

## Prospectus SKAGEN m<sup>2</sup> Verdipapirfond, org.nr. 998 738 873 (established 31 October 2012)

### 1. Storebrand Asset Management AS

#### 1.1 Legal matters

Storebrand Asset Management AS was founded on 01.07.1981 and is registered in the Register of Business Enterprises with org. no. 930 208 868. On 01.07.1981 the company was authorised by the Financial Supervisory Authority of Norway to manage securities funds. The company manages the following different fund categories; equity funds, fixed income funds and balanced funds. The funds are managed according to different mandates within their respective categories. For more information about which funds are managed by the company, please refer to [www.storebrand.com](http://www.storebrand.com) or contact the company directly. The company's registered address is Professor Kohtsvei 9, N-1366 Lysaker. The company is authorised to market SKAGEN m<sup>2</sup> in Norway, Sweden, Denmark, Finland, the Netherlands, Luxembourg, Iceland, the UK, Ireland, the Faroe Islands, Germany, France and Belgium.

Changes in the marketing of the Fund or the termination of the marketing of the Fund in the above mentioned markets may not be carried out until Storebrand Asset Management AS has provided written notification to the financial authorities in the relevant host countries. Unit holders will be informed via our web pages.

#### 1.2 Ownership

The company is 100 percent owned by Storebrand ASA.

#### 1.3 Board of Directors

##### Shareholder-elected representatives:

Odd Arild Grefstad (Chairman)  
Lars Aasulv Løddesøl  
Jenny Rundbladh (deputy)  
Lars-Erik Eriksen (deputy)

##### Unitholder-elected representatives:

Sverre Dale Moen  
Brita Cathrine Knutson  
Sondre Gullord Gråff (deputy)

##### Employee-elected representatives:

Hilde Marit Lodvir Hengebøl  
Karsten Solberg

In 2022, the members of the board received a total of NOK 694.000 in remuneration for the position. Board remuneration is not paid to shareholder-elected board members employed by the Storebrand Group.

#### 1.4 Managing director

Jan Erik Saugestad

Compensation to CEO amounted to NOK 7.201.000 in 2022.

#### 1.5 Remuneration scheme

The remuneration scheme in Storebrand Asset Management AS consists of fixed salary and variable remuneration. Fixed salary is determined on the basis of a market-based assessment, and the variable remuneration is based on a comprehensive assessment of the team's and individual employee's results, including achieved relative returns where relevant. A more detailed description of the scheme is available at [www.storebrand.com/sam/international/asset-management/legal](http://www.storebrand.com/sam/international/asset-management/legal). Paper copy is sent free of charge on request.

### 2. Articles of Association for the fund SKAGEN m<sup>2</sup>

#### § 1 The name of the securities fund and of management company

The securities fund SKAGEN m<sup>2</sup> is managed by the management company Storebrand Asset Management AS. The Fund is authorised in Norway and is regulated by the Financial Supervisory Authority of Norway. The Fund is regulated in accordance with the Norwegian Securities Fund Act no 44 of 25 November 2011 ("the Norwegian Securities Funds Act").

#### § 2 UCITS fund

The Fund is a UCITS fund which complies with the investment regulations in chapter 6 of the Norwegian Securities Fund Act, and the regulations on subscription and redemption in § 4-9 (1) and § 4-12 (1).

### § 3 Rules for the investment of the securities fund's assets

#### 3.1 The fund's investment universe and risk profile

The Fund is an equity fund according to the definitions issued by the Norwegian Fund and Asset Management Association. The Fund mainly invests in shares issued by companies worldwide which engage in activities associated with real estate.

The Fund is normally characterised by a relatively high risk of fluctuations (volatility). The risk profile is described in greater detail in the Fund's Key Information Document.

The Fund's investment mandate is described in greater detail in this prospectus.

#### 3.2 General information about the investment universe

The Fund's assets may be invested in the following financial instruments and/or deposits in banks and financial institutions:

Negotiable securities	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Securities fund units	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Money market instruments	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Derivatives	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Deposits in banks and financial institutions	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> no

Investment in other securities funds may not exceed 10 percent of the fund's assets:  yes  no

Irrespective of the investment alternatives stated in the present article the fund may hold liquid assets.

Securities funds invested in may themselves invest a maximum of 10 percent of the fund's assets in securities fund units:  yes  no

Investment in securities funds which are not UCITS shall comply with the requirements in the Securities Funds Act § 6-2 (2) and in total not exceed 10 percent of the fund's assets:  yes  no

The Fund's assets can be invested in money market instruments that are normally traded in the money market, are liquid and can be valued at any time:  yes  no

The Fund may use the following derivatives: options, forward contracts and swaps. The underlying financial instrument to the derivative shall be financial instruments as mentioned above in point 3.2 first paragraph, indices with financial instruments specified in point 3.2 first paragraph as or interest, currency or exchange rates as.

The expected risk and expected performance of the Fund's underlying security portfolio is reduced as a result of the derivative investments.

The Fund's investments in securities fund units together with other investments shall conform to the current articles of association.

#### 3.3 Liquidity requirements

The Fund's assets may be invested in financial instruments which:

- are admitted to official quotation or are traded on a regulated market in an EEA state, including a Norwegian regulated market, as defined in Directive 2014/65/EU Art. 4 (1) point 21 and the Securities Trading Act 2-7 (4).  yes  no
- traded on another regularly functioning regulated market, which is open to the public in a country which is party to the EEA agreement.  yes  no
- is officially listed on the stock exchange in a country outside the EEA or which is traded in such countries on another regularly functioning regulated market open to the general public.  yes  no

All stock exchanges and regulated markets in the world are eligible. Investments are made in developed markets and emerging markets.

4. are newly issued where a condition of issue is that application is made for trading on stock exchanges or markets crossed off in points 1 to 3 above. Admission for trading may be performed at the latest one year after the expiry of the subscription deadline  
 yes     no

The Fund's assets may be invested in money market instruments which are traded on a different market to those specified in points 1 to 3 above, where the issue or issuer of the instruments is regulated in order to protect investors and savings and the instrument is subject to the Norwegian Securities Fund Act § 6-5 (2).

Up to 10 percent of the Fund's assets may be invested in different financial instruments to those described in the present article.

**3.4 Investment restrictions – on the Fund's assets**

The Fund's holdings of financial instruments must be of a composition which allows an appropriate spread of the risk of losses.

The Fund's investments must at all times conform to the investment limitations in the Norwegian Securities Fund Act § 6-6 and § 6-7 (1) and (2).

**3.5 Investment restrictions – ownership interest with issuer**

The Fund's investments shall at all times comply with the investment restrictions in the Norwegian Securities Fund Act § 6-9.

**3.6 Techniques for efficient portfolio management**

The Fund may, in accordance with the Securities Funds Act Section 6-11 and the Securities Funds Regulations Section 6-8 use techniques to achieve effective portfolio management. The techniques are specified in greater detail in the Fund's prospectus.

Any income shall accrue to the Fund.

**§ 4 Capital gains and dividends**

Capital gains shall be reinvested in the Fund.

Dividends are not distributed to unit holders.

The board of directors of the management company may determine that capital gains on the Fund's bonds shall be paid to the unit holders.

The board of directors of the management company may determine that share dividends and/or interest income shall be paid out to the unit holders.

**§ 5 Costs**

Management fees are the management company's remuneration for the management of the Fund.

The basis for calculating management fees is the day-to-day value of the Fund. When calculating the Fund's net asset value (total net assets), the basis shall be the market value of the portfolio of financial instruments and deposits in banks and credit institutions, the value of the Fund's liquid assets and other receivables, the value of earned non-due revenues and the value of any loss carry forwards deducted for debt and accrued non-due costs including latent tax liabilities.

In addition to the management fee, the following costs may also be covered by the Fund:

1. Transaction costs related to Fund investments;
2. Payment of taxes imposed on the Fund;
3. Interest on borrowings as specified in Section 6-10 of the Norwegian Securities Funds Act; and
4. Any extraordinary costs necessary to protect the interests of unit holders, cf. Section 4-6, second paragraph, of the Norwegian Securities Funds Act.

The management fee shall be divided equally on all units within each fund's unit class. The amount of the management fee is set out in Art. 7 of the Articles of Association.

All fees received from sub-funds shall accrue to SKAGEN m<sup>2</sup> in its entirety.

**§ 6 Subscription and redemption of fund units**

The Fund is normally open for subscriptions five times a week.

The Fund is normally open for redemptions five times a week.

A subscription charge of up to three percent of the subscribed amount may be charged upon subscription.

The Board of Storebrand Asset Management AS may determine the cost shall increase up to 10 percent of the subscribed amount. The difference between three percent and the adopted increased subscription cost of up to 10 percent shall accrue to the Fund. The Board can adopt the increased subscription charge for a specific period with options for prolonging or shortening by Board resolution.

A redemption fee of up to one percent of the redeemed amount shall be paid upon redemption.

Storebrand Asset Management AS may use swing pricing. Please refer to the prospectus for further details.

**§ 7 Unit classes**

The fund's asset pool shall be divided into the following unit classes:

Unit Class	Management Fee
m <sup>2</sup> A	Fixed management fee of 1.5 % adjusted for performance-based management fee
m <sup>2</sup> B	Fixed management fee not to exceed 1.2 % adjusted for performance-based management fee
m <sup>2</sup> C	Fixed management fee of 1.5 %. In addition there shall be a performance-based management fee

**Unit Class m<sup>2</sup> A**

The management company may charge the unit class a fixed management fee. The management fee shall constitute 1.5 per cent per annum.

The fixed management fee shall be calculated daily and charged quarterly.

The total fixed management fee in the Fund and any sub-funds may not exceed 6.5 per cent per annum in unit class A.

The management company may additionally charge the unit class a performance-based management fee.

The fixed management fee shall be subtracted from the unit value before calculating the performance-based management fee.

The performance-based management fee shall be calculated daily and charged annually.

In the event of a percentage-related more favourable improvement in the value of the unit than in the MSCI ACWI Real Estate IMI Net total return index USD, measured in Norwegian kroner (NOK) from the preceding day, the management company will calculate a 10 per cent fee of this difference in its favour.

A performance-based management fee may be charged even if the units of the unit class have declined in value.

The total management fee may not exceed 3 per cent of the daily calculated average annual assets under management.

In the event of a percentage-related less favourable development than in the MSCI ACWI Real Estate IMI Net total return index USD, measured in Norwegian kroner (NOK), the management company will subtract a 10 per cent fee of this difference from the management fee.

The total management fee may not fall below 0.75 per cent of the daily calculated average of the annual assets under management. If the calculated management fee is lower than 0.75 per cent, the difference will not be included in the unit value but be carried over to the following day. This means that the management company will have to recover the loss in value from the preceding day before any performance-based management fee can be included in the calculation of the unit value.

The calculation period will run from the start of the year even if the unit was purchased during the calendar year.

The daily calculation of the performance-based management fee per unit is affected by unit subscriptions and redemptions. Performance-based management fees may therefore be charged even if the development in the value of the unit class has been negative in relation to the benchmark and will similarly not be charged if the value of the unit class has been positive in relation to the benchmark.

**Unit Class m<sup>2</sup> B**

Unit Class B is characterised by having a lower fixed management fee than Unit Class A. The unit class is open to any investor who subscribes for units through distributors which are not contractually eligible to receive remuneration from the management company.

The management company may charge the unit class a fixed management fee. The management fee shall not exceed 1.2 per cent per annum.

The fixed management fee shall be calculated daily and charged quarterly.

The total fixed management fee in the Fund and any sub-funds may not exceed 6.5 per cent per annum in unit class B.

The management company may additionally charge the unit class a performance-based management fee.

The fixed management fee shall be subtracted from the unit value before calculating the performance-based management fee.

The performance-based management fee shall be calculated daily and charged annually.

In the event of a percentage-related more favourable improvement in the value of the unit than in the MSCI ACWI Real Estate IMI Net total return index USD, measured in Norwegian kroner (NOK) from the preceding day, the management company will compute a 10-per cent fee of this difference in its favour.

A performance-based management fee may be charged even if units in the unit class have declined in value.

The total management fee may not exceed 2.7 per cent of the daily calculated average annual assets under management.

In the event of a percentage-related less favourable development than in the MSCI ACWI Real Estate IMI Net total return index USD, measured in Norwegian kroner (NOK), the management company will subtract a 10 per cent fee of this difference from the management fee.

The total management fee may not fall below 0.45 per cent of the daily calculated average annual assets under management. If the calculated management fee is lower than 0.45 per cent, the difference will not be included in the unit value but be carried over to the following day. This means that the management company will have to recover the loss in value from the preceding day before any performance-based management fee can be included in the calculation of the unit value.

The calculation period will run from the start of the year even if the unit was purchased during the calendar year.

The daily calculation of the performance-based management fee per unit is affected by unit subscriptions and redemptions. Performance-based management fees may therefore be charged even if the development in the value of the unit class has been negative in relation to the benchmark and will similarly not be charged if the value of the unit class has been positive in relation to the benchmark.

In the event, a unit holder does not meet the criteria for investing in Unit Class B, the management company may transfer the unit holder's unit value to Unit Class A.

#### Unit Class m<sup>2</sup> C

The management company may charge the unit class a fixed management fee.

The management fee shall constitute 1.5 per cent per annum.

The fixed management fee shall be calculated daily and charged quarterly.

The total fixed management fee in the Fund and any sub-funds may not exceed 6.5 per cent per annum in unit class C.

The management company may additionally charge the unit class a performance-based management fee.

The fixed management fee shall be subtracted from the unit value before calculating the performance-based management fee.

The performance-based management fee shall be calculated daily and charged annually.

In the event of a percentage-related more favourable improvement in the value of the unit than in the MSCI ACWI Real Estate IMI Net total return index USD, measured in Norwegian kroner (NOK) from the preceding day, the management company will calculate a 10 per cent fee of this difference in its favour.

The total management fee may not exceed 3 per cent of the average annual assets under management.

The performance management fee is charged/settled annually on 31 December. The performance management fee is only charged/settled if the accumulated relative value development between the unit class and MSCI ACWI Real Estate IMI Net total return index USD, as measured in Norwegian kroner, from the time of the previous charge/settlement up to 31 December is greater than zero (relative high-water mark). The calculation period for the performance management fee is from the previous charge/settlement to the end of the year if the criteria for charging/settling the fee are fulfilled. This means that a unit holder who subscribes units during a period when the accumulated relative value development is less than zero, may avoid being charged a performance management fee even though his units have had a better value development than the MSCI ACWI Real Estate IMI Net total return index USD, as measured in Norwegian kroner.

A performance-based management fee may be charged even if the units of the unit class have declined in value.

The daily calculation of the performance-based management fee per unit is affected by unit subscriptions and redemptions. Performance-based management fees may therefore be charged even if the development in the value of the unit class has been negative in relation to the benchmark and will similarly not be charged if the value of the unit class has been positive in relation to the benchmark.

### **3. Tax issues**

The information given below is not intended as tax advice, but merely provides information on the basic tax rules for the Fund. Please contact your local tax consultant for further information.

#### *The Fund:*

The Fund is exempt from tax on profits and is not entitled to deduct losses from the disposal of units. Dividends from, and profits on, investments that fall under the exemption method are also tax-free. However, three per cent of the tax-free dividends must be considered as taxable for the Fund. The Fund may be liable to pay tax on gains and dividends from foreign companies. The Fund is exempt from wealth tax. Net capital gains, foreign exchange gains and gains on interest-bearing securities are taxed at 22%.

The Fund does not distribute dividends.

#### *Investors liable to taxation in Belgium:*

##### **Individual investors**

Belgian individual investors are not taxed on undistributed income and gains. Capital gains realized upon sale, redemption or liquidation are not taxable, provided they are realized within the scope of the normal management of one's own private estate. Capital losses are not tax deductible.

However, insofar the fund would be investing for more than 10% (or 25% for units acquired before 1 January 2018) in debt securities (including cash deposits), Belgian individual investors will be taxed at a rate of 30% on a part of their income out of the redemption of their units, proportionate to the ratio in which the fund has invested in debt securities.

##### **Corporate investors**

Belgian corporate investors are not taxed on undistributed income and gains. Capital gains realized upon sale, redemption of the shares or upon liquidation will be taxed in the hands of the Belgian corporate investors at the normal corporate income tax rate of 25%. Capital losses on units are tax deductible.

##### **Stamp duties**

On the purchase and sale of units in Belgium via a Belgian financial intermediary institution, a stock exchange duty is due.

A stock exchange duty is also due in case units are purchased or sold via a non-Belgian financial intermediary institution, provided that the order for the transaction was given by a Belgian investor. In such cases, the Belgian investor is the debtor of the stock exchange duty, unless he can prove that the stock exchange duty has been paid.

No stock exchange duty is due on the issue of new units, nor on the redemption of units.

Prior to the investment, the investor should however seek approval of his local tax adviser.

### **4. Derivatives**

According to § 3 3 2 of the Articles of Association, the Fund may use derivatives, where the purpose is reduction of risk. The Fund does not currently use derivatives.

### **5. Benchmark index**

The Fund's benchmark is the MSCI ACWI Real Estate IMI Net total return index USD measured in NOK. The benchmark is adjusted for dividends.

The Fund's benchmark is provided by MSCI Limited, an administrator approved by and registered with ESMA in accordance with the Benchmark Regulation.

Storebrand Asset Management AS has developed a plan in case the benchmark ceases to exist or is materially changed, and has identified one or more relevant back-up benchmarks which can re-place the current index. A change of benchmark requires amendment of the Fund's Articles of Association and will follow the procedures laid out in the Securities Funds Act and Regulation, including approval from the unit holders and the Financial Supervisory Authority of Norway.

## 6. Objective and investment strategy

The Fund's objective is to provide unit holders with the best possible long-term risk adjusted return, through an actively managed concentrated portfolio of financial instruments issued by companies or issuers with business related to real estate.

SKAGEN m<sup>2</sup> is an actively managed fund with a global investment mandate. The Fund's strategy is to invest in financial instruments, which take advantage of the underlying real estate risk and return in the relevant markets. In order to reduce risk, the Fund shall seek to maintain a reasonable balance between geographical regions and sub sectors within real estate. Storebrand Asset Management AS has normally a long investment horizon, and attach greater value to fundamentals than to short-term trends in the market.

## 7. Sustainability information

For relevant information regarding the sustainability considerations the Fund takes into account, please refer to the Annex in this document.

## 8. Nature and character of the unit

### General

All units represent one ownership share in the fund SKAGEN m<sup>2</sup>.

A unit holder is not entitled to demand that the Fund be split up or dissolved. All unit holders or their appointed proxies have the right to vote at the election meeting for the Fund. Beyond their unit investment, unit holders are not liable for the Fund's obligations. If the Financial Supervisory Authority of Norway decides that the Fund should liquidated or transferred to another management company, unit holders will be informed pursuant to the Norwegian Securities Funds Act § 5-7.

The end of the fund's financial year is 31.12.

### Unit classes

- The fund is divided into different unit classes.
- The condition for accessing unit class B: The investor subscribes through a distributor which, according to its agreement with the management company, does not receive payment from the management company.
- If the investor no longer fulfils the conditions and preconditions for a given unit class, Storebrand Asset Management AS will – after prior notification to the account holder – transfer the units to another unit class for which the conditions are met. Storebrand Asset Management AS is not responsible for any costs or inconvenience incurred by the investor or others as a result of the move to another unit class, including, but not limited to, tax consequences.

## 9. Auditor

PwC Norway, state certified auditors, Dronning Eufemias gate 8, 0191 Oslo, is the auditor for the management company and for the accounts of the mutual funds.

Ernst & Young AS, state certified auditors, Dronning Eufemias gate 6, 0191 Oslo, is the internal auditor for the management company and for the accounts of the mutual funds.

## 10. Custodian

The Fund's Custodian is J.P. Morgan SE - Oslo Branch (org.no. 921 560 427), Tordenskiolds gate 6, 0160 Oslo, Norway. The bank is a foreign enterprise registered in Norway.

## 11. Historical returns and risk

Please refer to the Key Information Document for up-to-date bar graphs showing historical returns for the fund's unit classes and position on the fund's risk scale. Key Information Document may be ordered free of charge from Storebrand Asset Management AS, or downloaded from [www.skagenfunds.com](http://www.skagenfunds.com).

The Fund's risk arises from market fluctuations, development in currency exchange rates, interest rates, economic conditions and company specific factors. Storebrand Asset Management AS has established internal control procedures to reduce the risk of errors that may affect the fund. The distribution of the equity portfolio's investments is a result of Storebrand Asset Management AS' investment philosophy, with requirements to company valuation, product/matrix, debt ratio and the liquidity of the financial instrument. In addition to mandatory limits, Storebrand Asset Management AS

has established internal requirements regarding the balance between different types of underlying real estate investments and the liquidity of the financial instruments in which the fund invests. Investments in money market instruments are based on an evaluation of the issuer's credit worthiness and general financial situation in the issuer's country.

Historical returns are no guarantee for future returns. Future returns will depend, inter alia, on market developments, the fund manager's skill, the fund's risk profile and subscription and management fees. The return may become negative as a result of negative price developments. The Fund's performance may vary considerably over the course of a year. Gains or losses for individual unit holders will therefore depend on the exact timing of the subscription and redemption of units.

## 12. Calculation of Net Asset Value per unit

When calculating the net asset value (NAV) per unit class, the basis shall be the market value of the portfolio of financial instruments and deposits in credit institutions, the value of the Fund's liquid assets and other receivables, the value of accrued non-overdue income and the value of any carryforward losses, less liabilities and accrued expenses not yet due, including deferred tax liabilities.

The net asset value per unit is calculated on all trading days. These are published through Oslo Børs ASA. The Fund is closed for price setting, subscription and redemption on Norwegian public holidays and when markets in which a significant part of the Fund's portfolio is invested in are closed. A trading calendar is available on [www.skagenfunds.com](http://www.skagenfunds.com)

Discretionary valuation is used if events occur that may have a bearing on the value of a relevant security, if a non-significant part of the market in which the security is traded is closed, or if the security is illiquid. Storebrand Asset Management AS' practice for discretionary valuation is in accordance with the Norwegian Mutual Fund association's industry recommendation on the valuation of illiquid equity instruments, available at [www.vff.no](http://www.vff.no).

Furthermore, Storebrand Asset Management AS has established procedures for swing pricing in order to prevent losses for existing unit holders due to subscriptions and redemptions made by other unit holders of the Fund. The NAV is adjusted by a swing factor on days when the Fund has had net subscriptions or redemptions in excess of a predetermined proportion of the Fund's total assets. The threshold for adjustment of the NAV is set at the level at which net subscriptions or redemptions are expected to result in the Fund having to make adjustments to the portfolio leading to transaction cost, spread cost (the difference between the purchase and sales price of the underlying securities) and currency exchange cost. If the Fund has had net subscriptions above this threshold, NAV is adjusted up, and vice versa if the Fund has had net redemptions above this threshold. The swing factor is based on average historical costs, and is evaluated every quarter.

The procedures are set up according to the industry standard set by The Norwegian Mutual Fund Association for subscription and redemption; [www.vff.no](http://www.vff.no).

## 13. Unit holder register

The unit holder register for SKAGEN m<sup>2</sup> is maintained by Storebrand Asset Management AS. Unit holders will receive notifications of changes to holdings, annual statements and realisation statements through SKAGEN's web portal. Upon request, unit holders/nominees may arrange to receive annual statements and realisation statements by post.

## 14. Costs

### Unit class m<sup>2</sup> A

Fixed management fee: 1.5% per annum, calculated daily and charged quarterly. Performance fee: Better/worse value development than the benchmark index, calculated daily, is divided 90/10 between the unit holder and Storebrand Asset Management AS. Performance fee is charged annually. The total management fee charged represents a maximum of 3% per annum and minimum 0.75% per annum.

### Unit class m<sup>2</sup> B

Fixed management fee: not to exceed 1.2% per annum, calculated daily and charged quarterly. Performance fee: Better/worse value development than the benchmark index, calculated daily, is divided 90/10 between the unit holder and Storebrand Asset Management AS. Performance fee is charged annually. The total management fee charged represents a maximum of 2.7% per annum and minimum 0.45% per annum.

### Unit class m<sup>2</sup> C

Fixed management fee: 1,5% per annum, calculated daily and charged quarterly. Performance fee: Better value development than the benchmark index, calculated daily, is divided 90/10 between the unit holder and Storebrand Asset Management AS. The unit class has a relative high-water mark. Performance fee is charged annually. The total management fee charged represents a maximum of 3% per annum.

Performance fee can be charged despite a negative development in the fund's net asset value per unit if the performance is better than the benchmark.

If deemed to be in the interest of the unit holders, the management company will, on behalf of the fund, claim refund of withholding tax and pursue legal claims (including class actions). In this regard, the fund can be charged costs directly, or indirectly by reducing the payment (gain) for the fund.

More information about management fees to be found in the Articles of Association § 5 and § 7.

There are currently no costs for subscription and redemption.

## 15. Information

Storebrand Asset Management AS will publish the Fund's annual report and half year report on [www.skagenfunds.com](http://www.skagenfunds.com). The annual report will be published no later than four months after the end of the financial year. The half year report will be published no later than two months after the end of the reporting period. Unit holders who have provided an e-mail address will receive the report electronically. Unit holders may request to receive a copy of the reports by post free of charge.

Unit holders will receive first half and second half year reports informing them of the number of units they hold in the Fund, the value of their holding and the return for the period and the year. This information will be distributed via SKAGEN's web portal.

## 16. Subscriptions and redemptions

Subscription and redemption of units takes place in accordance with the industry standard set by the Norwegian Mutual Fund Association referred to above.

For subscriptions and redemptions in other currencies than NOK, the subscription/redemption price is calculated on the basis of the Fund's net asset value in NOK and the currency exchange rate applicable to the relevant fund on the valuation day. For information regarding which currencies that may be used for subscriptions/redemptions, please refer to [www.skagenfunds.com](http://www.skagenfunds.com).

Requests for subscription and redemption must be in writing and duly signed, unless otherwise agreed in writing between Storebrand Asset Management AS and the unit holder. The subscription of new units shall take place at a price corresponding to the net asset value per unit according to the first valuation after the time of subscription (which is when the subscription is received by the Management Company, the subscription amount is received and any identity control has been completed). Redemption shall take place at the net asset value per unit first calculated after the redemption request has been received by the Management Company. Requests for redemption must be received by the Management Company before 3:00 p.m. CET, adjusted for daylight savings time or other time determined in relation to public holidays (the time limit) in order for the first price calculation to apply as the redemption price.

In the event of stock exchange closure, or other extraordinary circumstances, including in special instances the protection of unit holders' interests, the management company may, with the consent of the Financial Supervisory Authority, either wholly or partially suspend the value assessment and payment of redemption claims.

## Facilities Services for Investors

Storebrand Asset Management AS provides facilities services for investors according to the relevant EU legislation. European investors are provided with legal documentation (prospectuses, articles of incorporation, KIIDs/PRIIPs KIDs, Annual Report and Half Year Report), fund-related information (NAV), how subscription/redemption/payments can be effected and how to access procedures and arrangements related to investor complaints and exercising investor rights.

The above-mentioned facilities information for investors can be accessed here:

**In Sweden**, Storebrand Asset Management AS has established an office. Storebrand Asset Management AS Norge, Filial Sverige, is located at Vasagatan 10, 105 39, Stockholm, Sweden. Company number 516408-8402. For more information, please refer to <https://www.skagenfonder.se/>

**In Denmark** (incl. the Faroe Islands), Storebrand Asset Management AS has established an office. Storebrand Asset Management AS, Danmark, Filial af Storebrand Asset Management AS, Norge, is located at Bredgade 25 A, 1. sal, 1260 København K, Denmark. Company number 41353570. For more information, please refer to <https://www.skagenfondene.dk/>

**In Finland**, Storebrand Asset Management AS has established an office. Storebrand Asset Management AS Norway, Suomen sivuliike, is located at

Erottajankatu 15-17, 00130 Helsinki, Finland. Company number 3259978-3. For more information, please refer to <https://www.skagenfunds.fi/>

**In the UK**, Storebrand Asset Management AS has appointed Storebrand Asset Management UK Ltd as facility agent. Storebrand Asset Management UK Ltd is located at Green Park House, 15 Stratton Street, London W1J 8LQ, United Kingdom. UK Company No: 14734422. Storebrand Asset Management UK Ltd is an Appointed Representative of Robert Quinn Advisory LLP, which is authorised and regulated by the Financial Conduct Authority. For more information, please refer to <https://www.skagenfunds.co.uk/how-to-invest/facilities-services-for-investors/>

**In Luxembourg**, the facilities services information can be found here: <https://www.skagenfunds.lu/how-to-invest/facilities-services-for-investors/>

**In the Netherlands**, the facilities services information can be found here: <https://www.skagenfunds.nl/how-to-invest/facilities-services-for-investors/>

**In Belgium**, the facilities services information can be found here: <https://www.skagenfunds.com/how-to-invest/facilities-services-for-investors/>

**In Ireland**, the facilities services information can be found here: <https://www.skagenfunds.ie/how-to-invest/facilities-services-for-investors/>

**In France**, the facilities services information can be found here: <https://www.skagenfunds.fr/comment-investir/facilities-services-for-investors/>

**In Iceland**, the facilities services information can be found here: <https://www.skagenfunds.is/how-to-invest/facilities-services-for-investors/>

**In Germany**, the facilities services information can be found here: <https://www.skagenfunds.de/how-to-invest/facilities-services-for-investors/>

## 17. Trading via a regulated market

The unit class SKAGEN m<sup>2</sup> A will be traded on the NASDAQ Copenhagen.

## 18. Dispute settlement body

The management company shall be affiliated with the Norwegian Financial Services Complaints Board.

## 19. Other matters

This prospectus is only directed to investors in jurisdictions where the relevant funds are authorised for distribution. Units in the fund shall not be distributed or sold in the U.S. to any natural or legal person who falls under the definition of "U.S. Person" in Regulation S of the U.S. Securities Act of 1933. This includes, amongst others, any natural person resident in the U.S. and any partnership or corporation organised or incorporated under the laws of the U.S.

Storebrand Asset Management AS is part of the Storebrand Group and has outsourced tasks to SKAGEN AS. The outsourcing covers management of SKAGEN Vekst, SKAGEN Global, SKAGEN Global II, SKAGEN Global III, SKAGEN Kon-Tiki, SKAGEN M2, SKAGEN Focus, SKAGEN Select 15, SKAGEN Select 30, SKAGEN Select 60, SKAGEN Select 80 and SKAGEN Select 100.

The management company has not entered into any consultancy agreements outside of the Storebrand Group that will affect operations to a significant degree.

Storebrand Asset Management AS has outsourced certain tasks to Storebrand's strategic partner Cognizant. This outsourcing includes a selection of operational tasks, and Cognizant delivers these outsourced tasks from its office in Vilnius, Lithuania.

Intra-group agreements have also been entered into for outsourcing of IT, finance, marketing functions, etc. with other companies in the Storebrand Group.

Companies in the Storebrand Group may subscribe and redeem units free of cost in mutual funds managed by a management company in the same group as Storebrand Asset Management AS.

## 20. The Board

The management company's board shall consist of at least six members and at least two deputies. One third of the board members are elected by unit holders in the mutual funds managed by Storebrand Asset Management AS. At least two board members are elected by the management company's general meeting. For both groups of board members, elected by unit holders and the general meeting, respectively, at least half as many deputies are elected. Deputies shall have the right to attend, but not the right to vote when the board is otherwise full. Two of the board members are elected by and from among the employees.

The management company appoints a nomination committee, which nominates unitholder elected representatives to the board before the election meeting.

The unitholder elected board members and deputies are elected at the election meeting on the recommendation of the nomination committee. The election meeting is convened by public announcement with at least 2 weeks notice. The election meeting is held every year by the end of June.

#### **21. Board of Directors' responsibility**

The Board of Directors of the Management Company is responsible for ensuring that the prospectus meets the requirements of the regulations laid down by the Norwegian Ministry of Finance on 21 December 2011 no 1467 in pursuance of the Norwegian Securities Funds Act of 25 November no 44 on mutual funds.

The Board of Directors of Storebrand Asset Management AS hereby declares that, to the best of its knowledge, the prospectus reflects the actual facts and does not contain omissions of a nature liable to alter the meaning of the prospectus.

#### **22. Amendment of the Articles of Association**

The Fund's Articles of Association may only be amended if the majority of the unit holder-elected directors of the management company have voted for the amendments. A decision concerning any amendments shall be obtained from the unit holder meeting and the Financial Supervisory Authority of Norway (FSA). The FSA shall approve the amendments if legal requirements concerning the contents of the Articles of Association and procedures for their amendment are met.

Approved by the Board of Storebrand Asset Management AS  
24 November 2023

*The original Articles of Association and prospectuses were prepared in Norwegian. This is a translated version, which is published with reservations regarding possible errors and omissions as well as erroneous translation. The original prospectus is available in Norwegian at [www.skagenfondene.no](http://www.skagenfondene.no) or by contacting the Customer Service department on +47 51 80 39 00.*

Product name: SKAGEN m2 Legal entity identifier: 549300LFF0YU22VPO026

# Environmental and/or social characteristics

**Sustainable investment:** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Does this financial product have a sustainable investment objective?

Yes    No

It will make a minimum of **ustainable investments with an environmental objective: \_\_ %**

in economic activities that qualify as environmentally sustainable under the EU Taxonomy

in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

It will make a minimum of **sustainable investments with a social objective: \_\_ %**

It promotes **Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of \_\_ % of sustainable investments

with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy

with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

with a social objective

It promotes E/S characteristics, but **will not make any sustainable investments**



## What environmental and/or social characteristics are promoted by this financial product?

The environmental and/or social characteristic promoted by this Fund is the application of an ESG integration strategy.

The Investment Manager's ESG integration strategy consists of four pillars to execute the investment selection process and exercise of ownership rights. The first pillar of the strategy is negative screening and control of potential investments, the second is an enhanced due diligence of companies in high emitting industries\*, the third is ESG integration through dedicated factsheets, whilst the fourth and final pillar is active ownership.

The Fund also promotes the consideration of (certain) Principle adverse impact indicators at various levels throughout the ESG integration strategy based on the level of financial materiality for the investment case.

\*High emitting industries: Energy equipment & services, oil, gas & consumable fuels, chemicals, construction materials, containers & packaging, metals & mining, paper & forest products, industrial conglomerates, machinery, environmental & facilities services, transportation, automobiles, food products, utilities, real estate segments focusing on data centres and industrial real estate.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.



**The investment strategy**

• **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

In achieving the attainment of the ESG integration strategy of the product, varying indicators are used for each pillar. Each pillar use indicators that are measurable. For the first pillar, each investment case is screening against exclusion criteria to ensure alignment with minimum social and environmental safeguards. The second pillar applies to investment cases defined as being in high emitting industries, and assesses management of climate and transition risks. The third incorporates material PAI considerations for each investment case, with a corresponding traffic light indicator denoting relative ESG risks of the security at hand. The fourth pillar use active ownership figures from the voting and engagement activities of the product.

• **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives**  
N/A as the Fund has no commitment to invest in sustainable investments.

• **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

N/A as the Fund has no commitment to invest in sustainable investments.

– **How have the indicators for adverse impacts on sustainability factors been taken into account?**

N/A

– **How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:**

N/A

The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.

**Does this financial product consider principal adverse impacts on sustainability factors?**

- No** *The Fund considers principal adverse impact as part of its integrated ESG strategy. Subject to data availability and level of materiality, the PAIs are tracked over time for respective holdings to identify positive and negative developments at security level.*
- Yes** *Financially material PAIs are also considered pre-investing where an individual assessment will be made in each case. The development in the investee companies can be used as a basis for voting and dialog activities.*

*Further information can be found in the Company's annual report.*

**What investment strategy does this financial product follow?**

*The Investment Manager's ESG investment strategy is as follows:*

*The Investment Manager is required to communicate all potential investments to the ESG team of the Investment Manager for approval. The ESG team of the Investment Manager will conduct a screening process (negative screening) to control whether the potential investments aligns with the exclusion criteria of the Investment Manager's sustainable investment policy (entity level) which*

guides investment decisions based on factors such as investment objectives and risk tolerance.

aligns with the broader Storebrand Asset Management Sustainable Investment Policy at group level. If an investment is deemed to be in violation with the exclusion criteria (at entity-level and at group level), the Fund cannot invest in the company and the potential investment will be rejected in the screening phase. Moreover, the Fund's investments are subject to quarterly screening controls to ensure their continued alignment with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights and the Investment Manager's exclusion criteria. Secondly, the Investment Manager's ESG team with support from the portfolio manager is required to articulate a dedicated ESG factsheet for the potential investment, identifying material ESG and PAI information and to present potential efforts on how to manage ESG and PAI associated risks – or undervalued opportunities – through active ownership or other investment related actions. Here, contextual and relevant ESG factors are tied to the investment thesis. The degree of ESG risk of each investment is assessed using a traffic light model. To avoid conflicts of interest, it is the task of the ESG team to determine the traffic light assessment of a potential investment; to which the portfolio manager, in collaboration with the ESG team, must articulate a clear plan on environmental and social risk mitigation. Investments with ESG risks that fail to be mitigated following escalation strategies, will be excluded as it will be deemed a thesis violation.

- **What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?**

All four pillars of the ESG strategy described above are binding elements, and are applied throughout the investment process. Consideration of principal adverse risks is included in all four pillars of the ESG strategy depending of level of materiality for the investment and data availability. **Exclusions and negative screening** are the **first steps** deployed to assess environmental and social characteristics of an investment. **Second**, when constructing an investment thesis, **environmental, social and governance characteristics are collected, measured, and assessed** - coupled with enhanced due diligence of climate risk of companies in high-emitting sectors. During the third stage of the process, an assessment of these factors are tied to the investment thesis of each investment – driven by a traffic light model to indicate estimated degree of ESG risks and opportunities. **The factsheets include an assessment of the double materiality of environmental and social characteristics that are of relevance at investment level.** Double materiality considerations are continuously assessed. If salient sustainability risks (harm to investment) or principle adverse impacts (potential harm by investing) are not improving, the investment into an investee company will ultimately have to be divested should the investee company fail to mitigate them. **Lastly, active ownership** with holdings is a lever that is deployed by the Fund to work for factor improvement over time. Quarterly checks and controls are conducted on the holdings in the Fund to monitor developments of events and general exposure, to ensure alignment with the investment policy.

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

There is no fixed committed minimum rate to reduce to scope of investments considered prior to the application of the investment strategy. The committed minimum rate to reduce the scope of investments considered is therefore a product of the exclusion criteria in the Storebrand Asset Management Sustainable Investment Policy and the number of companies on that list as a result.

- **What is the policy to assess good governance practices of the investee companies?**

The Investment Manager is a signatory to the UN PRI and commits to invest according to its principles. Reference to the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights are also explicitly stated in the Sustainable Investment Policy. Systemic breaches of the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights that are not addressed by a potential investment will constitute a breach of good governance practice.

- **What is the asset allocation planned for this financial product?**

The Fund is actively managed and does not have a planned asset allocation for its investments. In theory, all of the Fund's assets under management should be aligned with E/S characteristics as all companies that are selected and invested in by the Fund are subject to the ESG integration strategy. Residual capital in the Fund can however de-facto be categorized as 'other' due to cash position of the Fund. But, at a minimum, it should be expected that more than 95% of the capital allocation in the Fund will fall into the category "#1 Aligned with E/S characteristics". The minimum indication might

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.



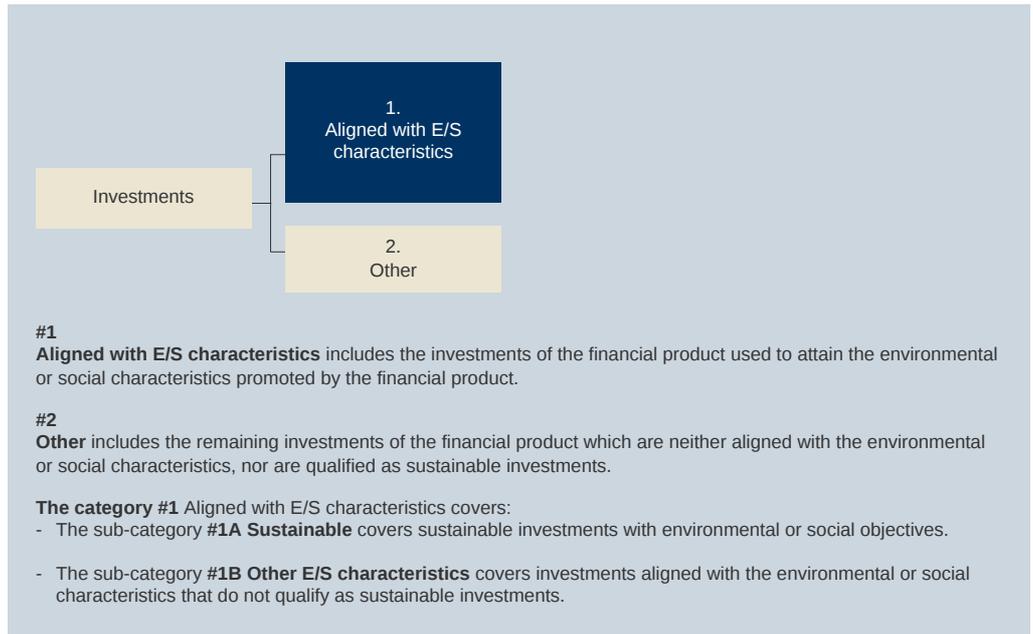
**Asset allocation**

describes the share of investments in specific assets.

**Taxonomy-aligned activities are expressed as a share of:**

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

*fluctuate depending on the market and there is no absolute certainty regarding the indicated percentage. The product does not have a sustainable investment objective and a minimum proportion of ESG investments is therefore not applicable.*



• **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

*The Fund does not use derivatives to attain environmental or social characteristics.*

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

*The Fund does not have any intention to invest in Taxonomy-aligned investments (including transitional and enabling activities) but it is not excluded that this may be the case. Taxonomy alignment of this Fund's investments has therefore not been calculated and has as result been deemed to constitute 0% of the Fund's portfolio.*

• **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>1</sup>?**

- Yes
  - in fossil gas     in nuclear energy
- No

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

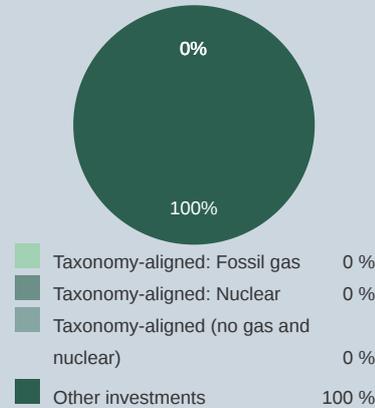
**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels

<sup>1</sup> *Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective — see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.*

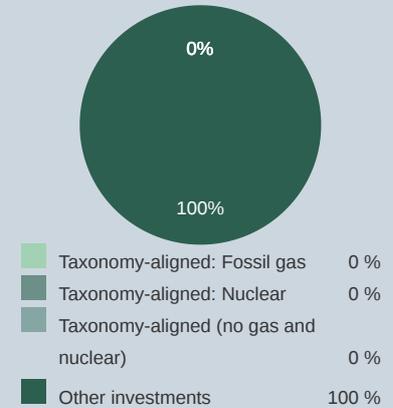
corresponding to the best performance.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.

1. Taxonomy-alignment of investments including sovereign bonds\*



2. Taxonomy-alignment of investments excluding sovereign bonds\*



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures



are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

*N/A as the Fund has no commitment to invest in sustainable investments.*



**What is the minimum share of socially sustainable investments?**

*N/A as the Fund has no commitment to invest in sustainable investments.*



**What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

*Residual capital in the Fund can however de-facto be categorized as 'other' due to cash position of the Fund.*



**Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?**

*The Fund is actively managed and uses a benchmark for performance comparison purposes. However, the Fund does not specifically use a benchmark index to attain its environmental or social characteristics.*

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

**• How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**

*N/A*

**• How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**

*N/A*

- **How does the designated index differ from a relevant broad market index?**

*N/A*

- **Where can the methodology used for the calculation of the designated index be found?**

*N/A*



**Where can I find more product specific information online?**

*More Fund-specific information can be found on the website:*

*<https://www.skagenfunds.com/about-us/sustainable-investing/>*