

# Prospectus

## Nordea 1, SICAV

Undertaking for Collective Investments in Transferable Securities under Luxembourg law

March 2011

### Nordea 1 – Polish Bond Fund

#### Investment objective

This Sub-fund aims to preserve the Shareholder's capital and to provide a stable, high yield exceeding the average interest level in Poland. This Sub-fund is further using its reference index as a tool for performance comparison purposes.

#### Eligible assets, investment policy and risk profile

This Sub-fund shall invest a minimum of two-thirds of its total assets (after deduction of cash) in fixed-income and floating rate debt securities issued by private borrowers and public authorities being domiciled or exercising the predominant part of their economic activity in Poland.

In addition to the above-mentioned limitations, this Sub-fund will respect within the remaining one-third of its total assets all the following limitations for investments in the below securities/instruments which may in aggregate not exceed one third of its total assets:

- (i) a maximum of 25 percent of the total assets of this Sub-Fund may be invested in convertible bonds and other equity-linked debt securities;
- (ii) a maximum of one third of the total assets of this Sub-fund may be invested in money market instruments;
- (iii) a maximum of 10 percent of the total assets of this Sub-Fund may be invested in equity securities.

Within the above-mentioned restrictions and the Company's general investment restrictions this Sub-fund invests in government bonds or bonds issued by local authorities or agencies, mortgage bonds and corporate bonds.

Private borrowers and public authorities comprise, among others, corporations, municipalities, mortgage institutions and governments.

This Sub-fund may accessorially hold liquid assets in all currencies in which investments are effected, as well as in the currency of its respective Class(es) and/or Sub-class(es).

In order to achieve its investment objective, the Sub-fund may enter into derivative contracts, whose underlying assets consist mainly of, but are not limited to, securities belonging to the government bond market. The derivatives used will include, but will not be limited to, credit default swaps, currency swaps and interest rate futures. The total exposure to markets deriving from these derivatives contracts may not exceed 100% of the Net Asset Value of the Sub-fund.

The investments made in this Sub-Fund may be subject to fluctuations or can influence to:

- Changes affecting economic factors such as employment, public expenditure and indebtedness, inflation
- Changes in the legal environment
- Change in investor confidence in investment type (e.g. bonds versus equities or cash).

By diversifying investments, the investment manager endeavours to partially mitigate the negative impact of such risks on the value of the individual Sub-Funds.

Although the Board of Directors makes every effort to achieve the investment objectives of the Company and its Sub-funds, no guarantee can be given as to whether the investment objectives will be achieved.

**Investors must read carefully the special risk considerations as described in the chapter "Special Risk Considerations" before investing in the Sub-fund.**

#### Base Currency

The Base Currency of this Sub-fund is PLN.

#### Reference index

This Sub-fund compares its performance against EFFAS Bond Indices Poland Govt 1-5 Yr TR.

#### Profile of the typical investor

This Sub-fund is suitable for the investor who needs a well-diversified bond allocation in his portfolio. The investor should have a minimum investment horizon of 2 years and be able to accept moderate short-term losses.

#### Available Shares

Shares of this Sub-fund are currently available as:

- BP-Shares; PLN\* and EUR
- E-Shares; PLN\* and EUR\*
- BI-Shares; PLN\* and EUR\*
- X-Shares; PLN\*\* and EUR\*\*

\* this share Sub-class will be opened for subscription at a later date.

\*\* available as of the time of the first subscription request for this share Sub-class (provided that the Sub-fund is open for subscription).

#### Cut-off Time

15:30 CET on any Business Day.

#### Minimum Subscription, Conversion and Holding Amount

For each Investor, the minimum initial\*) and subsequent\*\*) Subscription, Conversion and Holding amount in a single Sub-fund / Class or Sub-class is:

BP-Shares	PLN	50.00	or the equivalent
E-Shares	PLN	50.00	or the equivalent
BI-Shares	EUR	75,000.00	or the equivalent
X-Shares	EUR	20,000,000.00	or the equivalent

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d'argument de publicité

Luxembourg, le 2011-05-13

Commission de Surveillance du Secteur Financier

situations or can influence to:



\*) The Board of Directors may decide at any time to further reduce the minimum initial Subscription amount for any of the share Classes of this Sub-fund which are reserved for Institutional Investors if appropriate.

\*\*\*) No minimum subsequent Subscription amount is applicable to any of the share Classes of this Sub-fund which are reserved for Institutional Investors.

#### Fees charged to the Investor

	Subscription Fee	Conversion Fee	Redemption Fee
BP-Shares	up to 3.0%	up to 1.0%	up to 1.0%
E-Shares	up to 3.0%	up to 1.0%	up to 1.0%
BI-Shares	up to 3.0%	up to 1.0%	up to 1.0%
X-Shares	Nil	Nil	Nil

Additional Subscription Fee:

Shareholders may in connection with Conversion of their Shares be requested to bear the difference in the initial Subscription Fee between the Sub-fund they redeem and the Sub-fund to which they subscribe.

Fees charged by local intermediaries:

Local intermediaries may claim directly from the investor an additional fee on their own behalf in connection with Subscription and/or Redemption of Shares in their market. Such fees are independent of the Company, the Custodian and the Management Company.

#### Fees charged to the Sub-fund Charges should be analyzed and confirmed

	Management Fee	Distribution Fee
BP-Shares	0.6000% p.a.	0.0000% p.a.
E-Shares	0.6000% p.a.	0.7500% p.a.
BI-Shares	0.2000% p.a.	0.0000% p.a.
X-Shares	-	-

Other fees and expenses charged to the Sub-fund:

This Sub-fund pays a custodian fee of up to 0.1250% p.a. and an administration fee of up to 0.250% p.a., plus any VAT if applicable; in addition hereto the Sub-fund also pays the expenses as described in the chapter "Expenses borne by the Company".

#### Total Expense Ratio (TER)

This ratio expresses the sum of all costs and commissions charged on an ongoing basis to the Sub-fund's assets taken retrospectively as a percentage of the Sub-fund's average assets. The latest calculated TER-rate can be found in the Company's latest financial report.

#### Initial subscription period

#### Initial Offering Period

This Sub-fund will be offered for subscription from the 9 of May 2011, unless decided differently by the Board of Directors, and the first NAV will be calculated on the 10 of May 2011.

The launch price will be PLN 50, or the equivalent in any freely convertible currency.

#### Historical performance

No information is currently available.

Performance data are based on Net Asset Value prices only and do not take account of any commissions and costs incurred with the acquisition and surrender of the Shares.

**No guarantee can be given with respect to the performance of the Sub-funds or the return of capital. The past performance of a Sub-fund is no indication for the future performance of the respective Sub-fund and thus, investments in all Sub-funds should be regarded as medium to long term in nature, although the possibility of a change in an investor's personal circumstances is**

**recognised by allowing requests to be submitted on each banking business day in Luxembourg.**

**As a result, Shareholders should note that any repurchase of shares by the Company will take place at a price that may be higher or lower than the original acquisition cost, depending upon the value of the assets of the relevant Sub-fund at the time of redemption.**

Historic performance of share sub-classes not shown in this Simplified Prospectus can be obtained from the companies stated below.

#### Supplementary information about the Company

##### Incorporation date

31 August 1989; R.C.S. Luxembourg B. 31442

##### Registered Office

Nordea 1, SICAV, 562 rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg.

##### Legal structure

The Company is organised as a variable capital company, Société d'Investissement à Capital Variable (SICAV) with multiple compartments under the law of 10 August 1915 relating to commercial companies as amended and part I of the law of 20 December 2002 on undertakings for collective investment as amended.

The Company is established for an indefinite period from the date of incorporation.

##### Promoter and Custodian Bank

Nordea Bank S.A., 562 rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg.

##### Management Company

Nordea Investment Funds S.A., 562 rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg.

##### Investment Sub-Manager

Nordea Investment Management AB, Denmark, Filial af Nordea Investment Management AB, Sweden, Christiansbro, Strandgade 3, Copenhagen, Denmark.

##### Auditor

KPMG Audit S.à r.l., 9 Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg.

##### Supervisory Authority

Commission de Surveillance du Secteur Financier, 110 route d'Arlon, L-2991 Luxembourg, Grand Duchy of Luxembourg (www.cssf.lu).

##### Full Prospectus

The latest full Prospectus is dated March 2011, and describes all 52 Sub-funds of the Company.

##### Share transactions

Investors may buy, sell and convert Shares directly through Nordea Bank S.A. or through a distributor / sales agent located in the countries where the Company is authorised for public marketing. Information about these distributors / sales agents can be obtained at the addresses mentioned below.

Any application for subscription / redemption / conversion of Shares received by Nordea Bank S.A. before or at 3:30 p.m. Luxembourg time on a Luxembourg banking business day will be processed using that day's Net Asset Value per Share. If the application is received later than 3:30 p.m. Luxembourg time on a Luxembourg banking business day, the application will be processed the following banking business day in Luxembourg.

If requests for redemption and/or conversion on any Valuation Date exceed 10% of a Sub-fund's Shares, the Company reserves the right not to redeem and/or convert on that Valuation Day more than 10% of the value of the Shares then in issue.

#### **Settlement periods**

Payment of subscription monies: by the relevant Valuation Day at the latest.

Payment of redemption proceeds: after receipt of proper documentation to the Shareholder within eight days after the relevant Valuation Day.

#### **Distribution policy**

Accumulating shares (BP-Shares; E-Shares; BI-Shares; X-Shares;) do not give right to any dividend payment. All income is automatically reinvested and reflected in the Share price.

#### **Taxation of the Company**

Under Luxembourg law, there are currently no Luxembourg income, withholding or capital gains taxes payable by the Company. The Company is, however, subject to (i) an annual subscription tax (Taxe d'Abonnement) of 0.05% on the aggregate Net Asset Value of the outstanding Private Shares of the Company, and (ii) an annual subscription tax (Taxe d'Abonnement) of 0.01% on the aggregate Net Asset Value of the outstanding Institutional Shares and the X-Shares of the Company. The Taxe d'Abonnement is calculated and payable at the end of each quarter.

#### **Taxation of the Shareholders**

On 3 June 2003 the European Union agreed on the implementation of the Council Directive 2003/48/EC (the "Savings Tax Directive"). The Savings Tax Directive will apply to the whole European Union ("EU"); furthermore a number of other countries and territories have agreed to introduce rules similar to those of the EU. The Savings Tax Directive is applicable to interest income as defined in the Savings Tax Directive, when the interest income - as a main rule - is received by an individual, who is resident in the EU and holds a bank account in another country or territory that has agreed to implement the Savings Tax Directive. Further to its implementation on 1 July 2005, the Savings Tax Directive may therefore have an effect on the individual Shareholder taxation level, either as a withholding tax on (part of) the gains realised at disposal of the shares or as a withholding tax on any distributions.

At the date of issue of the Prospectus there is no Luxembourg withholding tax in general, should the Company decide to make distributions as mentioned in the chapter "Distribution Policy" of the Prospectus. However, the Savings Tax Directive, as described above, may have an effect on the distributions.

Prospective Investors should keep themselves informed of the taxes applicable to the acquisition, holding and disposal of Shares and to distributions in respect thereof under the laws of the countries of their citizenship, residence or domicile before they subscribe, convert or redeem any Shares.

#### **Price calculation and price publication**

The Net Asset Value per Share is calculated on each banking business day in Luxembourg. The share prices are available daily from the Custodian, the Management Company and at the internet site of the Company. The share prices are published in the "Tageblatt" in Luxembourg and may also be published in a daily newspaper in those countries where the Company has obtained a public marketing authorisation.

#### **Italian Paying Agent Mandate**

Non-Institutional Investors resident in Italy shall have the possibility to grant a mandate to a Paying Agent in Italy (as per chapter "Representatives & Paying Agents outside Luxembourg) to

- i) submit the Subscription, Conversion and Redemption requests, grouped by Sub-fund and distributor, to the Company;
- ii) ask for registration of Shares, in its own name on behalf of a third party, in the Shareholder register of the Company;
- iii) perform all services relating to the exercise of the rights of Shareholders.

For further details on such mandates, non-Institutional Investors resident in Italy are invited to read the subscription form available at local level.

This Simplified Prospectus contains key information about a single Sub-fund of Nordea 1, SICAV. Simplified Prospectuses are also available for the remaining Sub-funds of the Company. Should you wish to obtain more information before making an investment, please consult other Simplified Prospectuses or the full Prospectus for Nordea 1, SICAV, which also provides information on the rights and obligations of investors. The full Prospectus, the Simplified Prospectuses and the annual and semi-annual financial reports may be obtained, free of charge, from the Company, the Management Company and all Distributors. Detailed information on the Sub-funds' investments can be found in the latest annual and semi-annual report.

For further information, please contact any of the companies stated below:

The Company:

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562, rue de Neudorf, L-2220 Luxembourg  
P.O. Box 562, L-2015 Luxembourg  
Grand Duchy of Luxembourg

Telephone: +352 43 88 71  
Telefax: +352 43 93 52  
Email: [nordea@nordea.lu](mailto:nordea@nordea.lu)

The Management Company:

Nordea Investment Funds S.A.  
562, rue de Neudorf, L-2220 Luxembourg  
P.O. Box 782, L-2017 Luxembourg  
Grand Duchy of Luxembourg

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