverse repurchase agreements secured by debt securities issued by the United States Government in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus. The Fund may also hold cash. All investments shall be denominated in US Dollars. The main debt securities acquired will be listed or traded on a Regulated Market or an Other Regulated Market.

The US Dollar Treasury Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with article 24 of the MMF Regulation and article 2(11) of the MMF regulation.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the US Dollar Treasury Liquidity Fund, a Stable NAV per Share will remain stable at US\$1.00, through the distribution of dividends and the use of the amortised cost method as set out under the section “*METHOD OF CALCULATION*” to calculate the Stable NAV. The difference between such Stable NAV and the Net Asset Value per Share is monitored and published daily on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity). The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See “*Stable NAV Risk*”, “*Switch from a Stable NAV to a Net Asset Value per Share Risk*” and “*Market Risk*” under the section “*Principal Risks*”.

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable Net Asset Value per Share.

### Use of reverse repurchase agreements

The US Dollar Treasury Liquidity Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below.
Reverse repurchase transactions	25%	100%

### Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the US Dollar Treasury Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

**Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a Public Debt CNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.**

### Base Currency

The Base Currency of the Fund is the US Dollar.

## Dealing Day

The Dealing Day for the Fund is every Business Day on which banks in New York are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing day may also include any other day notified in advance to the Shareholders.

## Dealing Deadline

The Dealing Deadline is 4:00 pm Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

## Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”. By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of Institutional (+1) Accumulation Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

## Valuation Point

The Valuation Point is 4:00 pm Eastern Standard Time on each Dealing Day.

## Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows:

Shares	Distribution Policy	Minimum Initial Subscription	Minimum Additional Subscription	Minimum Holding	Management Fee
<b>Institutional</b>	Distributing	US \$1 million	None	US \$1,000	0.20%
<b>Qualified</b>	Distributing	US \$1 million	None	US \$1,000	0.20%

<b>Institutional Select</b>	Distributing	US \$750,000	None	US \$1,000	0.25%
<b>Administrative</b>	Distributing	US \$500,000	None	US \$1,000	0.30%
<b>Advisory</b>	Distributing	US \$250,000	None	US \$1,000	0.45%
<b>Advantage</b>	Distributing	US \$250,000	None	US \$1,000	0.45%
<b>MS Reserve</b>	Distributing	None	None	US \$1,000	Nil
<b>Capital</b>	Distributing	US \$100 million	None	US \$1,000	0.15%
<b>NR</b>	Distributing	US \$250 million	None	US \$1,000	0.10%
<b>LF</b>	Distributing	US \$500 million	None	US \$1,000	0.06%
<b>Institutional Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Institutional (+1) Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	US \$750,000	None	US \$1,000	0.25%
<b>Administrative Accumulation</b>	Accumulation	US \$500,000	None	US \$1,000	0.30%
<b>Advisory Accumulation</b>	Accumulation	US \$250,000	None	US \$1,000	0.45%
<b>Advantage Accumulation</b>	Accumulation	US \$250,000	None	US \$1,000	0.45%
<b>MS Reserve Accumulation</b>	Accumulation	None	None	US \$1,000	Nil
<b>Capital Accumulation</b>	Accumulation	US \$100 million	None	US \$1,000	0.15%
<b>NR Accumulation</b>	Accumulation	US \$250 million	None	US \$1,000	0.10%
<b>LF Accumulation</b>	Accumulation	US \$500 million	None	US \$1,000	0.06%

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV.

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the US Dollar Treasury Liquidity Fund.

There is no Preliminary Charge payable. Liquidity fees, redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section “*LIQUIDITY MANAGEMENT*” and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a “**redemption gate**”) under the circumstances and in the conditions described under section “*LIQUIDITY MANAGEMENT*”.

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.

## MS LIQUIDITY FUNDS – US DOLLAR VNAV LIQUIDITY FUND

### Investment Objective

The US Dollar VNAV Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The US Dollar VNAV Liquidity Fund is classified as a **Short-Term VNAV Money Market Fund**.

The US Dollar VNAV Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in US Dollars. The debt securities acquired will be listed or traded on Regulated Market or an Other Regulated Market. The US Dollar VNAV Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section “*INVESTMENT RESTRICTIONS*” of this Prospectus. The US Dollar VNAV Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with article 24 of the MMF Regulation.

The US Dollar VNAV Liquidity Fund may also enter into reverse repurchase agreements in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

**Net Asset Value per Share of this Fund will be calculated two times per Dealing Day.**

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.



### **Use of reverse repurchase agreements**

The US Dollar VNAV Liquidity Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below.
Reverse repurchase transactions	10%	100%

### **Risk Factor**

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

### **Base Currency**

The Base Currency of the Fund is the US Dollar.

### **Dealing Day**

The Dealing Day for the Fund is every Business Day on which banks in New York are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing day may also include any other day notified in advance to the Shareholders.

### **Dealing Deadline**

There are two Dealing Deadlines per Dealing Day for this Fund.

The first Dealing Deadline is 10:00 am Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

The second Dealing Deadline is 03:00 pm Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

### **Settlement Date**

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

The Settlement Date for subscriptions and redemptions of Institutional (+1) Accumulation Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

### Valuation Point

There are two Valuation Points per Dealing Day for this Fund.

The first Valuation Points is 10:00 am Eastern Standard Time on each Dealing Day.

The second Valuation Point is 3:00 pm Eastern Standard Time on each Dealing Day.

### Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows:

Shares	Distribution Policy	Minimum Initial Subscription	Minimum Additional Subscription	Minimum Holding	Management Fee
<b>Institutional</b>	Distributing	US \$1 million	None	US \$1,000	0.20%
<b>Qualified</b>	Distributing	US \$1 million	None	US \$1,000	0.20%
<b>Institutional Select</b>	Distributing	US \$750,000	None	US \$1,000	0.25%
<b>Administrative</b>	Distributing	US \$500,000	None	US \$1,000	0.30%
<b>Advisory</b>	Distributing	US \$250,000	None	US \$1,000	0.45%
<b>Advantage</b>	Distributing	US \$250,000	None	US \$1,000	0.45%
<b>MS Reserve</b>	Distributing	None	None	US \$1,000	Nil
<b>Institutional Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Institutional (+1) Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%

<b>Qualified Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	US \$750,000	None	US \$1,000	0.25%
<b>Administrative Accumulation</b>	Accumulation	US \$500,000	None	US \$1,000	0.30%
<b>Advisory Accumulation</b>	Accumulation	US \$250,000	None	US \$1,000	0.45%
<b>Advantage Accumulation</b>	Accumulation	US \$250,000	None	US \$1,000	0.45%
<b>MS Reserve Accumulation</b>	Accumulation	None	None	US \$1,000	Nil

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the US Dollar VNAV Liquidity Fund.

There is no Preliminary Charges payable. Redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose a redemption charge or exchange charge of up to 2% of the total redemption price of the Shares where the Board of Directors believes that this is appropriate to protect the interests of the Company.

Please refer to “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.

## MS LIQUIDITY FUNDS – US DOLLAR ULTRA SHORT INCOME FUND

### Investment Objective

The US Dollar Ultra Short Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The US Dollar Ultra Short Fund is classified as a **Standard VNAV Money Market Fund**.

The US Dollar Ultra Short Fund will seek to achieve its investment objective primarily by investing in high quality Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in US Dollars. The debt securities acquired will be listed or traded on Regulated Market or an Other Regulated Market. The US Dollar Ultra Short Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section “*INVESTMENT RESTRICTIONS*” of this Prospectus. The Fund will apply the portfolio rules applicable to Standard Money Market Fund in accordance with article 25 of MMF Regulation.

The US Dollar Ultra Short Fund may also enter into reverse repurchase agreements in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds or Standard Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than one hundred and eighty (180) days and a WAL of no more than three hundred and sixty-five (365) days.

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### Use of reverse repurchase agreements

The US Dollar Ultra Short Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below.
Reverse repurchase transactions	10%	100%

### **Risk Factor**

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

### **Base Currency**

The Base Currency of the Fund is the US Dollar.

### **Dealing Day**

The Dealing Day for the Fund is every Business Day on which banks in New York are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing day may also include any other day notified in advance to the Shareholders.

### **Dealing Deadline**

The Dealing Deadline is 4:00 pm Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

### **Settlement Date**

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

### **Valuation Point**

The Valuation Point is 4:00 pm Eastern Standard Time on each Dealing Day.

## Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows:

<b>Shares</b>	<b>Distribution Policy</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>	<b>Management Fee</b>
<b>Institutional</b>	Distributing	US \$1 million	None	US \$1,000	0.20%
<b>Qualified</b>	Distributing	US \$1 million	None	US \$1,000	0.20%
<b>Institutional Select</b>	Distributing	US \$750,000	None	US \$1,000	0.25%
<b>Qualified A</b>	Distributing	US \$1,000	None	US \$1,000	0.50%
<b>Institutional Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	US \$1 million	None	US \$1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	US \$750,000	None	US \$1,000	0.25%
<b>Qualified A Accumulation</b>	Accumulation	US \$1,000	None	US \$1,000	0.50%

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the US Dollar Ultra Short Fund.

There is no Preliminary Charges payable. Redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose a redemption charge or exchange charge of up to 2% of the total redemption price of the Shares where the Board of Directors believes that this is appropriate to protect the interests of the Company.

Please refer to “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.

## MS LIQUIDITY FUNDS – EURO LIQUIDITY FUND

### Investment Objective

The Euro Liquidity Fund’s investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The Euro Liquidity Fund is classified as a **Short-Term LVNAV Money Market Fund**.

The Euro Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in Euro. The debt securities acquired will be listed or traded on a Regulated Market or an Other Regulated Market. The Euro Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section “*INVESTMENT RESTRICTIONS*” of this Prospectus. The Euro Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with article 24 of the MMF Regulation.

The Euro Liquidity Fund may also enter into reverse repurchase agreements in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

### Typical Investor’s Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### Sub-Investment Adviser

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for the Euro Liquidity Fund pursuant to the Sub-Investment Advisory Agreement.

### Use of reverse repurchase agreements

The Euro Liquidity Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

### Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the Euro Liquidity Fund, a Stable NAV per Share will remain stable at **€1.00**, through the distribution of dividends and the use of the amortised cost method as set out under the section "*Method of Calculation*" to calculate the Stable NAV. The difference between such Stable NAV per Share and the Net Asset Value per Share is monitored and published daily on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity). The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See "*Stable NAV Risk*", "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" and "*Market Risk*" under the section "*PRINCIPAL RISKS*".

**Furthermore, in accordance with the provisions of MMF Regulation, investor's attention is drawn on the paragraph "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" under the section "*PRINCIPAL RISKS*" and on the fact that when the Stable NAV per Share deviates from the Net Asset Value per Share of such Class by more than 20 basis points, the following subscriptions, valuation and redemptions within such Class shall be undertaken at a variable price that shall be equal to the Net Asset Value per Share of such Class with no obligation to revert back to a Stable NAV once the deviation falls back under 20 basis points.**

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable NAV.

### Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the Euro Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be



affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

**Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "LIQUIDITY MANAGEMENT", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a LVNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.**

### **Base Currency**

The Base Currency of the Fund is the Euro.

### **Dealing Day**

The Dealing Day for the Fund is every Business Day which is **not designated as a TARGET closing day by the European Central Bank**. In addition, at the discretion of the Directors, a Business/Dealing Day may also include any other day notified in advance to the Shareholders.

### **Dealing Deadline**

The Dealing Deadline is 01:00 pm Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

### **Settlement Date**

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "LIQUIDITY MANAGEMENT". By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed

subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

### Valuation Point

The Valuation Point is 01:00 pm Greenwich Mean Time on each Dealing Day.

### Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows:

Shares	Distribution Policy	Minimum Initial Subscription	Minimum Additional Subscription	Minimum Holding	Management Fee
<b>Institutional</b>	Distributing	€1 million	None	€1,000	0.20%
<b>Qualified</b>	Distributing	€1 million	None	€1,000	0.20%
<b>Institutional Select</b>	Distributing	€750,000	None	€1,000	0.25%
<b>Administrative</b>	Distributing	€500,000	None	€1,000	0.30%
<b>Advisory</b>	Distributing	€250,000	None	€1,000	0.45%
<b>Advantage</b>	Distributing	€250,000	None	€1,000	0.45%
<b>MS Reserve</b>	Distributing	None	None	€1,000	Nil
<b>Institutional Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Institutional (+1) Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	€750,000	None	€1,000	0.25%
<b>Administrative Accumulation</b>	Accumulation	€500,000	None	€1,000	0.30%
<b>Advisory Accumulation</b>	Accumulation	€250,000	None	€1,000	0.45%
<b>Advantage Accumulation</b>	Accumulation	€250,000	None	€1,000	0.45%
<b>MS Reserve Accumulation</b>	Accumulation	None	None	€1,000	Nil

<b>Institutional Accumulation D</b>	Accumulation	€1 million	None	€10,000	0.20%
<b>Institutional Select Accumulation D</b>	Accumulation	€750,000	None	€10,000	0.25%
<b>MS Reserve Accumulation D</b>	Accumulation	None	None	€10,000	Nil
<b>Qualified Accumulation D</b>	Accumulation	€1 million	None	€10,000	0.20%
<b>Administrative Accumulation D</b>	Accumulation	€500,000	None	€10,000	0.30%
<b>Advisory Accumulation D</b>	Accumulation	€250,000	None	€10,000	0.45%
<b>Advantage Accumulation D</b>	Accumulation	€250,000	None	€10,000	0.45%

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV, provided that the difference between the calculated and published relevant Stable NAV and Net Asset Value per Share is less than 20 basis points.

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the Euro Liquidity Fund.

There is no Preliminary Charges payable. Liquidity fees, redemption charges or exchange charges are not normally payable but the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section “*LIQUIDITY MANAGEMENT*” and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a “**redemption gate**”) under the circumstances and in the conditions described under section “*LIQUIDITY MANAGEMENT*”.

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to section “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.

## MS LIQUIDITY FUNDS – EURO VNAV LIQUIDITY FUND

### Investment Objective

The Euro VNAV Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The Euro VNAV Liquidity Fund is classified as a **Short-Term VNAV Money Market Fund**.

The Euro VNAV Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in Euro. The debt securities acquired will be listed or traded on a Regulated Market or an Other Regulated Market. The Euro VNAV Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section “*INVESTMENT RESTRICTIONS*” of this Prospectus. The Euro VNAV Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with article 24 of the MMF Regulation.

The Euro VNAV Liquidity Fund may also enter into reverse repurchase agreements in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### Sub-Investment Adviser

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a

Sub-Investment Adviser for the Euro VNAV Liquidity Fund pursuant to the Sub-Investment Advisory Agreement.

### Use of reverse repurchase agreements

The Euro VNAV Liquidity Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

### Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

### Base Currency

The Base Currency of the Fund is the Euro.

### Dealing Day

The Dealing Day for the Fund is every Business Day which **is not designated as a TARGET closing day by the European Central Bank**. In addition, at the discretion of the Directors, a Business/Dealing Day may also include any other day notified in advance to the Shareholders.

### Dealing Deadline

The Dealing Deadline is 01:00 pm Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

### Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed

subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

The Settlement Date for subscriptions and redemptions of Institutional (+1) Accumulation Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

## Valuation Point

The Valuation Point is 12:00 pm Greenwich Mean Time on each Dealing Day.

## Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows:

Shares	Distribution Policy	Minimum Initial Subscription	Minimum Additional Subscription	Minimum Holding	Management Fee
<b>Institutional</b>	Distributing	€1 million	None	€1,000	0.20%
<b>Qualified</b>	Distributing	€1 million	None	€1,000	0.20%
<b>Institutional Select</b>	Distributing	€750,000	None	€1,000	0.25%
<b>Administrative</b>	Distributing	€500,000	None	€1,000	0.30%
<b>Advisory</b>	Distributing	€250,000	None	€1,000	0.45%
<b>Advantage</b>	Distributing	€250,000	None	€1,000	0.45%
<b>MS Reserve</b>	Distributing	None	None	€1,000	Nil
<b>Institutional Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Institutional (+1) Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	€750,000	None	€1,000	0.25%
<b>Administrative Accumulation</b>	Accumulation	€500,000	None	€1,000	0.30%

<b>Advisory Accumulation</b>	Accumulation	€250,000	None	€1,000	0.45%
<b>Advantage Accumulation</b>	Accumulation	€250,000	None	€1,000	0.45%
<b>MS Reserve Accumulation</b>	Accumulation	None	None	€1,000	Nil
<b>Institutional Accumulation D</b>	Accumulation	€1 million	None	€10,000	0.20%
<b>Institutional Select Accumulation D</b>	Accumulation	€750,000	None	€10,000	0.25%
<b>MS Reserve Accumulation D</b>	Accumulation	None	None	€10,000	Nil
<b>Qualified Accumulation D</b>	Accumulation	€1 million	None	€10,000	0.20%
<b>Administrative Accumulation D</b>	Accumulation	€500,000	None	€10,000	0.30%
<b>Advisory Accumulation D</b>	Accumulation	€250,000	None	€10,000	0.45%
<b>Advantage Accumulation D</b>	Accumulation	€250,000	None	€10,000	0.45%

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the Euro VNAV Liquidity Fund.

There is no Preliminary Charge payable. Redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose redemption charge or exchange charge of up to 2% of the total redemption price of the Shares where the Board of Directors believes that this is appropriate to protect the interests of the Company.

Please refer to section “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.



## MS LIQUIDITY FUNDS – EURO ULTRA SHORT INCOME FUND

### Investment Objective

The Euro Ultra Short Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The Euro Ultra Short Fund is classified as a **Standard VNAV Money Market Fund**.

The Euro Ultra Short Fund will seek to achieve its investment objective primarily by investing in high quality Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in Euro. The debt securities acquired will be listed or traded on Regulated Market or an Other Regulated Market. The Euro Ultra Short Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section "*INVESTMENT RESTRICTIONS*" of this Prospectus. The Fund will apply the portfolio rules applicable to Standard Money Market Fund in accordance with article 25 of the MMF Regulation.

The Euro Ultra Short Fund may also enter into reverse repurchase agreements in accordance with the "*INVESTMENT RESTRICTIONS*" of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds or Standard Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than one hundred and eighty (180) days and a WAL of no more than three hundred and sixty-five (365) days.

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### Sub-Investment Adviser

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for the Euro Ultra Short Fund pursuant to the Sub-Investment Advisory Agreement.

### Use of reverse repurchase agreements

The Euro Ultra Short Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

### Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

### Base Currency

The Base Currency of the Fund is the Euro.

### Dealing Day

The Dealing Day for the Fund is every Business Day which **is not designated as a TARGET closing day by the European Central Bank**. In addition, at the discretion of the Directors, a Business/Dealing Day may also include any other day notified in advance to the Shareholders.

### Dealing Deadline

The Dealing Deadline is 01:00 pm Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

### Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

## Valuation Point

The Valuation Point is 01:00 pm Greenwich Mean Time on each Dealing Day.

## Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows:

Shares	Distribution Policy	Minimum Initial Subscription	Minimum Additional Subscription	Minimum Holding	Management Fee
<b>Institutional</b>	Distributing	€1 million	None	€1,000	0.20%
<b>Qualified</b>	Distributing	€1 million	None	€1,000	0.20%
<b>Institutional Select</b>	Distributing	€750,000	None	€1,000	0.25%
<b>Qualified A</b>	Distributing	€1,000	None	€1,000	0.50%
<b>Institutional Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	€1 million	None	€1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	€750,000	None	€1,000	0.25%
<b>Qualified A Accumulation</b>	Accumulation	€1,000	None	€1,000	0.50%

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the Euro Ultra Short Fund.

There is no Preliminary Charges payable. Redemption charges or exchange charges are not normally payable but the Board of Directors reserves the right at its sole discretion to impose a redemption charge or exchange charge of up to 2% of the total redemption price of the Shares where the Board of Directors believes that this is appropriate to protect the interests of the Company.

Please refer to section “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.

## MS LIQUIDITY FUNDS – STERLING LIQUIDITY FUND

### Investment Objective

The Sterling Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The Sterling Liquidity Fund is classified as a **Short-Term LVNAV Money Market Fund**.

The Sterling Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in Sterling. The debt securities acquired will be listed or traded on stock exchanges or a Regulated Market or an Other Regulated Market. The Sterling Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section “*INVESTMENT RESTRICTIONS*” of this Prospectus. The Sterling Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with article 24 of the MMF Regulation.

The Sterling Liquidity Fund may also enter into reverse repurchase agreements in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the Sterling Liquidity Fund, a Stable NAV per Share will remain stable at **£1.00**, through the distribution of dividends and the use of the amortised cost method as set out under the section

“*Method of Calculation.*” to calculate the Stable NAV. The difference between such Stable NAV per Share and the Net Asset Value per Share is monitored and published daily on the following website [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity). The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See “*Stable NAV Risk*”, “*Switch from a Stable NAV to a Net Asset Value per Share Risk*” and “*Market Risk*” under the section “*PRINCIPAL RISKS*”.

**Furthermore, in accordance with the provisions of MMF Regulation, investor’s attention is drawn on the paragraph “Switch from a Stable NAV to a Net Asset Value per Share Risk” under the section “PRINCIPAL RISKS” and on the fact that when the Stable NAV per Share deviates from the Net Asset Value per Share of such Class by more than 20 basis points, the following subscriptions, valuation and redemptions within such Class shall be undertaken at a variable price that shall be equal to the Net Asset Value per Share of such Class with no obligation to revert back to a Stable NAV once the deviation falls back under 20 basis points.**

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable NAV.

#### **Sub-Investment Adviser**

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for the Sterling Liquidity Fund pursuant to the Sub-Investment Advisory Agreement.

#### **Use of reverse repurchase agreements**

The Sterling Liquidity Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund’s Net Asset Value indicated below.	The principal amount of the Fund’s assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund’s Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

#### **Risk Factor**

The general risk factors as set out under section “*PRINCIPAL RISKS*” apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the Sterling Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding

the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

**Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a LVNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.**

### **Base Currency**

The Base Currency of the Fund is the Pound Sterling.

### **Dealing Day**

The Dealing Day for the Fund is every Business Day on which banks in London are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing Day may also include any other day notified in advance to the Shareholders.

### **Dealing Deadline**

The Dealing Deadline is 01:00 pm Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

### **Settlement Date**

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*". By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of Institutional (+1) Accumulation Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed

subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

### **Valuation Point**

The Valuation Point is 01:00 pm Greenwich Mean Time on each Dealing Day.

### **Characteristics of the Shares**

The characteristics of the Shares of the Fund will be as follows:

<b>Shares</b>	<b>Distribution Policy</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>	<b>Management Fee</b>
<b>Institutional Plus</b>	Distributing	£5 million	None	£1,000	0.10%
<b>Institutional</b>	Distributing	£1 million	None	£1,000	0.20%
<b>Qualified</b>	Distributing	£1 million	None	£1,000	0.20%
<b>Institutional Select</b>	Distributing	£750,000	None	£1,000	0.25%
<b>Administrative</b>	Distributing	£500,000	None	£1,000	0.30%
<b>Advisory</b>	Distributing	£250,000	None	£1,000	0.45%
<b>Advantage</b>	Distributing	£250,000	None	£1,000	0.45%
<b>MS Reserve</b>	Distributing	None	None	£1,000	Nil
<b>Institutional Plus Accumulation</b>	Accumulation	£5 million	None	£1,000	0.10%
<b>Institutional Accumulation</b>	Accumulation	£1 million	None	£1,000	0.20%
<b>Institutional (+1) Accumulation</b>	Accumulation	£1 million	None	£1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	£1 million	None	£1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	£750,000	None	£1,000	0.25%
<b>Administrative Accumulation</b>	Accumulation	£500,000	None	£1,000	0.30%
<b>Advisory Accumulation</b>	Accumulation	£250,000	None	£1,000	0.45%
<b>Advantage Accumulation</b>	Accumulation	£250,000	None	£1,000	0.45%

<b>MS Reserve Accumulation</b>	Accumulation	None	None	£1,000	Nil
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The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV, provided that the difference between the calculated and published relevant Stable NAV and Net Asset Value per Share is less than 20 basis points.

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the Sterling Liquidity Fund.

There is no Preliminary Charge payable. Liquidity fees, redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section “*LIQUIDITY MANAGEMENT*” and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a “**redemption gate**”) under the circumstances and in the conditions described under section “*LIQUIDITY MANAGEMENT*”.

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to section “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.



## MS LIQUIDITY FUNDS – STERLING VNAV LIQUIDITY FUND

### Investment Objective

The Sterling VNAV Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

### Investment Policy

The Sterling VNAV Liquidity Fund is classified as a **Short-Term VNAV Money Market Fund**.

The Sterling VNAV Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in Sterling. The debt securities acquired will be listed or traded on stock exchanges or a Regulated Market or an Other Regulated Market. The Sterling VNAV Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in article 50(1) of UCITS Directive and under section “*INVESTMENT RESTRICTIONS*” of this Prospectus. The Sterling VNAV Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with article 24 of the MMF Regulation.

The Sterling VNAV Liquidity Fund may also enter into reverse repurchase agreements in accordance with the “*INVESTMENT RESTRICTIONS*” of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

It may invest in time deposits and also hold ancillary liquid assets.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

**Net Asset Value per Share of this Fund will be calculated two times per Dealing Day.**

### Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

### **Sub-Investment Adviser**

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for the Sterling VNAV Liquidity Fund pursuant to the Sub-Investment Advisory Agreement.

### **Use of reverse repurchase agreements**

The Sterling VNAV Liquidity Fund may enter into reverse repurchase agreements in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

### **Risk Factor**

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

### **Base Currency**

The Base Currency of the Fund is the Pound Sterling.

### **Dealing Day**

The Dealing Day for the Fund is every Business Day on which banks in London are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing day may also include any other day notified in advance to the Shareholders.

### **Dealing Deadline**

There are two Dealing Deadlines per Dealing Day for this Fund.

The first Dealing Deadline is 10:30 am Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

The second Dealing Deadline is 01:00 pm Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

### Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of Institutional (+1) Accumulation Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

The Settlement Date for subscriptions and redemptions of Institutional (+1) Accumulation Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section “*LIQUIDITY MANAGEMENT*”.

### Valuation Point

There are two Valuation Points per Dealing Day for this Fund.

The first Valuation Points is 10:30 am Greenwich Mean Time on each Dealing Day.

The second Valuation Point is 01:00 pm Greenwich Mean Time on each Dealing Day.

### Characteristics of the Shares

The characteristics of the Shares of the Fund will be as follows:

Shares	Distribution Policy	Minimum Initial Subscription	Minimum Additional Subscription	Minimum Holding	Management Fee
<b>Institutional Plus</b>	Distributing	£5 million	None	£1,000	0.10%
<b>Institutional</b>	Distributing	£1 million	None	£1,000	0.20%
<b>Qualified</b>	Distributing	£1 million	None	£1,000	0.20%
<b>Institutional Select</b>	Distributing	£750,000	None	£1,000	0.25%
<b>Administrative</b>	Distributing	£500,000	None	£1,000	0.30%

<b>Advisory</b>	Distributing	£250,000	None	£1,000	0.45%
<b>Advantage</b>	Distributing	£250,000	None	£1,000	0.45%
<b>MS Reserve</b>	Distributing	None	None	£1,000	Nil
<b>Institutional Plus Accumulation</b>	Accumulation	£5 million	None	£1,000	0.10%
<b>Institutional Accumulation</b>	Accumulation	£1 million	None	£1,000	0.20%
<b>Institutional (+1) Accumulation</b>	Accumulation	£1 million	None	£1,000	0.20%
<b>Qualified Accumulation</b>	Accumulation	£1 million	None	£1,000	0.20%
<b>Institutional Select Accumulation</b>	Accumulation	£750,000	None	£1,000	0.25%
<b>Administrative Accumulation</b>	Accumulation	£500,000	None	£1,000	0.30%
<b>Advisory Accumulation</b>	Accumulation	£250,000	None	£1,000	0.45%
<b>Advantage Accumulation</b>	Accumulation	£250,000	None	£1,000	0.45%
<b>MS Reserve Accumulation</b>	Accumulation	None	None	£1,000	Nil

The Management Fee is calculated as a percentage of the Net Asset Value per annum.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the Sterling VNAV Liquidity Fund.

There is no Preliminary Charges payable. Redemption charges or exchange charges are not normally payable but the Board of Directors reserves the right at its sole discretion to impose a redemption charge or exchange charge of up to 2% of the total redemption price of the Shares where the Board of Directors believes that this is appropriate to protect the interests of the Company.

Please refer to section “*CHARGES AND EXPENSES*” for general information on fees and expenses applicable to the Fund and the Company.

**APPENDIX 1 – List of delegates and sub-delegates of the Depositary**

<b>Country</b>	<b>Sub-delegates acting as local sub-custodian</b>
<b>France</b>	BNP Paribas Securities Services S.C.A.
<b>U.K.</b>	The Bank of New York Mellon
<b>U.S.A.</b>	The Bank of New York Mellon

<b>Country</b>	<b>Directed delegate</b>
<b>U.S.A.</b>	JP Morgan Chase Bank N.A. and The Bank of New York Mellon

## APPENDIX 2 – Data Protection Notification

a) In accordance with the provisions of the EU Regulation n°2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the “GDPR”) and the law of 1<sup>st</sup> August 2018 on the organization of the National Commission for Data protection and the general regime on data protection, as may be amended or replaced and all applicable laws (together, the “**Data Protection Laws**”), the Company, acting as “data controller” within the meaning of the Data Protection Laws, hereby informs prospective investors and holders of shares in the Company (together, “**Shareholders**”, and each a “**Shareholder**”) that personal data provided by each Shareholder to the Company (“**Personal Data**”, as defined in paragraph (b), below) may be collected, recorded, stored, adapted, shared, transferred or otherwise processed, by electronic means or otherwise, for the following purposes (each a “**Processing Purpose**”):

- 1) to enable and process the subscription and redemption of Shares in the Company by investors, including (without limitation) the facilitation and processing of payments by and to the Company (including the payment of subscription monies and redemption proceeds, the payment of fees by and to Shareholders and the payment of distributions on Shares), and generally to enable and give effect to the participation of investors in the Company;
- 2) to enable an account to be maintained of all payments referenced in sub-paragraph (1), above;
- 3) to enable the maintaining of a register of Shareholders in accordance with applicable laws;
- 4) to carry out or to facilitate the carrying out with respect to Shareholders of credit, money laundering, due diligence and conflict checks for the purposes of fraud, money-laundering, financial crime prevention and tax identification laws (including FATCA and CRS and applicable anti-money laundering laws), and generally to enable the Company to comply with its legal obligations arising in connection therewith;
- 5) to enable the Company to perform controls in respect of late trading and market timing practices;
- 6) to facilitate the provision to the Company of services by the service providers referenced in this Prospectus, including (without limitation) the authorisation or confirmation of billing transactions and payments by and to the Company;
- 7) to facilitate the operational support and development necessary to the Company’s investment objectives and strategies with respect to its Funds, including (without limitation) the Company’s risk management processes, and

the evaluation of services provided to the Company by third-party service providers;

- 8) in relation to any litigation, disputes or contentious matter in which the Company is involved;
- 9) to comply with legal and regulatory requests made to the Company anywhere in the world;
- 10) to facilitate reporting, including (without limitation) transaction reporting to, and audits by, national and international regulatory, enforcement or exchange bodies, and tax authorities (including the Luxembourg Tax Authority) and the compliance by the Company with court orders associated therewith;
- 11) for the Monitoring Purposes defined and specified in Section (e) below; and
- 12) for direct marketing purposes specified in Section (g) below.

The Company may not collect Personal Data without a valid legal ground. Accordingly, the Company will only process and use Personal Data:

- a) if necessary to enter into, to execute or to carry out a contract with each Shareholder for the services or products required by the Shareholder (as described in Processing Purposes 1 to 3 inclusive, above);
  - b) if necessary for the Company's legitimate interests, provided in each case that such interests are not overridden by the privacy interests of impacted individuals. The Company's legitimate interests are described in the Processing Purposes 5, 6, 7, 8, 11 and 12, above;
  - c) to exercise and defend the Company's legal rights anywhere in the world as described in Processing Purpose 8 above; and
  - d) if necessary to comply with legal obligations, (including any legal or regulatory guidance, codes or opinions), applicable to the Company anywhere in the world as described in Processing Purposes 4, 9 and 10 above.
- b) **“Personal Data”** includes data that is personal to a Shareholder (whether a Shareholder is a natural or a legal person) and which the Company obtains directly from a Shareholder and/or indirectly from a data processor, such as personal details (including, at a minimum, a Shareholder's name, legal organization, country of residence, address and contact details) and financial account information. Some of this information will be publicly accessible.

Shareholders undertake and guarantee to process Personal Data and to supply such Personal Data to the Company in compliance with the Data Protection Law, including, where appropriate, informing the data subjects acting as their agents, employees, representatives and/or beneficial owners of the contents of the present section, in accordance with Articles 13 and 14 of the GDPR.

Under certain conditions set out under the Data Protection Laws, a Shareholder shall have the right:

- (i) to access to his/her/its Personal Data;
- (ii) to correct or amend his/her/its Personal Data when such Personal Data is inaccurate or incomplete;
- (iii) to object to the processing of his/her/its Personal Data;
- (iv) to restrict processing of his/her/its Personal Data;
- (v) to refuse at his/her/its own discretion to provide his/her/its Personal Data to the Company;
- (vi) to request the erasure of his/her/its Personal Data; and
- (vii) to request the portability of his/her/its Personal Data in accordance with the Data Protection Laws.

Shareholders should note in particular that a refusal to provide Personal Data to the Company may result in the Company being required to reject an application for Shares in the Company.

Shareholders may exercise these rights by contacting the Company at [dataprotectionoffice@morganstanley.com](mailto:dataprotectionoffice@morganstanley.com). In addition to exercising these rights, Shareholders have a right to lodge a complaint in connection with matters concerning the processing and protection of Personal Data with the Company at [dataprotectionoffice@morganstanley.com](mailto:dataprotectionoffice@morganstanley.com), without prejudice to their ability to submit a complaint to the National Commission for Data Protection in Luxembourg (the “CNPD”): : 1, Avenue du Rock’n’Roll, L-4361 Esch-sur-Alzette, Grand-Duchy of Luxembourg; or with any competent data protection supervisory authority in their EU Member State of residence.

- c) For any Processing Purpose, the Company will delegate the processing of Personal Data, in accordance with the Data Protection Laws, to other parties, including its affiliates, the Management Company, the Investment Adviser, the Sub-Investment Adviser, the Administrator, the Domiciliary Agent, the Depositary and the Distributor, together with parties to which the Company and/or the Management Company may assign or novate Personal Data, in addition to national and international regulatory, enforcement or exchange bodies or courts anywhere in the world as required by applicable laws or at their request (each a “**Data Processor**”, and together the “**Data Processors**”).



A Data Processor may, subject to the approval of the Company, sub-delegate the processing of Personal Data (and, pursuant to such sub-delegation, the transfer thereof) to its parent company or organization, affiliates, branch offices or third party agents (together, the “**Delegates**”).

The Data Processors named above are located in Luxembourg, with the exception of the Management Company, the Sub-Investment Adviser and the Distributor (which are located in the United Kingdom) and the Investment Adviser (which is located in the United States of America). When Delegates are located in countries outside of the European Economic Area (EEA), and where data protection laws may not provide an equivalent level of protection, the Data Processor, with the supervision of the Company, will ensure (i) that it has put in place appropriate data transfer mechanisms, and (ii) if applicable, that the Delegate has put in place appropriate data transfer mechanisms, in each case such as European Commission Standard Contractual Clauses. Shareholders can obtain a copy of the relevant data transfer mechanism by contacting the Company at [dataprotectionoffice@morganstanley.com](mailto:dataprotectionoffice@morganstanley.com).

The Company will disclose Personal Data to the Luxembourg tax authority, which in turn, acting as data controller, may disclose that Personal Data to foreign tax authorities.

- d) In compliance with the Data Protection Laws, the Company will retain Personal Data in an identifiable form in accordance with the Company’s information management policy which establishes general standards and procedures regarding the retention, handling and disposal of Personal Data. Personal Data shall not be retained for longer than is necessary with regard to the Processing Purposes, subject to any limitation periods imposed by law. Upon request, the Company will provide a Shareholder with more information on the exact retention periods applying to its Personal Data. The retention period may be extended in the sole discretion of the Company if the Company is required to preserve Personal Data in connection with litigation, regulatory investigations and legal proceedings.
- e) To the extent permitted by the Data Protection Laws, the Company and the Management Company (acting as “data controller” within the meaning of the Data Protection Laws) will access, review, disclose, intercept, monitor and record (together, “**Monitoring**”) (i) verbal and electronic messaging and communications (for example, and without limitation, telephone, sms, instant message, email, Bloomberg and any other electronic or recordable communications) with a Shareholder or Shareholders’ agent (together, “**Communications**”), and (ii) a Shareholder’s use of technology owned, provided or made accessible by the Company and the Management Company, including (without limitation) systems that facilitate Communications with Shareholders, information processing, transmission, storage and access, including remote access (together, “**Systems**”).

To the extent permitted by the Data Protection Laws, the Company and the Management Company will subject Communications and Systems to Monitoring only for the following purposes (together, “**Monitoring Purposes**”):

1. to establish the existence of facts (e.g., keeping records of transactions);
2. to ascertain compliance with regulatory or self-regulatory practices or procedures which are applicable to the Company and/or the Management Company;
3. to ascertain or demonstrate standards which are achieved or ought to be achieved by persons using Systems, including compliance with any terms of use associated with Systems;
4. to prevent, detect or investigate crime, money laundering, fraud, financial crime and/or other breaches of applicable law;
5. to comply with applicable laws and regulations, any material contract and any applicable policies and procedures;
6. to safeguard against the loss, theft, unauthorised and unlawful collection, use, disclosure, destruction or other processing or misuse of confidential and proprietary information;
7. to prevent, detect or investigate unauthorised use of Systems and/or data (e.g., Monitoring to ensure compliance with the policies and procedures of the Company and/or the Management Company, including without limitation those relating to information security and cyber security);
8. to ensure the effective operation of Systems (including telephones, email and internet) systems;
9. for support and administration purposes;
10. to assist with investigations, complaints, requests by regulators and other persons, litigation, arbitration or mediation; and
11. in particular, in the course of the operational support and development of the business of the Company and/or the Management Company, such as to evaluate the quality of customer service, and efficiency, cost and risk management purposes.

Monitoring will be conducted by the Company and/or the Management Company using various methods, including: (i) the use of “intelligent” automated monitoring tools; (ii) IT filtering tools which randomly review Systems; (iii) random monitoring of Systems, e.g. by authorised supervisors randomly joining on-going telephone calls on sales and trading floors; (iv) specific monitoring of Systems, e.g. in relation to investigations, regulatory requests, subject access requests, litigation, arbitration or mediation; (v) data

tracking, aggregation and analysis tools that collect data from various sources to extrapolate linkages and/or detect behavioural patterns, interactions or preferences for analysis (including predictive analysis); and/or (vi) using other similar Monitoring technology that may become available from time to time.

The Company and/or the Management Company also use cookies and similar technologies to collect information about Shareholders as part of and/or in connection with services provided by them or in connection with any System owned or provided by them. By accessing or using services or a System, a Shareholder signifies his/her/its understanding that the Company and/or the Management Company will use such cookies and similar technologies as detailed in the Company's privacy policy, and that if the Shareholder chooses to reject such cookies, some or all parts of the services or the relevant System may not function properly or may not be accessible. To find out more about how the Company and/or the Management Company uses cookies and similar technologies, how the Company and/or the Management Company processes the information obtained through cookies, and how a Shareholder may reject cookies, see the Company's privacy policy at [www.morganstanley.com/privacy\\_pledge](http://www.morganstanley.com/privacy_pledge).

- f) Any documentation or records relating to the Monitoring of Systems shall be *prima facie* evidence of any instructions, orders or communications that have been subjected to Monitoring, and Shareholders agree that such records shall be admissible as such in any legal proceedings. Furthermore, Shareholders confirm that they will not use, file, or cite as a reason for objecting to the admission of such records as evidence in any legal proceedings either that the records are not originals, or are not in writing, or are documents produced by a computer. The Company and/or the Management Company will retain such records in accordance with its operational procedures which may change from time to time in its absolute discretion; however, such records shall not be held by the Company for longer than is necessary with regard to the Monitoring Purposes, subject to any limitation periods imposed by law. Shareholders are hereby informed that this record keeping should not be deemed to be a substitute for his/her/its own keeping of adequate records in accordance with any applicable rules or regulations to which he/she/it is subject.
- g) If there are any products or services that the Company and/or the Management Company believes may be of particular interest to a Shareholder, whether provided or sponsored by the Company and/or the Management Company or their respective affiliates, or by third party investment services providers (for example, a fund manager or insurance service provider not affiliated with the Company, the Management Company or their respective affiliates), the Company, the Management Company or their respective affiliates may contact that Shareholder (by means which may include mail, email, sms and telephone), including outside standard working hours. When required by the Data Protection Laws, a Shareholder's prior consent will be requested before its Personal Data is used to make or facilitate direct marketing of this nature. If a

Shareholder does not wish the Company, the Management Company or their respective affiliates to use its Personal Data in this way, or does not wish to provide Personal Data for such direct marketing purposes, the Shareholder may notify the Company, the Management Company or their respective affiliates at any time in accordance with section (b) above or as directed in any marketing materials that may be received by Shareholders. Please note that if a Shareholder does not wish to be contacted for such purposes, the Company, the Management Company or their respective affiliates may need or be required to limit the range of products and services which they will offer or be able to offer to that Shareholder, or may not be able to open an account for that Shareholder or continue their relationship with that Shareholder. In this respect, each Shareholder has a right to object to the use of his/her/its Personal Data for marketing purposes. This objection must be made in writing by letter addressed to the Company, the Management Company or their respective affiliates at European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, or at [cslux@morganstanley.com](mailto:cslux@morganstanley.com).

Before providing the Company and/or the Management Company with access to, or permitting any access to, or permitting the processing of, Personal Data which contains any data regarding an individual in connection with this Prospectus, a Shareholder should ensure that: (i) the individual understands that the Shareholder will be providing their Personal Data to the Company, the Management Company or their respective affiliates; (ii) the individual has been provided with the information set out herein regarding the collection, use, processing, disclosure and overseas transfer of Personal Data, the use of Personal Data for direct marketing purposes, and the possibility of monitoring or recording of their or their agent's communications by the Company, the Management Company or their respective affiliates (in each case if permitted by the Data Protection Laws); (iii) if required, the individual has provided their consent to the processing by the Company, the Management Company or their respective affiliates of their Personal Data or that another legal basis to process Personal Data is satisfied; and (iv) the individual is aware of their data protection right.

### **APPENDIX 3 – List of International Public Entities**

Pursuant to Article 17.7 of the MMF Regulation, the Fund may consider investing, in accordance with the principle of risk spreading, up to 100% of its assets in Money Market Instruments issued or guaranteed separately or jointly by International Public Entities. The fund will in particular invest in European Public Entities and central authorities or central banks of the following countries:

- Australia;
- Canada;
- Chile;
- Iceland;
- Israël;
- Japan;
- Korea;
- Mexico;
- New Zealand;
- Norway;
- Switzerland;
- Turkey; and
- United States.