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# ABRDN LIQUIDITY FUND (LUX)

Prospectus  
22 January 2024

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## IMPORTANT INFORMATION

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**This Prospectus should be read in its entirety before making an application for Shares. If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, lawyer, accountant or other authorised professional financial adviser.**

**The value of Shares and any income from them may fall as well as rise and you may not get back the amount you originally invested.**

To the best of the knowledge and belief of the Directors of abrdn Liquidity Fund (Lux) (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything material to such information. Accordingly, the Directors of abrdn Liquidity Fund (Lux) accept responsibility for the information contained in this Prospectus.

Statements made in this Prospectus are based on the law and practice currently in force in the Grand Duchy of Luxembourg and are subject to changes in such law and practice.

abrdn Liquidity Fund (Lux) is authorised as an undertaking for collective investment in transferable securities under Part I of the law dated 17 December 2010 on undertakings for collective investment, as may be amended (the "Law") and qualifies as a UCITS. The Funds of abrdn Liquidity Fund (Lux) which qualify as Money Market Funds have been duly authorised by the CSSF in accordance with the provisions of the MMF Regulation as defined below.

Shares are offered on the basis of the information contained in the current Prospectus, the latest PRIIPS KID and the latest Annual Report and Accounts or Interim Report and Accounts (if more recent than the Annual Report and Accounts) containing the audited financial statements, and any subsequent unaudited Interim Report of abrdn Liquidity Fund (Lux), if issued thereafter, which are available from the registered office of abrdn Liquidity Fund (Lux) in Luxembourg. Depending on applicable legal and regulatory requirements (comprising but not limited to MIFID) in the countries of distribution, additional information on abrdn Liquidity Fund (Lux), the Funds and the Shares may be made available to investors under the responsibility of local intermediaries / distributors ("Mandatory Additional Information").

Except for Mandatory Additional Information, no dealer, salesperson or any other person is authorised to give any information or make any representations other than those contained in this Prospectus and the documents referred to herein in connection with the offer made hereby, and, if given, any such information or representations should be regarded as unauthorised and should accordingly not be relied upon.

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying Application Form in any such jurisdiction may treat this Prospectus or such Application Form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such Application Form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such Application Form could lawfully be used without compliance with any local registration or other legal requirements. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares pursuant to this Prospectus to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares and any person in possession of this Prospectus should inform themselves as to the legal requirements of so applying, and such possession, and of any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence, ordinary residence or domicile. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

### **Shareholder's Right**

abrdn Liquidity Fund (Lux) draws investors' attention to the fact that any investor will only be able to fully exercise his/its/her investor rights directly against abrdn Liquidity Fund (Lux), notably the right to participate in General Meetings of Shareholders if the investor is registered in his/its/her own name in the register of Shareholder of abrdn Liquidity Fund (Lux). In cases where an investor invests in abrdn Liquidity Fund (Lux) through an intermediary investing into abrdn Liquidity Fund (Lux) in his/its/her own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against abrdn Liquidity Fund (Lux). Investors are advised to take advice on their rights.

### **United States of America**

The Shares have not been registered under the United States Securities Act of 1933, as amended, and abrdn Liquidity Fund (Lux) has not been registered under the United States Investment Company Act of 1940, as amended. Accordingly, the Shares may not be directly or indirectly offered or sold in the United States of America or any of its states, territories, possessions or other areas subject to its jurisdiction or to or for the benefit of a "US Person". A "US Person" for these purposes means a national or resident of the United States or any of its states, territories, possessions or areas, subject to its jurisdiction (the "United States") and any partnership, corporation or other entity organised or created under the laws of the United States or of any political subdivision thereof.

Notwithstanding the foregoing, the Shares may be offered or sold in the United States or to or for the benefit of US Persons with the prior consent of abrdn Liquidity Fund (Lux) and in a manner exempt from registration under the said Acts.

### **Canada**

The Shares of abrdn Liquidity Fund (Lux) will not be publicly offered in Canada. Any offering of Shares in Canada will be made only by way of private placement: (i) pursuant to a Canadian offering memorandum containing certain prescribed disclosure, (ii) on a basis which is exempt from the requirement that abrdn Liquidity Fund (Lux) prepare and file a prospectus with the relevant Canadian securities regulatory authorities pursuant to applicable requirements in the relevant Canadian jurisdictions, and (iii) to persons or entities that are "permitted clients" (as such term is defined in National Instrument 31-103 Registration Requirements, Exemptions and On-going Registrant Obligations). The Management Company, which act as the manager of abrdn Liquidity Fund (Lux) and as

its private placement agent in Canada, is not registered in any capacity in any jurisdiction in Canada and as such it may rely on one or more exemptions from various registration requirements in certain Canadian jurisdictions. If a Canadian-resident Investor, or an Investor that has become a Canadian-resident after purchasing Shares, is required to be a "permitted client" and does not qualify, or no longer qualifies, as a "permitted client", the Investor will not be able to purchase any additional Shares and may be required to redeem its outstanding Shares.

#### **General**

The recognition, registration or authorisation of abrdn Liquidity Fund (Lux) in any jurisdiction does not require any authority to approve or disapprove or take responsibility for the adequacy or accuracy of this or any Prospectus or the portfolios of securities held by abrdn Liquidity Fund (Lux). Neither should recognition or registration be taken to imply any responsibility of any authority for the financial soundness of any investment scheme, or that investment in such a scheme is recommended, or that any statements made or opinions expressed with regard to that scheme are correct. Any statement to the contrary is unauthorised and unlawful.

abrdn Liquidity Fund (Lux) may, following the publication of this Prospectus be authorised for public marketing in other countries. Details of current Fund authorisations are available from the registered office of abrdn Liquidity Fund (Lux) or the Transfer Agent.

This Prospectus may be translated into other languages. In the event that there is any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall prevail except to the extent (but only to the extent) required by the law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a Prospectus in an language other than English, the language of the Prospectus on which such action is based shall prevail and all disputes as to the terms thereof shall be governed and construed in accordance with Luxembourg law.

Investors in the Money Market Funds of abrdn Liquidity Fund (Lux) should note that:

- Money Market Funds are not a guaranteed investment vehicle;
- an investment in the Money Market Funds is different from an investment in deposits as the principal invested in a Money Market Fund is capable of fluctuation;
- the Money Market Funds do not rely on external support for guaranteeing its liquidity or stabilising its Net Asset Value per Share; and
- the risk of loss of the principal is borne by the Shareholders.

Your attention is drawn to the "General Risk Factors" section of this document, which sets out the general risk factors associated with an investment in abrdn Liquidity Fund (Lux) and, if applicable, specific factors relating to each Fund.

## GLOSSARY

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This glossary is intended to help readers who may be unfamiliar with the terms used in this Prospectus.

<b>Amortised Cost Method</b>	A valuation method whereby the cost of investments is adjusted against income for the amortisation of premiums or discounts over the remaining life of the investment within the meaning of the MMF Regulation.
<b>Asset Backed Commercial Paper(s) or ABCP</b>	A short-term debt instrument issued on a discount basis. The proceeds of ABCP issuance are primarily used to obtain interests in various assets for example trade receivables, consumer debt receivables or auto loans. Such financings may take the form of a traditional asset purchase or a secured loan.
<b>Asset-Backed Securities or ABS</b>	A debt security whose yield, credit quality and effective maturity derive from an interest in an underlying pool of debt assets, such as credit card debt, car loans, mortgages, student loans, equipment lease, collateralized repo loans and EETCs (Enhanced Equipment Trust Certificates).
<b>Application Form</b>	The application form available from the Management Company, the Transfer Agent or local distributors.
<b>Articles of Incorporation</b>	The articles of incorporation of abrdr Liquidity Fund (Lux).
<b>Associate</b>	A company within the abrdr plc group of companies.
<b>Base Currency</b>	In relation to a Fund means the base currency for the relevant Fund detailed under "Fund Information".
<b>Board of Directors/Board</b>	The board of directors of abrdr Liquidity Fund (Lux).
<b>Business Day</b>	<p>In respect of the abrdr Liquidity Fund (Lux) – Euro Fund and the abrdr Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund, a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET) System is open as determined by the Governing Council of the European Central Bank from time to time.</p> <p>In respect of the abrdr Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund, the abrdr Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund, the abrdr Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund, the abrdr Liquidity Fund (Lux) – Sterling Fund, the abrdr Liquidity Fund (Lux) – Sterling VNAV Fund and the abrdr Liquidity Fund (Lux) – Short Duration Sterling Fund, a day on which banks are open for general banking business in London and the London Stock Exchange is open for business.</p> <p>In respect of the abrdr Liquidity Fund (Lux) – US Dollar Fund, a day on which banks are open for general banking business in New York and the New York Stock Exchange is open for business.</p> <p>The Board of Directors may determine that a day that would otherwise be deemed as a Business Day will not be a Business Day. In addition, the Board of Directors may determine any additional day to be a Business Day. In both circumstances, the Board of Directors will make such information public at the registered office of abrdr Liquidity Fund (Lux) and will notify Shareholders of the relevant Fund by an announcement published on the Luxembourg Stock Exchange and by publication on the internet site <a href="http://www.abrdr.com">www.abrdr.com</a> at least 48 hours in advance of such day.</p>
<b>CESR</b>	Committee of European Securities Regulators or its successor.
<b>Class(es) of Shares/Share Class(es)/ Classes</b>	Pursuant to the Articles of Incorporation, the Board of Directors may decide to issue, within each Fund, separate classes of Shares (hereinafter referred to as a "Share Class" or "Class of Shares" or "Class", as appropriate) whose assets will be commonly invested but where a specific initial or redemption charge structure, fee structure, minimum subscription amount, currency, dividend policy or other feature may be applied.
<b>Class Conversion</b>	As defined below in the Investment Objective and Policy section relating to the abrdr Liquidity Fund (Lux) – Sterling Fund, abrdr Liquidity Fund (Lux) – Euro Fund and abrdr Liquidity Fund (Lux) – US Dollar Fund.
<b>Connected Person</b>	A person or corporation related by common ownership as described in article 7 of the Articles of Incorporation.
<b>Constant NAV</b>	A Net Asset Value per Share which is stable and calculated, where appropriate, by using the Amortised Cost Method in accordance with Articles 31 and 32 of the MMF Regulation for Public Debt CNAV MMF and LVNAV MMF and rounded to the nearest percentage point or its equivalent.
<b>CSSF</b>	Commission de Surveillance du Secteur Financier or its successor.

<b>Cut-Off Time</b>	A particular point in time by which applications for subscriptions, conversions, and redemptions must be received by the Transfer Agent in order to be dealt with at the relevant Share Price(s) as at the Valuation Point on the Dealing Day as specified in the relevant sections in this Prospectus with respect to each Fund.
<b>Dealing Day</b>	With respect to any Fund, any Business Day other than days during a period of suspension of dealing in Shares in that Fund.
<b>Directive 2009/65/EC</b>	Directive 2009/65/EC on the coordination of laws, regulations and administrative provision relating to undertakings for collective investment in transferable securities, as amended.
<b>Directors</b>	Members of the Board.
<b>Duration</b>	Duration is a measure of the sensitivity of the security's price to changes in interest rates.
<b>Eligible State</b>	Any Member State of the EU or any other state in Eastern and Western Europe, Asia, Africa, Australia, North America, South America and Oceania.
<b>ESMA</b>	European Securities and Markets Authority or its successor.
<b>EU</b>	European Union.
<b>Euro</b>	All references to "€" and "Euro" are to the currency introduced at the third stage of economic union pursuant to the Treaty establishing the European Union.
<b>Fund</b>	A sub-fund of abrdn Liquidity Fund (Lux).
<b>G10 Governments</b>	The governments of Belgium, Canada, France, Germany, Italy, Japan, the Netherlands, Sweden, Switzerland, the United Kingdom and the United States.
<b>Grand Ducal Regulation of 2008</b>	The Grand Ducal Regulation of 8 February 2008 relating to certain definitions of the amended law of 20 December 2002 on undertakings for collective investment <sup>1</sup> and implementing Commission Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards the clarification of certain definitions.
<b>Grand Ducal Regulation of 2003</b>	The Grand Ducal Regulation of 14 April 2003 determining the conditions and criteria for the application of the subscription tax referred to in to article 129 of the law of 20 December 2002 relating to undertakings for collective investment. <sup>2</sup>
<b>ICAP</b>	The internal credit quality assessment procedures established by the Management Company as referred to in Appendix C.
<b>Institutional Investor</b>	An institutional investor within the meaning of the Law and the practice of the CSSF.
<b>Investment Amount</b>	The amount submitted by or on behalf of an investor for investment in any of the Funds and out of which any charges will be paid prior to investment.
<b>PRIIPS KID<sup>2</sup></b>	Key information documents for retail and insurance-based packaged investment products within the meaning of Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for retail and insurance-based packaged investment products, as amended.
<b>Law</b>	The Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended.
<b>Low Volatility Net Asset Value MMF or LVNAV MMF</b>	A Fund as defined under Article 2(12) of the MMF Regulation that complies with the specific requirements laid down in Articles 29, 30, 32 and 33(2)(b) of the MMF Regulation. LVNAVs are Short-Term MMFs and whose characteristics are more fully described under "Fund Information".
<b>Management Company</b>	abrdn Investments Luxembourg S.A. or its successor.
<b>Mark-to-Market</b>	The valuation of positions at readily available closing prices that are sourced independently, including exchange prices, screen prices, or quotes from several independent reputable brokers.

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<sup>2</sup> For UK investors only, the reference to PRIIPS KID should be understood as UCITS Key Investor Information Document ("KIID"), as defined by Commission Regulation (EU) No 583/2010 of 1 July 2010 implementing Directive 2009/65/EC of the European Parliament and of the Council as regards key investor information and conditions to be met when providing key investor information or the prospectus in a durable medium other than paper or by means of a website.

<b>Mark-to-Model</b>	Any valuation which is benchmarked, extrapolated or otherwise calculated from one or more market inputs.
<b>Member State</b>	A member state as defined in the Law.
<b>MiFID</b>	Directive 2014/65/EU on markets in financial instruments and Regulation EU 600/2014 on markets in financial instruments and any EU or Luxembourg implementing laws and regulations.
<b>MMF Eligible Assets</b>	The assets referred to under Article 9(1) of the MMF Regulation.
<b>MMF Regulation</b>	Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on Money Market Funds as may be amended or replaced from time to time.
<b>Money Market Fund(s) or MMF(s)</b>	A Fund which qualifies as a "Money Market Fund" in accordance with the MMF Regulation.
<b>Money Market Instruments or MMI</b>	Instruments as defined in Article 2(1) of the UCITS Directive and as referred to in Article 3 of Commission Directive 2007/16/EC.
<b>Mortgage-Backed Security or MBS</b>	A debt security whose yield, credit quality and effective maturity derive from an interest in an underlying pool of mortgages.
<b>Net Asset Value</b>	In relation to any Class of Shares in a Fund, the value of the net assets of that Fund attributable to that Class and calculated in accordance with the provisions described in Section 1 of Appendix D.
<b>Non-MMF(s)</b>	A Fund that does not qualify as a MMF under the MMF Regulation. As of the date of this Prospectus only abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund does not qualify as a MMF.
<b>OECD</b>	The Organisation for Economic Co-operation and Development.
<b>OTC</b>	Over-the-Counter.
<b>Prospectus</b>	This document, as amended from time to time.
<b>Public Debt Constant Net Asset Value MMF or Public Debt CNAV MMF</b>	A Fund as defined under Article 2(11) of the MMF Regulation. Public Debt CNAV MMFs are Short-Term MMFs and whose characteristics are more fully described under "Fund Information".
<b>Other UCIs</b>	An undertaking for collective investment which has as its sole object the collective investment in transferable securities and/or other liquid financial assets of capital raised from the public and which operates on the principle of risk spreading and the units/shares of which are at the request of holders repurchased or redeemed directly or indirectly out of those undertakings' assets provided that action taken to ensure that the stock exchange value of such units/shares does not significantly vary shall be regarded as equivalent to such repurchase or redemption.
<b>Regulated Market</b>	A regulated market as defined in MiFID, namely a market which appears on the list of the regulated markets drawn up by each Member State, which functions regularly, is characterized by the fact that regulations issued or approved by the competent authorities define the conditions for the operation of the market, the conditions for access to the market and the conditions that must be satisfied by a financial instrument before it can effectively be dealt in on the market, requiring compliance with all the reporting and transparency requirements laid down by MiFID and any other market which is regulated, operates regularly and is recognised and open to the public in an Eligible State.
<b>Reverse Repurchase Agreements</b>	Any agreement in which one party receives securities, or any rights related to a title or security from a counterparty subject to a commitment to sell them back at a specified price on a future date specified or to be specified.
<b>RESA</b>	<i>Recueil Electronique des Sociétés et Associations.</i>
<b>Risk Rating Framework Tool</b>	the internal assessment tool established by the Investment Manager to undertake a quantitative based assessment of the environmental, social and governance ("ESG") risks and as referred to in Appendix C.
<b>Share</b>	Any share of any Class of a Fund.
<b>Share Price</b>	The price of a Share in any one of the Share Classes in any one of the Funds, this price being the Net Asset Value of the relevant Share Class divided by the number of Shares in issue in that Class, adjusted and calculated as described in Section 2 of Appendix D.
<b>Shareholder</b>	Any person holding Shares of a Fund.

<b>Short-Term MMF</b>	A Fund that invests in eligible money market instruments referred to in Article 10(1) of the MMF Regulation and that is subject to the portfolio rules set out in Article 24 of the MMF Regulation, including LVNAV MMFs, Public Debt CNAV MMFs and Short-Term VNAV MMFs.
<b>SOFR</b>	Secured Overnight Financing Rate.
<b>SONIA</b>	Sterling Overnight Interbank Average Rate.
<b>Standard MMF or Standard VNAV MMFs</b>	A Fund that invests in eligible money market instruments referred to in Article 10(1) and (2) of the MMF Regulation that is subject to the portfolio rules set out in Article 25 of the MMF Regulation and whose characteristics are more fully described under "Fund Information".
<b>Sterling</b>	All references to "Sterling", "£" and "pounds" are to the pound Sterling, the currency of the United Kingdom.
<b>STR</b>	Short Term Rate.
<b>Transfer Agent</b>	abrdn Investments Luxembourg S.A. or its successor.
<b>Transferable Securities</b>	Shares and other securities equivalent to shares, debt securities which include but are not limited to convertible and non-convertible corporate and non-corporate debt securities, preferred securities, privately placed securities (which are securities sold directly in a negotiated sale to institutional or private investors rather than a public offering such as privately placed bonds), fixed and floating rate bonds, zero-coupon and discount bonds, debentures, notes, certificates of deposit, banker's acceptances, bills of exchange, commercial paper, treasury bills, Asset-Backed Securities and Mortgage-Backed Securities and any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange referred to in article 41 of the Law, excluding the techniques and instruments referred to in article 42 of the Law.
<b>UCITS</b>	An Undertaking for Collective Investment in transferable securities.
<b>UCITS Directive</b>	Directive 2009/65/EC as amended by Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014.
<b>UCITS Regulations</b>	Commission Delegated Regulations (EU) supplementing the UCITS Directive.
<b>UK</b>	The United Kingdom.
<b>US Dollars</b>	All references to "US\$" and "US Dollars" are to the United States Dollar, the currency of the United States of America.
<b>Valuation Point</b>	<p>On each Dealing Day (or such time as is determined by the Board of Directors to be appropriate in the event that the Net Asset Value of a particular Fund is no longer valued using the Amortised Cost Method), except 24 December and 31 December:</p> <p>16:00 hours New York time in respect of the abrdn Liquidity Fund (Lux) – US Dollar Fund. In the event that the Constant NAV of the abrdn Liquidity Fund (Lux) – US Dollar Fund deviates by more than 20 basis points from its Variable NAV or in the event of a Class Conversion of the income and flexible income Shares of abrdn Liquidity Fund (Lux) – US Dollar Fund into accumulation Shares, the subsequent Valuation Point will be moved to 12:30 hours New York time;</p> <p>13:00 hours Luxembourg time in respect of abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund;</p> <p>13:30 hours Luxembourg time in respect of abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund and abrdn Liquidity Fund – Sterling VNAV Fund;</p> <p>14:00 hours Luxembourg time in respect of abrdn Liquidity Fund (Lux) – Euro Fund. In the event that the Constant NAV of abrdn Liquidity Fund (Lux) – Euro Fund deviates by more than 20 basis points from its Variable NAV or in the event of a Class Conversion of the income and flexible income Shares of abrdn Liquidity Fund (Lux) – Euro Fund into accumulation Shares, the subsequent Valuation Point will be moved to 13:00 hours Luxembourg time; and</p> <p>14:30 hours Luxembourg time in respect of abrdn Liquidity Fund – Sterling Fund and the abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund. In the event that the Constant NAV of abrdn Liquidity Fund (Lux) – Sterling Fund deviates by more than 20 basis points from its Variable NAV or in the event of a Class Conversion of the income and flexible income Shares of abrdn Liquidity Fund (Lux) – Sterling Fund into accumulation Shares, the subsequent Valuation Point will be moved to 13:30 hours Luxembourg time.</p>



On 24 December and 31 December (or the preceding Business Day where such day is not a Business Day): 13:00 hours Luxembourg time in respect of each Fund.

**Variable NAV**

A Net Asset Value per Share which is not stable, in principle fluctuates daily and which is calculated in accordance with Article 30 of the MMF Regulation and rounded to the nearest basis point or its equivalent.

**Variable Net Asset Value MMF or VNAV MMF**

A Fund as defined under Article 2(13) of the MMF Regulation that complies with the specific requirements laid down in Articles 29, 30 and 33(1) of the MMF Regulation and whose characteristics are more fully described under "Fund Information".

VNAV MMFs can be Standard MMFs or Short-Term MMFs ("Short-Term VNAV MMFs").

**WAL**

Weighted average life or WAL means the average length of time to legal maturity of all of the underlying assets in the MMF reflecting the relative holdings in each asset.

**WAM**

Weighted average maturity or WAM means 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 MMF reflecting the relative holdings in each asset.

## SUMMARY

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This Prospectus relates to the offering of separate Classes of Shares of no par value of abrdn Liquidity Fund (Lux). Shares are issued fully paid with respect to one of the Funds described under "Fund Information", on the terms and conditions outlined in this Prospectus.

All Classes of Shares of all the Funds that are in issue may be listed on the Luxembourg Stock Exchange.

Up to date Fund and Share Class information can be found at [www.abrdn.com](http://www.abrdn.com) or is available from the registered office of abrdn Liquidity Fund (Lux) or the Transfer Agent.

## THE abrdn ORGANISATION

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abrdn plc (which previously known as Standard Life Aberdeen plc), a company listed on the London Stock Exchange, is the holding company of a pensions, savings and fund management group (the "abrdn Group") with offices in Europe, the United States of America, South America, Australia and Asia. abrdn Hong Kong Limited (which was previously known as Aberdeen Standard Investments (Hong Kong) Limited) is regulated by the Hong Kong Securities and Futures Commission. abrdn Investments Limited is regulated and authorised by the Financial Conduct Authority in the United Kingdom. abrdn Inc. is regulated by the United States Securities and Exchange Commission. All three entities are wholly owned subsidiaries of abrdn Holdings Limited. The share capital of abrdn Investments Luxembourg S.A. is held by abrdn Hong Kong Limited, abrdn Investments Limited and abrdn Holdings Limited. abrdn Holdings Limited is a wholly owned subsidiary of abrdn plc.

## BOARD OF DIRECTORS OF ABRDN LIQUIDITY FUND (LUX)

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The Directors of abrdn Liquidity Fund (Lux) are responsible for the management and administration of abrdn Liquidity Fund (Lux) and for its overall investment policy.

**Andrey Berzins** graduated in statistics from the University of Bath and qualified as a chartered accountant in 1985. For the majority of his career he has been involved in the Asian private equity industry. He is currently a director of Ocean Wilsons Holdings Limited, an investment holding company listed on the London Stock Exchange, as well as several private companies. Andrey is based in Singapore.

**Ian Boyland** is a graduate of Warwick University and a member of the Institute of Chartered Accountants in England and Wales. He has been working in the Luxembourg investment fund industry for over 20 years, performing in a variety of senior roles at Citibank, JP Morgan, Fidelity and Chase Manhattan, heading teams providing fund accounting, pricing, custody and transfer agency services. Since 2013 he has been acting as an independent director for a number of regulated and non-regulated Luxembourg investment funds and company structures. Ian is a member of the Institute of Risk Management and the UK Institute of Directors.

**Susanne van Dootingh** Susanne van Dootingh is an independent non-executive director of several Luxembourg domiciled investment funds and management companies. Prior to becoming an iNED she was at State Street Global Advisors from 2002 to 2017 with her final position being Senior Managing Director, Head of European Governance and Regulatory Strategy EMEA. Prior to this she held various senior positions at State Street Global Advisors in Global Product Development and Global Fixed Income Strategy. Before joining SSGA in 2002 she was a fixed income strategist and portfolio manager at Fortis Investment Management, Barclays Global Investors, and ABN AMRO Asset Management.

**Nadya Wells** Nadya Wells is an experienced Non-Executive Director who has spent over 25 years as a long-term investor and governance specialist in emerging and frontier markets. She spent 13 years with the Capital Group until 2014, as a portfolio manager and analyst with a focus on EMEA markets. Prior to that she was a portfolio manager at Invesco Asset Management investing in Eastern Europe in closed end funds until 1999. She started her career with EY in management consulting. She is a non-executive director on the boards of various Luxembourgish SICAVs, Senior Independent Director of Hansa Investment Company Limited and Barings Emerging EMEA Opportunities plc, and also sits on the audit committee of the Non-Profit Drugs for Neglected Diseases Initiative (DNDi). She has an MBA from INSEAD, an MA from Oxford University and an MSc from the University of Geneva.

**Stephen Bird** Stephen joined abrdn plc in July 2020 as Chief Executive-Designate, and was formally appointed Chief Executive Officer in September 2020. Previously, Stephen served as chief executive officer of global consumer banking at Citigroup from 2015, retiring from the role in November 2019. His responsibilities encompassed all consumer and commercial banking businesses in 19 countries, including retail banking and wealth management, credit cards, mortgages, and operations and technology supporting these businesses. Prior to this, Stephen was chief executive for all of Citigroup's Asia Pacific business lines across 17 markets in the region, including India and China. Stephen joined Citigroup in 1998, and during his 21 years with the company he held a number of leadership roles in banking, operations and technology across its Asian and Latin American businesses. Before this, he held management positions in the UK at GE Capital – where he was director of UK operations from 1996 to 1998 – and at British Steel. He holds an MBA in Economics and Finance from University College Cardiff, where he is also an Honorary Fellow.

## **BOARD OF DIRECTORS OF abrdn INVESTMENTS LUXEMBOURG S.A.**

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- Andreia Camara** is Director and Conducting Officer of abrdn Investments Luxembourg S.A. primarily covering risk management and valuation. Andreia joined abrdn as a result of the merger between Aberdeen Asset Management and Standard Life in August 2017. Andreia joined Aberdeen Asset Management in 2013 after 12 years at Ernst & Young, working in assurance and advisory services for alternative investments. From 2011 Andreia was part of Ernst & Young's AIFMD implementation team and is since then actively involved in the ALFI Risk Management Committees. Andreia has a degree from the University of Minho in Portugal in Business Management and a Post Graduate degree in Tax law and Finance from the University of Economics of Oporto. She is also certified as a Luxembourg CPA and a qualified professional of RICS (MRICS).
- Alan Hawthorn** is Head of Global Investor Services and is responsible for all in-house and outsourced transfer agency operations for abrdn. Alan is also a Director of a number of subsidiary companies within the abrdn Group. Alan joined abrdn as a result of the merger between Aberdeen Asset Management and Standard Life in August 2017. Alan joined Aberdeen Asset Management in 1996 from Prolific Financial Management. Alan graduated with a BA in Commerce at Napier University.
- Miroslav Stoev** Miroslav Stoev is a non-executive director of abrdn Investments Luxembourg S.A. from August 2021. Miroslav has extensive experience in performing a range of operations, financial reporting, risk management, conducting officer, due diligence, NAV calculation and directorship services to real estate and private equity investment structures, many of which are under the supervision of the CSSF. He has 23 years of professional experience, mostly focused on alternative investment structures, with EY (Luxembourg and New York), Citco Luxembourg and then managing a boutique practice in Luxembourg. Miroslav is on the board of a number of PERE Pan European investment structures. Miroslav holds an MBA from Tulane University and a Bachelor of Business Administration from Sofia University. He is a licensed Expert-comptable (CPA) in Luxembourg.

\* see in the section "Board of Directors of abrdn Liquidity Fund (Lux)" for details

## MANAGEMENT AND ADMINISTRATION

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Copies of this Prospectus and further information can be obtained from abrdn Liquidity Fund (Lux) from any of the following addresses:

<b>Registered Office</b>	<b>abrdn Liquidity Fund (Lux)</b> 35a, avenue John F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg	
<b>Management Company, Domiciliary Agent, Registrar and Transfer Agent and Listing Agent</b>	<b>abrdn Investments Luxembourg S.A.</b> 35a, avenue John F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg	
<b>For Shareholder Services:</b>	<b>abrdn Investments Luxembourg S.A.</b> c/o International Financial Data Services (Luxembourg) S.A. 49, Avenue J. F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg  Tel (Enquiries): +(352) 46 40 10 7425 / +(44) 1224 425 257 Tel (Dealing): +(352) 46 40 10 7015 / +(44) 1224 425 259 Fax: (352) 24 52 90 58	
<b>Paying Agent</b>	<b>State Street Bank International GmbH, Luxembourg Branch</b> 49, Avenue J. F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg	
<b>Depository and Administrator</b>	<b>Citibank Europe plc, Luxembourg Branch</b> 31 Z.A. Bourmicht, Bertrange Grand Duchy of Luxembourg	
<b>Investment Managers</b>	<b>abrdn Investments Limited</b> 10 Queen's Terrace Aberdeen AB10 1YG United Kingdom  abrdn Investments Limited is authorised and regulated by the Financial Conduct Authority	<b>abrdn Inc.</b> 2nd Floor 1900 Market Street Philadelphia PA 19103  abrdn Inc. is authorised by the Securities and Exchange Commission of the United States of America
<b>Data Processing Agents</b>	<b>International Financial Data Services Luxembourg S.A.</b> 49, the avenue J.F. Kennedy L-1855 Luxembourg R.C.S Luxembourg B81997  International Financial Data Services (Luxembourg) S.A. is authorised and regulated by the <i>Commission de Surveillance du Secteur Financier</i>	<b>SS&amp;C Financial Services Europe Limited and SS&amp;C Financial Services International Limited</b> St Nicholas Lane Basildon United Kingdom SS15 5FS  SS&C Financial Services Europe Limited and SS&C Financial Services International Limited are authorised and regulated by the Financial Conduct Authority
<b>Auditors</b>	<b>KPMG Luxembourg, Société coopérative</b> 39, Avenue John F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg	

**Legal Advisers as to matters  
of Luxembourg law**

**Elvinger Hoss Prussen, *société  
anonyme***  
2, Place Winston Churchill  
L-1340 Luxembourg  
Grand Duchy of Luxembourg

## PRINCIPAL AGREEMENTS

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### **The Management Company**

Pursuant to a Fund Management Company Agreement, abrdn Investments Luxembourg S.A. has been appointed to act as management company of abrdn Liquidity Fund (Lux).

The Management Company will be responsible on a day-to-day basis under the supervision of the Board of Directors for providing administration, distribution and marketing, investment management and advisory services in respect of all the abrdn Liquidity Fund (Lux) with the possibility to delegate part or all of such functions to third parties.

The Management Company has delegated the administration functions to the Administrator but the Management Company will assume directly the functions of the Domiciliary Agent, the Registrar and Transfer Agent, the Listing Agent and the marketing and distribution function. The Management Company has delegated the investment management services with respect to the Funds to the Investment Managers.

The Management Company was incorporated in the form of a *société anonyme* under the laws of the Grand Duchy of Luxembourg on 5 October 2006 for an unlimited duration. The Management Company is approved as a UCITS management company regulated by the Law and as alternative investment fund manager within the meaning of article 1(46) of the law of 12 July 2013 on alternative investment fund managers. The share capital of the Management Company is held by abrdn Holdings Limited, abrdn Hong Kong Limited and abrdn Investments Limited. The Management Company has a subscribed and paid-up capital of €10,000,000 (as at the date of this Prospectus).

As of the date of this Prospectus, abrdn Investments Luxembourg S.A. has also been appointed to act as management company and as alternative investment fund manager for other Luxembourg based investment funds. A list of the relevant funds may be obtained from the Management Company upon request.

The Management Company shall ensure compliance of abrdn Liquidity Fund (Lux) with the investment restrictions and oversee the implementation of abrdn Liquidity Fund (Lux)'s strategies and investment policy. The Management Company will be responsible for ensuring that adequate risk measurement processes are in place to ensure a sufficient control environment.

The Management Company will monitor on a continued basis the activities of the third parties to which it has delegated functions and will receive periodic reports from the Investment Managers and from certain other service providers to enable it to perform its monitoring and supervision duties.

Additional information is made available by the Management Company at its registered office, upon request, in accordance with the provisions of Luxembourg laws and regulations. This additional information includes the procedures relating to complaints handling, the strategy followed by the Management Company for the exercise of voting rights of abrdn Liquidity Funds (Lux), a policy for placing orders to deal on behalf of abrdn Liquidity Funds (Lux) with other entities, a best execution policy as well as the arrangements relating to the fee, commission or non-monetary benefit in relation to the investment management and administration of abrdn Liquidity Funds (Lux).

### *Remuneration Policy*

Pursuant to Article 111bis of the Law, the Management Company has approved and adopted a UCITS V Remuneration Policy Statement in conjunction the remuneration policy of the abrdn Group, which is AIFMD compliant (together the "Remuneration Policy"). The Management Company believes the UCITS V Remuneration Policy Statement is consistent with, and promotes sound and effective risk management; does not encourage risk-taking which is inconsistent with the risk profiles of the Funds or the Articles of Incorporation, and does not impair compliance of the Management Company's duty to act in the best interests of each of the Funds and its shareholders. The Management Company believes that rewarding staff for their contribution is key to recruiting and retaining a talented workforce.

The Remuneration Policy has been designed to:

- align the interests of staff with the sustained long-term interests of the Management Company, the Funds, the business, shareholders, and other stakeholders;
- focus on performance-related pay, at both a corporate and an individual level, tempered by an emphasis on ensuring that performance is not achieved by taking risks which fall outside abrdn Group's, and its Funds, risk appetite;
- promote sound risk management and discourage risk taking that exceeds abrdn Group's level of tolerated risk, having regard to the investment profiles of Funds;
- incorporate measures to avoid conflicts of interest; and
- offer fixed remuneration and award incentives which are reasonable and competitive within the asset management sector.

The abrdn plc board of directors has established a Remuneration Committee that operates on a group-wide basis. The Remuneration Committee is responsible for:

- approving the Remuneration Policy;
- approving the remuneration packages of Senior executives;
- determining the size of any annual variable pay pool;
- approving the design of Incentive plans; and
- considering the recruitment and redundancy of certain employees.

Details of the up-to-date Remuneration Policy, including, but not limited to, a description of how remuneration and benefits are calculated, and the identity of the persons responsible for awarding remuneration and benefits including the composition of the remuneration committee, is available at [www.abrdn.com](http://www.abrdn.com) under "Fund Literature". A paper copy is made available free of charge upon request at the Management Company's registered office.

#### *Queries and Complaints*

Any person who would like to receive further information regarding abrdn Liquidity Funds (Lux) or who wishes to make a complaint about the operation of abrdn Liquidity Funds (Lux) should contact the Management Company.

#### **The Domiciliary Agent, Registrar and Transfer Agent and Listing Agent**

The Management Company carries out the Registrar and Transfer Agent functions, namely to provide dealing, registration and transfer agency services in Luxembourg in accordance with the requirements of the laws governing Luxembourg collective investment schemes.

The Management Company also carries out the Domiciliary Agent functions, namely to provide registered office services, to maintain abrdn Liquidity Fund (Lux)'s legal and regulatory documentation and coordinate meetings in Luxembourg in accordance with the requirements of the Luxembourg laws. The Management Company also carries out the duties of a Listing Agent in relation to abrdn Liquidity Fund (Lux)'s shares.

#### **The Distributors**

In accordance with the terms of the Fund Management Company Agreement, the Management Company organises and oversees the marketing and distribution of Shares. The Management Company may appoint authorised distribution agents and other sub-distributors (who may be Associates) and who may receive all or part of any charges payable to the Investment Managers and the Management Company, subject to applicable laws and regulations.

#### **The Data Processing Agents**

International Financial Data Services Luxembourg S.A., SS&C Financial Services Europe Limited and SS&C Financial International Services Limited were appointed as Data Processing Agents by the Management Company pursuant to a Services Agreement. The appointment of the Data Processing Agents is terminable by abrdn Investments Luxembourg S.A. upon 12 months' written notice.

Pursuant to the terms of the Services Agreement, each of the Data Processing Agents is entitled to receive from the Management Company reimbursement of all costs and expenses incurred by it in providing the services contemplated by that agreement.

#### **The Investment Managers**

Pursuant to various Investment Management Agreements between the Management Company and the Investment Managers, the latter were appointed Investment Managers to the Funds of abrdn Liquidity Fund (Lux). Each of the Investment Management Agreements is terminable by any party at any time upon three months' written notice. However, the Management Company may terminate any Investment Management Agreement with immediate effect when this is in the interest of the Shareholders. Each of the Investment Managers will manage the investment and reinvestment of the assets of the Funds in accordance with the investment objectives and investment and borrowing restrictions of abrdn Liquidity Fund (Lux), under the overall responsibility of the Board of Directors. The maximum annual investment management fees for services provided under the Investment Management Agreements are shown in the section "Charges and Expenses" and Appendix G.

#### **The Depositary**

Pursuant to a depositary agreement with effective date as from 22 January 2024 (as amended) (the "**Depositary Agreement**"), abrdn Liquidity Fund (Lux) has appointed Citibank Europe plc, Luxembourg Branch as depositary (the "**Depositary**") of the assets of abrdn Liquidity Fund (Lux) which are held either directly by the Depositary or through a correspondent bank or other agents as appointed from time to time.

The Depositary has been appointed to provide safekeeping services in respect of abrdn Liquidity Fund (Lux)'s assets and to ensure an effective and proper monitoring of abrdn Liquidity Fund (Lux)'s cash flows.

As regards its safekeeping duties, the Depositary shall hold in custody all financial instruments that may be registered in a financial instruments account opened in the Depositary's books (in which case the account shall be segregated so that all financial instruments registered in such account can be clearly identified as belonging to abrdn Liquidity Fund (Lux) at all times) and all financial instruments that can be physically delivered to the Depositary. Regarding other assets, the Depositary shall verify the ownership by abrdn Liquidity Fund (Lux) of such assets and shall maintain an up-to-date record of that ownership. For this ownership verification, the Depositary shall base on information or documents provided by abrdn Liquidity Fund (Lux) and, where available, on external evidence. The Depositary shall provide abrdn Liquidity Fund (Lux), on a regular basis, with a comprehensive inventory of all of the assets of abrdn Liquidity Fund (Lux).

As regards its cash monitoring duties, the Depositary shall be responsible for the proper monitoring of abrdn Liquidity Fund (Lux)'s cash flows, and, in particular, for ensuring that that all payments made by, or on behalf of, investors upon the subscription of shares of abrdn Liquidity Fund (Lux) have been received, and that all cash of abrdn Liquidity Fund (Lux) has been booked in cash accounts that (i) are opened in the name of abrdn Liquidity Fund (Lux), or in the name of the Depositary acting on behalf of abrdn Liquidity Fund (Lux), (ii) are opened with entity referred to in points (a), (b) and (c) of Article 18(1) of Commission Directive 2006/73/EC (European central bank, European credit institution or third country credit institutions), and (iii) comply with the MiFID segregation and client money principles set out in Article 16 of Directive 2006/73/EC. Where the cash accounts are opened in

the name of the Depositary acting on behalf of abrdn Liquidity Fund (Lux), no cash of the relevant entity referred to in point (ii) above and none of the own cash of the Depositary shall be booked on such accounts.

In addition to its safekeeping and cash monitoring functions, the Depositary in particular ensures that:

- the sale, issue, repurchase, conversion and cancellation of the Shares effected by or on behalf of abrdn Liquidity Fund (Lux) are carried out in accordance with Luxembourg law and the articles of incorporation of abrdn Liquidity Fund (Lux);
- the value of the Shares of abrdn Liquidity Fund (Lux) is calculated in accordance with Luxembourg law and the articles of incorporation of abrdn Liquidity Fund (Lux);
- the instructions of abrdn Liquidity Fund (Lux) are carried out, unless they conflict with Luxembourg law or the articles of incorporation of abrdn Liquidity Fund (Lux);
- in transactions involving the assets of abrdn Liquidity Fund (Lux), the consideration is remitted to it within the usual time limits; and
- the income of abrdn Liquidity Fund (Lux) is applied in accordance with its articles of incorporation and Luxembourg law.

Under the Depositary Agreement, all securities, cash and other assets of abrdn Liquidity Fund (Lux) are entrusted to the Depositary.

The Depositary can reuse abrdn Liquidity Fund (Lux)'s assets if provided so in the Depositary Agreement and within the limits provided for by Luxembourg laws and regulations and the Depositary Agreement. In particular, the assets held in custody by the Depositary will be allowed to be reused provided that (i) the reuse of the assets is executed for the account of abrdn Liquidity Fund (Lux), (ii) the Depositary is carrying out the instructions of abrdn Liquidity Fund (Lux), (iii) the reuse of assets is for the benefit of abrdn Liquidity Fund (Lux) and in the interest of the shareholders, and (iv) the transaction is covered by high-quality and liquid collateral received by abrdn Liquidity Fund (Lux) under a title transfer arrangement. In this case, the market value of the collateral shall, at all times, amount to at least the market value of the reused assets plus a premium.

In carrying out its functions, the Depositary shall act at all times honestly, fairly, professionally, independently and solely in the interest of abrdn Liquidity Fund (Lux) and its Shareholders. In particular, the Depositary shall not carry out any activities with regard to abrdn Liquidity Fund (Lux) that may create conflicts of interest between abrdn Liquidity Fund (Lux), the Shareholders and the Depositary, unless the Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks and properly identified, managed, monitored and disclosed such potential conflicts to the Shareholders of abrdn Liquidity Fund (Lux).

Potential conflicts of interest may nevertheless arise from time to time from the provision by the Depositary and/or its affiliates of other services to abrdn Liquidity Fund (Lux) or the Management Company or other funds. For example, the Depositary and/or its affiliates may act as the depositary or administrator of other funds. It is therefore possible that the Depositary (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of abrdn Liquidity Fund (Lux) and/or other funds for which the Depositary acts.

Where a conflict or potential conflict of interest arises, the Depositary will ensure that such conflict is managed and monitored in order to prevent adverse effects on the interests of abrdn Liquidity Fund (Lux) and its Shareholders.

Updated information on the Depositary's custody duties and conflicts of interest that may arise may be obtained, free of charge and upon request, at the Depositary's registered office.

In accordance with the provisions of the Depositary Agreement and the provisions of the Law, the Depositary may, subject to certain conditions and in order to effectively conduct its duties, delegate part or all its safekeeping functions over abrdn Liquidity Fund (Lux)'s assets to one or more third-party delegates appointed by the Depositary from time to time.

When selecting and appointing a third-party delegate, the Depositary shall exercise all due skill, care and diligence as required by the Law to ensure that it entrusts abrdn Liquidity Fund (Lux)'s assets only to a third-party delegate that has adequate structures and expertise for the task delegated and that may provide an adequate standard of protection as required by the Law, including in particular an effective prudential regulation and supervision of the third party delegate in case of delegation of custody tasks. The Depositary's liability as described below shall not be affected by any such delegation.

Notwithstanding the above, where (i) the law of a third country requires that certain financial instruments of abrdn Liquidity Fund (Lux) be held in custody by a local entity and no local entities in that third country are subject to effective prudential regulation and supervision and (ii) abrdn Liquidity Fund (Lux) has instructed the Depositary to delegate the safekeeping of such financial instruments to such a local entity, the Depositary may nevertheless delegate its custody functions to such a local entity but only to the extent required by the law of the relevant third country and for as long as there are no other local entities in that third country satisfying the delegation requirements imposed by the Law.

For the avoidance of doubt, a third-party delegate may, in turn, sub-delegate those safekeeping functions that have been delegated to it by the Depositary subject to the same requirements.

For the time being, the Depositary has appointed several entities as third-party delegates in relation to the safekeeping of certain assets of abrdn Liquidity Fund (Lux), as further described in the relevant sub-custodian agreement entered into between the Depositary and the relevant third-party delegates. Please refer to abrdn Liquidity Fund (Lux)'s website <https://www.citigroup.com/global/about-us/global-presence/luxembourg> for the list of third-party delegates of the Depositary to which the safekeeping duties over abrdn Liquidity Fund (Lux)'s assets have been delegated by the Depositary.



The Depositary is liable to abrdn Liquidity Fund (Lux) and its Shareholders for the loss of a financial instrument held in custody by the Depositary or a third-party delegate pursuant the provisions of the Law, being in particular required to return a financial instrument of identical type or the corresponding amount to abrdn Liquidity Fund (Lux) without undue delay. The Depositary is also liable to abrdn Liquidity Fund (Lux) and its Shareholders for all other losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its duties in accordance with the Law. However, where the event which led to the loss of a financial instrument is not the result of the Depositary's own act or omission (or that of its third-party delegate), the Depositary is discharged of its liability for the loss of a financial instrument where the Depositary can prove that, in accordance with the conditions as set out in the provisions of the Law, the Depositary could not have reasonably prevented the occurrence of the event which led to the loss despite adopting all precautions and reasonable efforts.

abrdn Liquidity Fund (Lux) and the Depositary may terminate the Depositary Agreement at any time in writing by giving ninety (90) days' notice. However, abrdn Liquidity Fund (Lux) may dismiss the Depositary or the depositary may voluntarily withdraw only if a new company is appointed to take over the functions and responsibilities of the Depositary. After its dismissal or voluntary withdrawal, the Depositary must continue to carry out its functions.

#### **The Paying Agent**

Pursuant to a paying agent agreement, State Street Bank International GmbH, Luxembourg Branch has been appointed by abrdn Liquidity Fund (Lux) as Paying Agent. The appointment of the Paying Agent is terminable by both parties upon 90 days' written notice.

As paying agent, State Street Bank International GmbH, Luxembourg Branch is responsible for liaising, and arranging the payment to Shareholders of any distribution or redemption proceeds as applicable.

#### **The Administrator**

Pursuant to the administration agreement with effective date as from 22 January 2024 and entered into between abrdn Liquidity Fund (Lux), the Management Company and Citibank Europe plc, Luxembourg Branch (the "**Administration Agreement**"), Citibank Europe plc, Luxembourg Branch was appointed as administrator of abrdn Liquidity Fund (Lux) (the "**Administrator**"). The Administrator is responsible for, inter alia, the daily determination of the Net Asset Value in accordance with Appendix D – Calculation of Net Asset Value.

The Administration Agreement may be terminated by either party upon ninety (90) days' prior written notice, according to the terms and conditions as set out in such agreement, or upon 30 days' written notice where a party has materially breached the terms of said agreement.

## STRUCTURE

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### Funds & Base Currencies

abrdn Liquidity Fund (Lux) has adopted an "umbrella" structure to provide investors with a choice of different Funds. Each Fund will be differentiated by its specific Investment Objective and Policy.

All the Funds of abrdn Liquidity Fund (Lux) listed in the table under "FUNDS QUALIFYING AS MONEY MARKET FUNDS" under "Fund Information" qualify and are authorised as Money Market Funds.

The Funds represent segregated portfolios of assets and accordingly, the assets of a Fund belong exclusively to that Fund and shall not be used or made available to discharge (directly or indirectly) the liabilities of, or claims against, any other person or body, including any other Fund and shall not be available for any such purpose.

The Funds are denominated in a currency that is appropriate for the market and the type of investments of the Fund concerned. The Base Currency of each Fund is listed under "Fund Information" and can also be found at [www.abrdn.com](http://www.abrdn.com).

### Types of Shares & Share Price Calculations

The Shares relating to each Fund are issued in registered form only and will be uncertificated. Shares are not issued in bearer form.

Investors can restructure their portfolio without having to deal with the excessive paperwork associated with Share certificates (former units certificates). Ownership of Shares is evidenced by an entry in abrdn Liquidity Fund (Lux)'s register of Shareholders. Shares may be issued in a sole name or in joint names – up to four joint names are possible. Shares in any Fund will normally be allotted (including Shares rounded to up to three decimal places, if appropriate, to the full value of the amount invested) upon completion of the application procedure described in the section "Dealing in Shares of abrdn Liquidity Fund (Lux)" under "Subscription for Shares" of this Prospectus. Shares can be issued, switched or redeemed during any Dealing Day.

Not all Funds will issue all Classes of Shares. Investors should refer to [www.abrdn.com](http://www.abrdn.com) for current details of which Classes of Shares are in issue.

The Shares relating to each Fund are issued in the following main Classes, namely Class A, Class I, Class J, Class K, Class L, Class M, Class X, Class Y and Class Z. Share Class definitions can be found under Appendix F of this Prospectus.

These Classes of Shares may be further divided into Class A-1, Class I-1, Class J-1, Class K-1, Class L-1, Class M-1, Class X-1, Y-1 and Class Z-1 income Shares, Class A-2, Class I-2, Class J-2, Class K-2, Class L-2, Class M-2, Class X-2, Y-2 and Z-2 accumulation Shares, Class A-3, Class I-3, Class J-3, Class K-3, Class L-3, Class M-3, Class X-3, Y-3 and Z-3 flexible income Shares and Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4, Class X-4 and Z-4 accumulation conversion Shares and Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5, Class X-5 and Z-5 flexible accumulation conversion Shares<sup>3</sup>, as further described under the "Dividend Policy" section of this Prospectus.

Class A, Class I, Class J, Class K, Class L, Class M, Class X, Class Y and Class Z Shares of each Fund are offered at a price based on the Net Asset Value adjusted to reflect any applicable dealing charges (for further details of the Share Price calculation see Appendix D – Calculation of Net Asset Value).

Share Prices (i.e., Net Asset Value per Share as adjusted to reflect dealing charges), for all Classes of Shares, in all Funds, are calculated daily. The single Share Price for each Fund and Class is the basis for all dealing transactions with the Funds.

Shares are quoted and dealt in the relevant Share Class' designated currency of denomination and in other currencies, including (without limitation) US Dollars, Sterling and Euro. For the purposes of being eligible for central clearing systems such as Clearstream or Euroclear and the National Securities Clearing Corporation (NSCC), which may require stock identification numbers or codes (which include a reference to the quoted and dealing currency of the Share in this code or number), these dealing currencies represent individual Share Classes in these systems.

Shares quoted and dealt in currencies other than the relevant Class' designated currency of denomination are not additional Classes in abrdn Liquidity Fund (Lux) and must not be viewed as such. They are the Classes quoted and dealt in other currencies with the associated foreign exchange risk.

For information on how to invest refer to the section on "Subscription for Shares".

### Payment for Shares

Payment for Shares may only be made in the Base Currency of the relevant Fund (see the "Methods of Payment" paragraph under "Dealing in Shares of abrdn Liquidity Fund (Lux)", under the "Subscription for Shares" section).

### Dividends

Details of the distribution policy for each Share Class are set out in the section "Dividend Policy".

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<sup>3</sup> Accumulation conversion Shares and flexible accumulation conversion Shares are only used in case of a Class Conversion within the abrdn Liquidity Fund (Lux) – Sterling Fund, abrdn Liquidity Fund (Lux) – Euro Fund, or abrdn Liquidity Fund (Lux) – US Dollar Fund.

**Switching**

Any exchange of Shares is subject to meeting the relevant Share Class qualifications and to the limitations and charges described in the section "Dealing in Shares of abrdn Liquidity Fund (Lux)", under "Exchange (or Switching) of Shares".

## FUND INFORMATION

### Funds' Features, Investment Objective and Policies

abrdrn Liquidity Fund (Lux) aims to provide investors with a broad range of diversified actively-managed Funds which, through their specific investment objectives and individual portfolios, offer investors the opportunity of exposure to selected short-term investment and money market strategies. The assets of the Funds are invested in accordance with the principle of risk diversification in Money Market Instruments and/or in debt and debt-related instruments and/or in deposits with credit institutions, including but not limited to, fixed-term deposits at financial institutions, certificates of deposit, commercial paper, medium-term notes, short-term treasury bills and call and notice accounts as and if further detailed hereafter for each Fund.

There is no assurance that the investment objective of a particular Fund will actually be achieved or that any appreciation in the value of the assets will occur.

All the Funds of abrdrn Liquidity Fund (Lux) listed in the table under "FUNDS QUALIFYING AS MONEY MARKET FUNDS" qualify and are authorised as Money Market Funds.

abrdrn Liquidity Fund (Lux) – Short Duration Sterling Fund does not qualify as Money Market Fund. Please refer to "FUNDS WHICH DO NOT QUALIFY AS MONEY MARKET FUNDS (NON-MMFs)" below for further information in relation to the abrdrn Liquidity Fund (Lux) –Short Duration Sterling Fund.

### I) FUNDS QUALIFYING AS MONEY MARKET FUNDS:

Each Money Market Fund qualifies either as:

- a Variable Net Asset Value MMF (either standard or short-term);
- a Public Debt Constant Net Asset Value MMF; or
- a Low Volatility Net Asset Value MMF.

A Variable Net Asset Value MMF may either qualify as Standard Variable Net Asset Value MMF or as Short-Term Variable Net Asset Value MMF.

Unless prohibited in the investment policy of a Money Market Fund and subject to the investment restrictions set out under Part II of Appendix A, any Money Market Fund may invest in the following eligible assets:

- (i) Money Market Instruments;
- (ii) Eligible securitisations and ABCPs;
- (iii) Financial derivative instruments;
- (iv) Reverse repurchase agreements; and
- (v) Units or shares of other MMFs.

Each Money Market Fund shall comply with the general rule set out in the MMF Regulation as well as the specific rules applicable in respect of each type of Money Market Fund. The investment restrictions which apply for Money Market Funds are set out under Part II of Appendix A.

The specific features of each type of MMF are set out in the table below:

VNAV MMF (standard)	VNAV MMF (Short-Term)	LVNAV MMF (Short-Term)	Public Debt CNAV MMF (Short-Term)
WAM (max): 6 months WAL (max): 12 months Maturity (max): 2 years (with 397 days reset) Daily liquid assets (min): 7.5% Weekly liquid assets (min): 15% Valuation rule: Mark-to-Market or Mark-to-Model Subscription/redemption price: Variable NAV	WAM (max): 60 days WAL (max): 120 days Maturity (max): 397 days Daily liquid assets (min): 7.5% Weekly liquid assets (min): 15% Valuation rule: Mark-to-Market or Mark-to-Model Subscription/redemption price: Variable NAV	WAM (max): 60 days WAL (max): 120 days Maturity (max): 397 days Daily liquid assets (min): 10% Weekly liquid assets (min): 30% Valuation rule: Amortised Cost Method, Mark-to-Market or Mark-to-Model (as appropriate) Subscription/redemption price: Constant NAV / Variable NAV (as the case may be)	Specific investment rule: at least 99.5 of the Fund's assets in Public Debt MMI, Reverse Repurchase Agreements or cash WAM (max): 60 days WAL (max): 120 days Maturity (max): 397 days Daily liquid assets (min): 10% Weekly liquid assets (min): 30% Valuation rule: Amortised Cost Method Subscription/redemption price: Constant NAV

The Money Market Funds of abrln Liquidity Fund (Lux.) qualify as follows under the MMF Regulation:

VNAV MMF (standard)	VNAV MMF (Short-Term)	LVNAV MMF (Short-Term)	Public Debt CNAV MMF (Short-Term)
None	<ul style="list-style-type: none"> <li>- abrln Liquidity Fund (Lux) - Seabury Euro Liquidity 1 Fund</li> <li>- abrln Liquidity Fund (Lux) - Seabury Sterling Liquidity 1 Fund</li> <li>- abrln Liquidity Fund (Lux) - Seabury Sterling Liquidity 2 Fund</li> <li>- abrln Liquidity Fund (Lux) - Seabury Sterling Liquidity 3 Fund</li> <li>- abrln Liquidity Fund (Lux) – Sterling VNAV Fund**</li> </ul>	<ul style="list-style-type: none"> <li>- abrln Liquidity Fund (Lux) – Sterling Fund</li> <li>- abrln Liquidity Fund (Lux) – US Dollar Fund</li> <li>- abrln Liquidity Fund (Lux) – Euro Fund</li> </ul>	None

\*\* In accordance with the MMF Regulation, at least 7.5% of a VNAV MMF's Net Asset Value is to be comprised of daily maturing assets (daily liquid assets) and at least 15% of the Net Asset Value is to be comprised of weekly maturing assets (weekly liquid assets). For abrln Liquidity Fund (Lux) – Sterling VNAV Fund, the Investment Manager intends (but without guarantee) to maintain the daily liquid assets at least at 10% and the weekly liquid assets at least at 30% of the Net Asset Value of the relevant Fund.

#### ABRDN LIQUIDITY FUND (LUX) – STERLING FUND

This Fund is subject to Article 6 of the SFDR. Further information can be found under section “EU’s Sustainable Finance Disclosure Regulation – Sustainability Risk Integration”.

As of the date of this Prospectus, the Sterling Fund comprises income and flexible income as well as accumulation Shares.

Subscriptions, redemptions and exchanges of income and flexible income Shares of the Sterling Fund are normally carried out at a price that is equal to the Constant NAV of the relevant Class, provided that the Constant NAV does not deviate by more than 20 basis points from the Variable NAV.

Subscriptions, redemptions and exchanges of accumulation Shares of the Sterling Fund are carried out at a price that is equal to the Variable NAV of the relevant Class.

It has been identified that, in certain limited circumstances of the type set out below, it may be more appropriate for the Sterling Fund to operate going forward only with accumulation Shares.

If with respect to fixed and floating Sterling denominated Money Market Instruments and deposits with credit institutions, interest rates become low or negative, the Board may decide, if deemed to be necessary and in the best interests of Shareholders, to convert the income and flexible income Shares of the Sterling Fund into accumulation Shares (the "**Class Conversion**"). In case of a Class Conversion, income and flexible income Shares will be renamed as accumulation conversion Shares (Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4 and Class X-4 Shares) or flexible accumulation conversion Shares (Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5 and Class X-5 Shares), respectively.

For the avoidance of any doubt, the Class Conversion (if operated) will not impact the investment objective and policy of the Sterling Fund.

If the Board decides to implement the Class Conversion, Shareholders of the Sterling Fund will be notified by an announcement published on the internet site [www.abrln.com](http://www.abrln.com) at least 5 business days in advance of the Class Conversion and the Prospectus will be updated accordingly. However, in the very unlikely event of an unexpected market event the notice period may be reduced to 24 hours in advance of the Class Conversion.

Any person who would like to receive further information regarding the potential Class Conversion should refer to the notice to shareholders dated 21 September 2021 or contact the Management Company.

## Investment Objective and Policy

The Fund's investment objective is to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term money market rates for which SONIA has been chosen as the performance comparator.

To achieve this objective, the assets of the Fund are invested with the principle of risk diversification predominantly in fixed and floating Sterling denominated Money Market Instruments and in deposits with credit institutions, including but not limited to, fixed-term deposits at financial institutions, certificates of deposit, commercial paper, medium-term notes, short-term treasury bills, floating rate notes, asset backed securities, ABCPs, call and notice accounts. The Fund is actively managed. The Fund may hold ancillary liquid assets. The Fund may have exposure to investments with zero or negative yields in adverse market conditions.

The Fund may use the derogation provided under section 17.7 of the MMF Regulation and invest up to 100% of its assets in the entities referred to under paragraph V.(8) of part II of Appendix A.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

The Fund qualifies as a Money Market Fund under the MMF Regulation and more specifically as a Low Volatility Net Asset Value Money Market Fund. In addition, the Management Company and the Investment Manager will solicit external rating and seek to obtain and maintain an AAAm or equivalent external credit rating assigned by at least one ratings agency.

**Base currency:** Sterling.

**Income:** Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.

**Investment Manager:** abrln Investments Limited  
abrln Inc.

**Profile of the Typical Investor:** This Fund gives access to Sterling denominated Money Markets Instruments and in deposits with credit institutions and may appeal to investors who regard money markets funds as an alternative to cash deposits. The Fund may appeal to investors who are comfortable with a low level of risk within a money markets fund. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon.

Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

## ABRDN LIQUIDITY FUND (LUX) – EURO FUND

This Fund is subject to Article 6 of the SFDR. Further information can be found under section "EU's Sustainable Finance Disclosure Regulation – Sustainability Risk Integration".

As of the date of this Prospectus, the Euro Fund comprises income and flexible income as well as accumulation Shares.

Subscriptions, redemptions and exchanges of income and flexible income Shares of the Euro Fund are normally carried out at a price that is equal to the Constant NAV of the relevant Class, provided that the Constant NAV does not deviate by more than 20 basis points from the Variable NAV.

Subscriptions, redemptions and exchanges of accumulation Shares of the Euro Fund are carried out at a price that is equal to the Variable NAV of the relevant Class.

It has been identified that, in certain limited circumstances of the type set out below, it may be more appropriate for the Euro Fund to operate going forward only with accumulation Shares.

If with respect to fixed and floating Euro denominated Money Market Instruments and deposits with credit institutions, interest rates become low or negative, the Board may decide, if deemed to be necessary and in the best interests of Shareholders, to convert the income and flexible income Shares of the Euro Fund into accumulation Shares (the "**Class Conversion**"). In case of a Class Conversion, income and flexible income Shares will be renamed as accumulation conversion Shares (Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4 and Class X-4 Shares) or flexible accumulation conversion Shares (Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5 and Class X-5 Shares), respectively.

For the avoidance of any doubt, the Class Conversion (if operated) will not impact the investment objective and policy of the Euro Fund.

If the Board decides to implement the Class Conversion, Shareholders of the Euro Fund will be notified by an announcement published on the internet site [www.abrdn.com](http://www.abrdn.com) at least 5 business days in advance of the Class Conversion and the Prospectus will be updated accordingly. However, in the very unlikely event of an unexpected market event the notice period may be reduced to 24 hours in advance of the Class Conversion.

Any person who would like to receive further information regarding the potential Class Conversion should refer to the notice to shareholders dated 12 September 2023 or contact the Management Company.

### **Investment Objective and Policy**

The Fund's investment objective is to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term money market rates for which € STR has been chosen as the performance comparator.

To achieve this objective, the assets of the Fund are invested with the principle of risk diversification predominantly in fixed and floating Euro denominated Money Market Instruments and in deposits with credit institutions, including but not limited to, fixed-term deposits at financial institutions, certificates of deposit, commercial paper, medium-term notes, short-term treasury bills, floating rate notes, Asset Backed Securities, ABCPs, call and notice accounts. The Fund is actively managed. The Fund may hold ancillary liquid assets. The Fund may have exposure to investments with zero or negative yields in adverse market conditions.

The Fund may use the derogation provided under section 17.7 of the MMF Regulation and invest up to 100% of its assets in the entities referred to under paragraph V.(8) of part II of Appendix A.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

The Fund qualifies as a Money Market Fund under the MMF Regulation and more specifically as a Low Volatility Net Asset Value Money Market Fund. In addition, the Management Company and the Investment Manager will solicit external rating and seek to obtain and maintain an AAAM or equivalent external credit rating assigned by at least one ratings agency.

<b>Base Currency:</b>	Euro.
<b>Income:</b>	Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.
<b>Investment Manager:</b>	abrdn Investments Limited abrdn Inc.
<b>Profile of the Typical Investor:</b>	This Fund gives access to Euro-denominated Money Markets Instruments and in deposits with credit institutions and may appeal to investors who regard money markets funds as an alternative to cash deposits. The Fund may appeal to investors who are comfortable with a low level of risk within a money markets fund. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon. Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

### **ABRDN LIQUIDITY FUND (LUX) – SEABURY EURO LIQUIDITY 1 FUND**

This Fund is subject to Article 6 of the SFDR. Further information can be found under section "EU's Sustainable Finance Disclosure Regulation – Sustainability Risk Integration".

### **Investment Objective and Policy**

The Fund's objective is to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term money market rates for which € STR has been chosen as the performance comparator.

To achieve this objective, the assets of the fund are invested with the principle of risk diversification predominantly in fixed and floating Euro denominated Money Market Instruments and in deposits with credit institutions, including but not limited to, fixed-

term deposits at financial institutions, certificates of deposit, commercial paper, ABCPs, medium-term notes, short-term treasury bills and call and notice accounts. The Fund is actively managed. The Fund may hold ancillary liquid assets. The Fund may have exposure to investments with zero or negative yields in adverse market conditions which may reduce the Share Price.

The Fund may use the derogation provided under section 17.7 of the MMF Regulation and invest up to 100% of its assets in the entities referred to under paragraph V.(8) of part II of Appendix A.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

The Fund qualifies as Money Market Fund under the MMF Regulation and more specifically as a Short Term Variable Net Asset Value Money Market Fund.

In addition, the Management Company and the Investment Manager will solicit external rating and seek to obtain and maintain an AAAM or equivalent external credit rating assigned by at least one ratings agency.

**Base Currency:** Euro.

**Income:** Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.

**Investment Manager:** abrdn Investments Limited  
abrdn Inc.

**Profile of the Typical Investor:** This Fund gives access to Euro denominated Money Markets Instruments and in deposits with credit institutions and is intended for specific clients with an Investment Management Agreement with abrdn Investments Limited and could be tailored from time to time to meet requirements. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon.

Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

#### **ABRDN LIQUIDITY FUND (LUX) – SEABURY STERLING LIQUIDITY 1 FUND**

This Fund is subject to Article 6 of the SFDR. Further information can be found under section "EU's Sustainable Finance Disclosure Regulation – Sustainability Risk Integration".

#### **Investment Objective and Policy**

The Fund's objective is to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term money market rates for which SONIA has been chosen as the performance comparator.

To achieve this objective, the assets of the fund are invested with the principle of risk diversification predominantly in fixed and floating Sterling denominated Money Market Instruments and in deposits with credit institutions, including but not limited to, fixed-term deposits at financial institutions, certificates of deposit, commercial paper, ABCPs, medium-term notes, short-term treasury bills and call and notice accounts. The Fund is actively managed. The Fund may hold ancillary liquid assets. The Fund may have exposure to investments with zero or negative yields in adverse market conditions which may reduce the Share Price.

The Fund may use the derogation provided under section 17.7 of the MMF Regulation and invest up to 100% of its assets in the entities referred to under paragraph V.(8) of part II of Appendix A.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

The Fund qualifies as Money Market Fund under the MMF Regulation and more specifically as Short Term Variable Net Asset Value Money Market Fund.

In addition, the Management Company and the Investment Manager will solicit external rating and seek to obtain and maintain an AAAM or equivalent external credit rating assigned by at least one ratings agency.

**Base Currency:** Sterling.



**Income:** Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.

**Investment Manager:** abrDN Investments Limited  
abrDN Inc.

**Profile of the Typical Investor:** This Fund gives access to Sterling denominated Money Markets Instruments and in deposits with credit institutions and is intended for specific clients with an Investment Management Agreement with abrDN Investments Limited and could be tailored from time to time to meet requirements. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon.

Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

### **ABRDN LIQUIDITY FUND (LUX) – SEABURY STERLING LIQUIDITY 2 FUND**

This Fund is subject to Article 6 of the SFDR. Further information can be found under section "EU's Sustainable Finance Disclosure Regulation – Sustainability Risk Integration".

#### **Investment Objective and Policy**

The Fund's objective is to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term money market rates for which SONIA has been chosen as the performance comparator.

To achieve this objective, the assets of the fund are invested with the principle of risk diversification predominantly in fixed and floating Sterling denominated Money Market Instruments and in deposits with credit institutions, including but not limited to, fixed-term deposits at financial institutions, certificates of deposit, commercial paper, ABCPs, medium-term notes, short-term treasury bills and call and notice accounts. The Fund is actively managed. The Fund may hold ancillary liquid assets. The Fund may have exposure to investments with zero or negative yields in adverse market conditions which may reduce the Share Price.

The Fund may use the derogation provided under section 17.7 of the MMF Regulation and invest up to 100% of its assets in the entities referred to under paragraph V.(8) of part II of Appendix A.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

The Fund qualifies as Money Market Fund under the MMF Regulation and more specifically as Short Term Variable Net Asset Value Money Market Fund.

In addition, the Management Company and the Investment Manager will solicit external rating and seek to obtain and maintain an AAAM or equivalent external credit rating assigned by at least one ratings agency.

**Base Currency:** Sterling.

**Income:** Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.

**Investment Manager:** abrDN Investments Limited  
abrDN Inc.

**Profile of the Typical Investor:** This Fund gives access to Sterling denominated Money Markets Instruments and in deposits with credit institutions and is intended for specific clients with an Investment Management Agreement with abrDN Investments Limited and could be tailored from time to time to meet requirements. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon.

Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

## **ABRDN LIQUIDITY FUND (LUX) – SEABURY STERLING LIQUIDITY 3 FUND**

This Fund is subject to Article 6 of the SFDR. Further information can be found under section “EU’s Sustainable Finance Disclosure Regulation – Sustainability Risk Integration”.

### **Investment Objective and Policy**

The Fund is intended for specific investors with targeted requirements who hold a discretionary investment management agreement with abrdn.

The Fund aims to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term interest rates by investing in assets that can be readily purchased and sold in normal market conditions and for which SONIA has been chosen as the performance comparator.

The Fund investment policy is to invest in a broad range of fixed income securities (such as short-dated bonds) and Money Market Instruments (including, but not limited to, certificates of deposits, commercial paper, reverse repurchase agreements and debt securities with short term maturities). It may also invest in deposits with credit institutions (e.g. banks) and may invest up to 100% of its net assets in debt and/or debt related instruments issued or guaranteed as to principal and interest by the UK government, its agencies or instrumentalities provided it complies with the derogation under section 17.7 of the MMFR Regulation (as stated below).

The assets of the Fund are invested with the principle of risk management and will seek to achieve a return in line with prevailing money market interest rates whilst aiming to preserve capital and maintain a high degree of liquidity. If interest rates (base rate) are reduced to significantly low levels, the Fund may have exposure to investments with zero or negative yields and that could cause the fund to return a negative yield.

The Fund may use the derogation provided under section 17.7 of the MMF Regulation and invest up to 100% of its assets in the entities referred to under paragraph V.(8) of part II of Appendix A.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

The Fund qualifies as a Money Market Fund under the MMF Regulation and more specifically as a Short Term Variable Net Asset Value Money Market Fund.

In addition, the Management Company and the Investment Manager will solicit external rating and seek to obtain and maintain an AAAm or equivalent external credit rating assigned by at least one ratings agency.

<b>Base currency:</b>	Sterling.
<b>Income:</b>	Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.
<b>Investment Manager:</b>	abrdn Investments Limited abrdn Inc.
<b>Profile of the Typical Investor:</b>	This Fund gives access to Sterling denominated Money Markets Instruments and in deposits with credit institutions and may appeal to investors who regard money markets funds as an alternative to cash deposits. The Fund may appeal to investors who are comfortable with a low level of risk within a money markets fund. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon.

Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

## **ABRDN LIQUIDITY FUND (LUX) - US DOLLAR FUND**

This Fund is subject to Article 6 of the SFDR. Further information can be found under section “EU’s Sustainable Finance Disclosure Regulation – Sustainability Risk Integration”.

As of the date of this Prospectus, the US Dollar Fund qualifies as a Money Market Fund under the MMF Regulation and more specifically as a Low Volatility Net Asset Value Money Market Fund.

As of the date of this Prospectus, the US Dollar Fund comprises income and flexible income as well as accumulation Shares.

Subscriptions, redemptions and exchanges of income and flexible income Shares of the US Dollar Fund are normally carried out at a price that is equal to the Constant NAV of the relevant Class, provided that the Constant NAV does not deviate by more than 20 basis points from the Variable NAV.

Subscriptions, redemptions and exchanges of accumulation Shares of the US Dollar Fund are carried out at a price that is equal to the Variable NAV of the relevant Class.

#### *Class Conversion*

It has been identified that, in certain limited circumstances of the type set out below, it may be more appropriate for the US Dollar Fund to operate going forward only with accumulation Shares.

If with respect to fixed and floating US Dollar denominated Money Market Instruments and deposits with credit institutions, interest rates become low or negative, the Board may decide, if deemed to be necessary and in the best interests of Shareholders, to convert the income and flexible income Shares of the US Dollar Fund into accumulation Shares (the "**Class Conversion**"). In case of a Class Conversion, income and flexible income Shares will be renamed as accumulation conversion Shares (Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4 and Class X-4 Shares) or flexible accumulation conversion Shares (Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5 and Class X-5 Shares), respectively.

For the avoidance of any doubt, the Class Conversion (if operated) will not impact the investment objective and policy of the US Dollar Fund.

If the Board decides to implement the Class Conversion, Shareholders of the US Dollar Fund will be notified by an announcement published on the internet site [www.abrdn.com](http://www.abrdn.com) at least 5 business days in advance of the Class Conversion and the Prospectus will be updated accordingly. However, in the very unlikely event of an unexpected market event the notice period may be reduced to 24 hours in advance of the Class Conversion.

Any person who would like to receive further information regarding the potential Class Conversion should refer to the notice to shareholders dated 12 September 2023 or contact the Management Company.

### **Investment Objective and Policy**

The Fund's investment objective is to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term money market rates for which SOFR has been chosen as the performance comparator.

To achieve this objective, the assets of the Fund are invested with the principle of risk diversification predominantly in fixed or floating US Dollar denominated Money Market Instruments and in deposits with credit institutions, including but not limited to, fixed-term deposits at financial institutions, certificates of deposit, commercial paper, ABCPs, medium-term notes, short-term treasury bills, floating rate notes, Asset Backed Securities and call and notice accounts. The Fund is actively managed. The Fund may hold ancillary liquid assets. The Fund may have exposure to investments with zero or negative yields in adverse market conditions which may reduce the Share Price.

The Fund may use the derogation provided under section 17.7 of the MMF Regulation and invest up to 100% of its assets in the entities referred to under paragraph V.(8) of part II of Appendix A.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

The Fund qualifies as Money Market Fund under the MMF Regulation and more specifically as a Low Volatility Net Asset Value Money Market Fund. In addition, the Management Company and the Investment Manager will seek to obtain and maintain an AAAm or equivalent external credit rating assigned by at least one ratings agency.

**Base Currency:** US Dollars.

**Income:** Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.

**Investment Manager:** abrdn Investments Limited  
abrdn Inc.

**Profile of the Typical Investor:** This Fund gives access to US Dollar denominated Money Markets Instruments and in deposits with credit institutions and may appeal to investors who regard money markets funds as an alternative to cash deposits. The Fund may appeal to investors who are comfortable with a low level of risk within a money markets fund. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The

Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon.

Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

#### **ABRDN LIQUIDITY FUND (LUX) –STERLING VNAV FUND**

This Fund is subject to Article 6 of the SFDR. Further information can be found under section "EU's Sustainable Finance Disclosure Regulation – Sustainability Risk Integration".

##### **Investment Objective and Policy**

The Fund's investment objective is to preserve capital and provide liquidity whilst aiming to deliver a return in line with prevailing short term interest rates for which SONIA has been chosen as a performance comparator.

To achieve this objective, the assets of the Fund are invested with the principle of risk diversification in a broad range of sterling denominated Money Market Instruments (including, but not limited to, certificates of deposits, commercial paper, reverse repurchase agreements and debt securities with short term maturities) and fixed income securities (such as short-dated bonds). The Fund may also invest in deposits with credit institutions (e.g. banks) and may invest up to 100% of its net assets in debt and/or debt related instruments issued or guaranteed as to principal and interest by the UK government, its agencies or instrumentalities provided it complies with the derogation under section 17.7 of the MMFR Regulation. Paragraph V.(8) of part II of Appendix A lists entities in which up to 100% of the Fund's assets may be invested as part of this derogation. If interest rates (base rate) are reduced to significantly low levels, the Fund may have exposure to investments with zero or negative yields and that could cause the fund to return a negative yield.

The Fund's investment in securities is limited to those with a residual maturity not exceeding 397 days.

The Fund's investment has a WAM that does not exceed 60 days and a WAL that does not exceed 120 days.

In accordance with the MMF Regulation, at least 7.5% of the Fund's Net Asset Value is to be comprised of daily maturing assets (daily liquid assets) and at least 15% of the Fund's Net Asset Value is to be comprised of weekly maturing assets (weekly liquid assets). The Investment Manager intends (but without guarantee) to maintain the daily liquid assets at least at 10% and the weekly liquid assets at least at 30% of the Net Asset Value of the Fund.

The Fund qualifies as a Money Market Fund under the MMF Regulation and more specifically as a Short Term Variable Net Asset Value Money Market Fund. In addition, the Management Company and the Investment Manager will solicit external rating and seek to obtain and maintain an AAAm or equivalent external credit rating assigned by at least one ratings agency.

<b>Base currency:</b>	Sterling.
<b>Income:</b>	Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.
<b>Investment Manager:</b>	abrdn Investments Limited abrdn Inc.
<b>Profile of the Typical Investor:</b>	This Fund gives access to Sterling denominated Money Markets Instruments and in deposits with credit institutions and may appeal to investors who regard money markets funds as an alternative to cash deposits. The Fund may appeal to investors who are comfortable with a low level of risk within a money markets fund. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors interested in this sort of money markets product who have a very short-term investment horizon.

Potential investors should be aware of the risks relating to this Fund set out under "General Risk Factors".

#### **II) FUNDS WHICH DO NOT QUALIFY AS MONEY MARKET FUNDS (NON-MMFs):**

##### **ABRDN LIQUIDITY FUND (LUX) –SHORT DURATION STERLING FUND**

This Fund is subject to Article 6 of the SFDR. Further information can be found under section "EU's Sustainable Finance Disclosure Regulation – Sustainability Risk Integration".

## Investment Objective and Policy

The Fund's investment objective is to achieve income by investing in investment grade debt, debt-related securities and Money Markets Instruments whilst aiming to avoid loss of capital. The Fund is actively managed and aims to outperform FTSE UK Sterling Eurodeposit 1 Month.

To achieve this objective, the Fund's assets are invested with the principle of risk diversification, through active Duration and yield curve management, in a wide spectrum of fixed and floating sterling denominated debt and debt-related instruments and Money Market Instruments including but not limited to bonds, debentures, commercial paper, floating rate notes, certificates of deposit and Asset Backed Securities. The maximum Duration of the Fund's investments will not exceed 1 year with the maximum expected\* maturity of instruments up to 5 years.

The Fund may hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets for treasury purposes. That is, to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under article 41(1) of the Law or for a period of time strictly necessary in case of unfavourable market conditions.

The Fund may invest directly in money market and cash equivalent instruments or short-term debt securities, which may include fixed or floating rate commercial paper, bonds, notes and bills, bank deposits, certificates of deposit, term deposits up to one year, bankers' acceptances, call and notice accounts, and undertakings of collective investment which invest in these instruments (i.e. money market funds) for treasury purposes.

The Fund may invest up to 20% in Asset Backed Securities of its net assets and up to 10% of its net assets in other collective investment schemes, including those which are managed, directly or indirectly, by the Investment Manager or its affiliates.

The Board may decide to increase the investment limit in Asset Backed Securities to up to 50%. Such decision will be notified to Shareholders in the Fund by an announcement published on the internet site [www.abrdn.com](http://www.abrdn.com) at least twenty-four (24) hours in advance and this Prospectus will be amended accordingly.

The Investment Manager will seek to maintain the highest fund rating from one or more rating agency in a rating category which is appropriate to this investment policy.

The Fund does not qualify as a Money Market Fund. The investment restrictions which apply to Non-MMFs are set under Part I of Appendix A.

**Base Currency:** Sterling.

**Income:** Income will be declared daily in respect of income Shares and will be paid monthly on or about the second Business Day of each following month. Income for accumulation Shares will be declared daily and capitalised into the Net Asset Value of the accumulation Shares.

**Investment Manager:** abrdn Investments Limited

**Profile of the Typical Investor:** This Fund gives access to short-term Sterling-denominated debt, debt related instruments and money market instruments and may appeal to investors seeking income at a level consistent with capital preservation. The Fund may be of interest to investors who wish to include a Sterling-denominated short term debt and money markets component to their diversified portfolio. The Fund may be suitable for investors who are comfortable with a low level of risk. While the Fund aims to generate income, prospective investors should be aware that the withdrawal of income will have the effect of reducing the level of any capital growth which the Fund might achieve. Potential investors in the Fund are advised to consult their professional investment advisers in respect of any investment decision in relation to the Fund. The Fund may appeal to investors with a short term investment horizon.

In addition to the general risk factors set out under "General Risk Factors" potential investors should be aware of certain fund specific risks:

- The risk profile of this Fund may be higher than a regular money market fund due to its investments in Asset-Backed and Mortgage Backed Securities.
- The Fund's underlying investments are subject to interest rate risk and credit risk. Interest rate fluctuations affect the capital value of investments. Where long term interest rates rise, the capital value of bonds is likely to fall and vice versa. Credit risk reflects the ability of a bond issuer to meet its obligations. Where a bond market has a low number of buyers and/or a high number of sellers, it may be harder to sell particular bonds at an anticipated price and/or in a timely manner.

\* The maturity for Asset Backed Securities and/or amortising assets is determined by the expected maturity of such assets rather than the legal maturity at issuance of such securitisations.

## GENERAL RISK FACTORS

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### General

Investors should remember that the price of Shares of any of the Funds and any income from them may fall as well as rise and that investors may not get back the full amount invested. Past performance is not a guide to future performance. Where the currency of the relevant Fund varies from the currency invested, or where the currency of the relevant Fund varies from the currencies of the markets in which the Fund invests (in situations where such unhedged exposures are permitted in application of the regulations governing specific funds), there is the prospect of additional loss (or the prospect of additional gain) to the investor greater than the usual risks of investment. A number of the risk warnings below have been included because the Funds may invest in other collective investment schemes to which these apply. The following statements are intended to summarise some of the risks, but are not exhaustive, nor do they offer advice on the suitability of investments.

### Political, Economic and/or Regulatory Risks

The Funds are domiciled in Luxembourg and investors should note that all the regulatory protections provided by local regulatory authorities may not apply. Investors should consult their financial advisors for further information in this area. The value of a Fund and its investments may be affected by uncertainties or instability caused by international political developments, changes in government policies, legal, fiscal or regulatory reforms or restrictions on foreign investment and currency repatriation. The Funds will also be registered in jurisdictions outside of the EU, which may result in more restrictive requirements or investment limits being applied to the Funds, without any notice to Shareholders.

### Investment Objective

There is no guarantee or assurance that the investment objectives of any of the Funds will be achieved. Investors should also be aware that the investment objectives of a Fund may state that it may invest on a limited basis into areas not naturally associated with the name of the Fund. These other markets may act with more or less volatility than the core investment area and performance will be in part dependent on these investments. Investors should ensure (prior to any investment being made) that they are satisfied with the risk profile of the overall objectives disclosed.

### Valuation Risk

**Investors should note that subscription for Shares of any of the Funds is not the same as making a deposit with a bank or other deposit taking body and the value of the Shares is not insured or guaranteed.** The value of a Fund may be affected by the creditworthiness of issuers of that Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial adverse movements in interest rates.

Where a Fund invests in (i) unlisted or (ii) listed or traded instruments, there is a possibility that a market price is either unavailable or not representative. In such circumstances, the Administrator may consult the Investment Managers on the valuation of such instruments. There is a possible conflict of interest with the Investment Managers being involved in the valuation of the Fund's investments while receiving a fee for its services that will increase when the value of the Fund increases.

### Negative Yields

Market conditions, including but not limited to a reduction in interest rates, may have a material impact on the yield payable on Shares of a Class. Either the yielding will be so low that following the deduction of the charges and expenses applicable to that Class will be a negative number (negative net yield) or the yield will already be a negative number before the charges and expenses have been deducted (negative gross yield). Negative yields may reduce the Share Prices. Such market conditions, together with any actions taken by financial institutions in response thereto (such as, for example, by way of reducing interest rates and therefore income payable on the Fund, are outside the control of the Board.

### Counterparty Risk

Each Fund may enter into contracts that entail a credit exposure to certain counterparties. To the extent that a counterparty defaults on its obligation and the Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, a loss of income and possible additional costs associated with asserting its rights.

### Credit Risk

Credit risk can affect all fixed income securities, Money Market Instruments or Reverse Repurchase Agreements, where an issuer may fail to make principal and interest payments when due. Issuers with lower credit quality typically offer higher yields for this added risk. Conversely, issuers with higher credit quality typically offer lower yields. Lower credit quality may lead to greater volatility in the price of a security and in Shares of a Fund. Lower credit quality also may affect a security's liquidity and make it difficult for a Fund to sell the security.

### Currency Risk

A Fund may invest in securities denominated in a number of different currencies other than the Base Currency in which such Fund is denominated. Changes in foreign currency exchange rates may adversely affect the value of a Fund's investments and the income thereon.

The Net Asset Value of a Fund invested in fixed income securities will change in response to fluctuations in interest rates and exchange rates. Except to the extent that values are independently affected by currency exchange rate fluctuations, when interest rates decline, the value of fixed income securities generally can be expected to rise. Conversely, when interest rates rise, the value of fixed income securities generally can be expected to decline. The performance of investments in fixed income securities denominated in a specific currency will also depend on the interest-rate environment in the country issuing the currency. As the Net Asset Value of a Fund is calculated in its Base Currency, the performance of investments denominated in a currency other than the relevant Fund's Base Currency will depend on the strength of such currency against the Base Currency and on the

interest rate environment in the country issuing the currency. In the absence of other events that could otherwise affect the value of non-Base Currency investments (such as a change in the political climate or an issuer's credit quality), an appreciation in the value of the non-Base Currency generally can be expected to increase the value of a Fund's non-Base Currency investments in terms of the Base Currency. A rise in interest rates or decline in the value of non-Base Currencies relative to the Base Currency generally can be expected to depress the value of a Fund's non-Base Currency investments.

Each Fund may enter into hedging transactions on currencies to protect against declines in the value of investments denominated in currencies other than the relevant Fund's Base Currency, and against increases in the cost of investments denominated in currencies other than the relevant Fund's Base Currency.

#### **Interest Rate Risk**

Funds that invest in debt securities or Money Market Instruments are subject to interest rate risk. The value of a fixed income security will generally increase when interest rates fall and decrease in value when interest rates rise. Interest rate risk is the chance that such movements in interest rates will negatively affect the value of a security or, in a Fund's case, its Net Asset Value. Securities with greater interest rate sensitivity and longer maturities tend to produce higher yields, but are subject to greater fluctuations in value. As a result, securities with a longer maturity tend to offer higher yields for this added risk. While changes in interest rates may affect a Fund's interest income, such changes may positively or negatively affect the Net Asset Value of a Fund's Shares on a daily basis.

#### **Inflation/ Deflation Risk**

Inflation risk refers to the possibility of a reduction in the value of the income or assets as inflation decreases the value of money. The real value of a Fund's portfolio could decline as a result of increasing inflation. Deflation risk refers to the possibility of a decline in the prices throughout the economy over time. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of a Fund's portfolio.

#### **Operational Risk**

abrdn Liquidity Fund (Lux)'s operations (including investment management, distribution and collateral management) are carried out by several service providers. abrdn Liquidity Fund (Lux) and/or the Management Company follow a due diligence process in selecting service providers; nevertheless operational risk can occur and have a negative effect on abrdn Liquidity Fund (Lux)'s operations, and it can manifest itself in various ways, including business interruption, poor performance, information systems malfunctions or failures, regulatory or contractual breaches, human error, negligent execution, employee misconduct, fraud or other criminal acts. In the event of a bankruptcy or insolvency of a service provider, investors could experience delays (for example, delays in the processing of subscriptions, conversions and redemption of shares) or other disruptions.

#### **Liquidity Risk**

A Fund may invest in certain securities that subsequently become difficult to sell because of reduced liquidity which would have an adverse impact on market price. Reduced liquidity for such securities may be driven by a specific economic or market event, such as the deterioration in the creditworthiness of an issuer.

#### **Money Market Instruments, Fixed-term Deposits and Certificates of Deposit**

Certain Funds may invest a large proportion of their assets in fixed-term deposits, certificates of deposit and/or Money Market Instruments. Investors should note that investment in such Funds is not the same or equivalent to a deposit in a bank account and is not protected by any governments or other guarantee or investor compensation scheme, which may be available to protect the holder of a bank deposit account. Investors should remember that the price of Shares of any of the Funds and any income from them may fall as well as rise and that investors may not get back the full amount invested.

#### **Pre-Payment Risk**

Certain fixed income securities, such as mortgage-backed and asset-backed securities, give an issuer the right to call its securities before their maturity date. The possibility of such pre-payment risk may force the Fund to reinvest the proceeds of such investments in securities offering lower yields.

#### **Holding Securities Overseas**

Securities held with a local correspondent or clearing / settlement system or securities correspondent ("Securities System") may not be as well protected as those held within Luxembourg. In particular, losses may be incurred as a consequence of the insolvency of the local correspondent or Securities System. In some markets, the segregation or separate identification of a beneficial owner's securities may not be possible or the practices of segregation or separate identification may differ from practices in more developed markets.

#### **Depositary Risk**

The assets of abrdn Liquidity Fund (Lux) and its Funds shall be held in custody by the Depositary and its sub-custodian(s) and/or any other custodians, prime broker and/or broker-dealers appointed by abrdn Liquidity Fund (Lux). Investors are hereby informed that cash and fiduciary deposits may not be treated as segregated assets and might therefore not be segregated from the relevant depositary, sub-custodian(s), other custodian / third party bank, prime broker and/or broker dealer's own assets in the event of the insolvency or the opening of bankruptcy, moratorium, liquidation or reorganization proceedings of the depositary, sub-custodian(s), other custodian / third party bank, prime broker or the broker dealer as the case may be. Subject to specific depositor's preferential rights in bankruptcy proceedings set forth by regulation in the jurisdiction of the relevant depositary, sub-custodian(s), other custodian / third party bank, prime broker or the broker dealer, abrdn Liquidity Fund (Lux)'s claim might not be privileged and may only rank *pari passu* with all other unsecured creditors' claims. abrdn Liquidity Fund (Lux) and/or its Funds might not be able to recover all of their assets in full.

### **Derivative instruments**

The Funds may use derivative instruments for hedging purposes. This will generally increase the risk profiles and may lead to volatility in fund values.

### **Specific risks linked to Reverse Repurchase Agreements**

In relation to Reverse Repurchase Agreements, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of the Fund to meet redemption requests, security purchases or, more generally, reinvestment; and that (C) Reverse Repurchase Agreements will, as the case may be, further expose a Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of this prospectus.

### **Specific Risks related to OTC Derivative Transactions**

In general, there is less governmental regulation and supervision of transactions in the OTC markets (in which currencies, forwards and certain options on currencies are generally traded) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearinghouse, may not be available in connection with OTC transactions. Therefore, any Fund entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Fund will incur losses. A Fund will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of letters of credit or collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Fund will not sustain losses as a result.

### **Asset-Backed Securities and Mortgage Backed Securities**

Some Funds may invest their assets in Asset Backed Securities (ABS) including Mortgage Backed Securities (MBS), which are debt securities based on a pool of assets or collateralised by the cash flows from a specific pool of underlying assets. ABS and MBS assets may be highly illiquid and therefore prone to substantial price volatility. Owing to the divergent structure and particular features of these instruments compared with traditional bonds (corporate bonds or sovereign debt), these transactions may exhibit divergent characteristics in terms of counterparty and interest rate risk as well as other types of risks, such as reinvestment risk arising from built-in termination rights (prepayment options), credit risks on the underlying assets and advance repayments of principal resulting in a lower total return (especially if repayment of the debt is not concurrent with redemption of the assets underlying the claims).

Unless otherwise specifically stated for a Fund, ABS and/or MBS will not represent more than 20% of the Net Asset Value of a Fund.

### **Investing in other collective investment schemes**

A Fund incurs costs of its own management and administration comprising the fees paid to the Management Company and other service providers. It should be noted that, in addition, such a Fund incurs similar costs in its capacity as an investor in UCITS or Other UCI's, including, for the avoidance of any doubts, other money market funds, (together referred to as "Investment Funds") which in turn pay similar fees to their manager and other service providers. Furthermore, the investment strategies and techniques employed by certain Investment Funds may involve frequent changes in positions and a consequent portfolio turnover. This may result in brokerage commission expenses which exceed significantly those of other Investment Funds of comparable size. Investment Funds may be required to pay performance fees to their manager. Under these arrangements the managers will benefit from the appreciation, including unrealised appreciation of the investments of such Investment Funds, but they may not be similarly penalised for realised or unrealised losses. As a consequence, the direct and indirect costs borne by a Fund investing in Investment Funds are likely to represent a higher percentage of the Net Asset Value than would typically be the case for a Fund which invests directly in the relevant underlying investments (and not through other Investment Funds).

As a shareholder of another collective investment scheme, a Fund would bear, along with other shareholders, its pro rata portion of the expenses of the other collective investment scheme, including management and/or other fees (excluding subscription or redemption charges). These fees would be in addition to the management fee and other expenses which a Fund bears directly in connection with its own operations.

### **Reliance on third party fund management**

A Fund investing in other collective investment schemes will not have an active role in the day-to-day management of the collective investment schemes in which a Fund invests. Moreover, a Fund will generally not have the opportunity to evaluate the specific investments made by any underlying collective investment schemes before they are made. Accordingly, the returns of a Fund will primarily depend on the performance of these unrelated underlying fund managers and could be substantially adversely affected by the unfavourable performance.

### **Potential Conflicts of Interest**

The Management Company and the Investment Managers and other companies in the abrdn Group may effect transactions in which they have, directly or indirectly, an interest which may involve a potential conflict with the Management Company's duty to the Fund. More specifically, subject to applicable laws and regulations, any of these companies may undertake sale and purchase transactions between (i) a Fund and (ii) (a) the Investment Managers, (b) a abrdn Group company or (c) other funds or portfolios managed by the Investment Managers or any abrdn Group company; provided such transactions are carried out on an arm's length basis at current market value, and consistent with best execution standards, in the best interests of such Fund and are effected on terms which are not less favourable to the Fund than if the potential conflict had not existed. Such potential conflicting



interests or duties may arise because the Investment Managers or other members in the abrdn Group may have invested directly or indirectly in the Funds. The Investment Managers, under the rules of conduct applicable to it, must try to avoid conflicts of interests and, where they cannot be avoided, ensure that its clients (including the Fund) are fairly treated.

Neither the Management Company nor the Investment Managers nor other companies in the abrdn Group shall be liable to account to the Fund for any profit, commission or remuneration made or received from or by reason of such transactions or any connected transactions nor will the Investment Management fees, unless otherwise provided, be abated.

The Management Company and the Investment Manager or any of their respective connected persons may deal with a Fund as principal provided that such transactions (i) are carried out on an arm's length basis and consistent with the best interests of such Fund and (ii) have been made with the prior written consent of the Depositary. All such transactions will be disclosed in the abrdn Liquidity Fund (Lux) annual report.

The Management Company will adopt and implement policies for the prevention of conflict of interests as foreseen by applicable rules and regulations in Luxembourg.

### **Cross Liability Risk**

For the purpose of the relations between the Shareholders of different Funds, each Fund will be deemed to be a separate entity with, but not limited to, its own contributions, capital gains, losses, charges and expenses. Thus, liabilities of an individual Fund which remain undischarged will not attach to abrdn Liquidity Fund (Lux) as a whole. However, while Luxembourg law states that, unless otherwise provided for in fund documentation, there is no cross-liability, there can be no assurance that such provisions of Luxembourg law will be recognised and effective in other jurisdictions.

### **Tax Risk**

Investors should note in particular that the proceeds from the sale of securities in some markets or the receipt of any dividends or other income may be or may become subject to tax, levies, duties or other fees or charges imposed by the authorities in that market, including taxation levied by withholding at source. Tax law and practice in certain countries may change in the future and it is possible therefore that the current interpretation of the law or understanding of practice might change, or that the law might be changed with retrospective effect. It is therefore possible that abrdn Liquidity Fund (Lux) could become subject to additional taxation in such countries that is not anticipated either at the date of the Prospectus or when investments are made, valued or disposed of.

### **Sovereign Debt Risk**

Certain developed and developing countries are especially large debtors to commercial banks and foreign governments. Investment in debt obligations ("Sovereign Debt") issued or guaranteed by such governments or their agencies and instrumentalities ("governmental entities") involves a higher degree of risk. The governmental entity that controls the repayment of Sovereign Debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. A governmental entity's willingness or ability to repay principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the governmental entity's policy towards the International Monetary Fund and the political constraints to which a governmental entity may be subject. Governmental entities may also be dependent on expected disbursements from foreign governments, multilateral agencies and others abroad to reduce principal and interest arrearage on their debt.

The commitment on the part of these governments, agencies and others to make such disbursements may be conditioned on a governmental entity's implementation of economic or fiscal reforms and/or economic performance and the timely service of such debtor's obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due may result in the cancellation of such third parties' commitments to lend funds to the governmental entity, which may further impair such debtor's ability or willingness to service its debt on a timely basis. Consequently, governmental entities may default on their Sovereign Debt. Holders of Sovereign Debt, including a Fund, 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 Debt on which a governmental entity has defaulted may be collected in whole or in part.

In light of the fiscal conditions and concerns on sovereign debt of certain European countries, a Fund with exposure to Europe may be subject to an increased amount of volatility, liquidity, price and currency risk associated with investments in Europe. The performance of the relevant Fund could deteriorate should there be any adverse credit events in the European region (e.g. downgrade of the sovereign credit rating of a European country).

Where a Fund may have investment exposure to Europe in the context of the investment objective and strategy that it is pursuing, in light of the fiscal conditions and concerns on sovereign debt of certain European countries, such Fund may be subject to a number of risks arising from a potential crisis in Europe. The risks are present both in respect of direct investment exposure (for example if the Fund holds a security issued by a sovereign issuer and that issuer suffers a downgrade or defaults) and indirect investment exposure, such as the Fund facing an increased amount of volatility, liquidity, price and currency risk associated with investments in Europe.

In a case when any country should cease using the Euro as their local currency or should a collapse of the Eurozone monetary union occur, such countries may revert back to their former (or another) currency, which may lead to additional performance, legal and operational risks to the Fund and may ultimately negatively impact the value of the Fund. The performance and value of the Fund may potentially be adversely affected by any or all of the above factors, or there may be unintended consequences in addition to the above arising from the potential European crisis that adversely affect the performance and value of the Fund.

## **Brexit**

On 29 March 2017 the United Kingdom submitted a notification of its intention to withdraw from the European Union. This means that the United Kingdom will potentially no longer be a Member State of the European Union with effect from 31 October 2019 or a later date. Depending on the outcome of the negotiations with the United Kingdom on the withdrawal agreement, there may be impacts on the structure and the operations of abrdn Liquidity Fund (Lux) and its Funds.

## **Suspension of Share Class Dealing**

Investors are reminded that in certain circumstances their right to redeem from or switch Funds may be suspended (See Appendix E, section 10, "Suspension").

## **ESG Investment Risk**

Applying ESG and sustainability criteria in the investment process may result in the exclusion of securities in which the Fund might otherwise invest. Such securities could be part of the benchmark against which the Fund is managed, or be within the universe of potential investments. This may have a positive or negative impact on performance and may mean that the Fund's performance profile differs to that of funds which are managed against the same benchmark or invest in a similar universe of potential investments but without applying ESG or sustainability criteria.

Furthermore, the lack of common or harmonised definitions and labels regarding ESG and sustainability criteria may result in different approaches by managers when integrating ESG and sustainability criteria into investment decisions. This means that it may be difficult to compare funds with ostensibly similar objectives and that these funds will employ different security selection and exclusion criteria. Consequently, the performance profile of otherwise similar funds may deviate more substantially than might otherwise be expected. Additionally, in the absence of common or harmonised definitions and labels, a degree of subjectivity is required and this will mean that a fund may invest in a security that another manager or an investor would not.

**abrdn Liquidity Fund (Lux), the Management Company or the Investment Managers do not make any representation or warranty, express or implied, with respect to the fairness, correctness, accuracy, reasonableness or completeness of any ESG assessment of the underlying investments.**

# **DEALING IN SHARES OF ABRDN LIQUIDITY FUND (LUX)**

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## **MARKET TIMING AND LATE TRADING**

The Management Company applies a number of policies and procedures designed to protect the Funds from being adversely impacted by the trading strategies of investors including application of a dilution adjustment. Further information about the application of any dilution adjustment can be found in the "Swing Pricing / Dilution Levy" section below.

The Management Company believes that these policies provide significant protection to the Funds from trading which may constitute or lead to market abuse.

Late trading is illegal as it violates the provisions of this Prospectus. The Board of Directors will use its reasonable endeavours to ensure that late trading cannot take place. The effectiveness of these procedures is closely monitored.

## **SUSPENSION OF DEALINGS**

The Board of Directors may suspend dealing in the event that a reliable price cannot be established as at the Valuation Point. Investors are reminded that in certain circumstances the issue, redemption and switching of Shares may be suspended (See Appendix E, section 10. "Suspension").

## **SWING PRICING/DILUTION LEVY**

**Please note that there are different dilution policies which apply to different Funds within abrdn Liquidity Fund (Lux). In relation to the Short Duration Sterling Fund (which is a non-MMF), a swing pricing policy applies. In relation to those Funds qualifying as LVNAV MMFs, a dilution levy is applied. In relation to those Funds qualifying as VNAV MMFs, no dilution policy applies. Full details are set out below.**

### **1. The below swing pricing policy only applies to the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund**

The Board of Directors' current policy is to impose a swing pricing adjustment to the Net Asset Value of each Class of Shares of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund in the following circumstances:

- if the net redemptions on a particular Dealing Day exceed 5% of the Net Asset Value of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund or any lower thresholds (i.e. from 0% up to 5%) (the "**Swing Threshold**") as determined by the Board of Directors, the Net Asset Value for issues and redemptions will be adjusted downwards by the applicable swing factor (the "**Swing Factor**"); or
- if net subscriptions on a particular Dealing Day, exceed 5% of the Net Asset Value of the abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund or any lower Swing Threshold applicable as determined by the Board of Directors, the Net Asset Value for issues and redemptions will be adjusted upwards by the applicable Swing Factor.

If charged the swing pricing adjustment will be paid into the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund and become part of the assets of the Fund.

As a result of a swing pricing adjustment, the Share price for subscription or redemption of Shares will be higher or lower than the Share price for subscription or redemption of Shares which would otherwise have been applied in the absence of a swing pricing adjustment.

The costs associated with dealing in Shares as a result of Shareholder subscriptions and redemptions may adversely impact the value of a Fund's assets. In order to (i) prevent this adverse effect, called "dilution", on existing or remaining Shareholders and therefore protect their interests, (ii) more equitably allocate the costs associated with investor trading activity to those investors transacting on the relevant trade date; (iii) reduce the impact on the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund's performance of transactions costs and (iv) deter frequent trading activity, the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund may apply swing pricing as part of their valuation policy.

The decision to swing the Net Asset Value is based on the overall net-flows in the Fund, and is not applied per share class. It does therefore not address the specific circumstances of each individual investor transaction.

As dilution is related to the inflows and outflows of money from the Fund it is not possible to accurately predict whether dilution will occur at any future point in time. Consequently it is also not possible to accurately predict how frequently abrdn Liquidity Fund (Lux) will need to make such dilution adjustments.

The Management Company retains the right to suspend the application of the swing pricing mechanism on a specific Dealing Day when it considers that its application is not the most appropriate approach when taking into consideration the circumstances surrounding particular investor trading activity.

The swing pricing allows for the Net Asset Value to be adjusted upwards or downwards by a Swing Factor which is not expected to be higher than 0.15% of the Net Asset Value of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund, if on any Dealing Day, the net subscriptions or net redemptions in abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund exceed a Swing Threshold, as set by the Board of Directors from time to time upon proposal by the Management Company and determined on the basis of elements as disclosed in the abrdn Group's swing pricing policy (e.g. the size of the relevant Fund, the type and liquidity of positions in which the Fund invests, etc.). The maximum Swing Factors noted are expected and the actual Swing Factor will reflect the costs noted below which may adversely impact the value of a Fund's assets. The Management Company may decide to increase the maximum Swing Factor beyond the maximum percentages stated above, where such increase is justified by exceptional market conditions such as volatile markets and taking into account the best interest of Shareholders. Such decisions will be communicated to Shareholders via a publication at [www.abrdn.com](http://www.abrdn.com) and notified to the CSSF.

The Swing Factor is determined on the basis of expected costs associated with the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund's portfolio trading activity. Such costs can include, but are not limited to bid/offer spreads, broker fees, transaction charges, tax and duty charges, entry or exit fees, share class specific costs and, registration costs where appropriate, in line with the abrdn Group's swing pricing policy.

The Management Company has implemented a swing pricing policy, which has been approved by the Board of Directors as well as specific operational procedures governing the day-to-day application of the swing pricing.

## **2. The below dilution levy policy only applies to Funds qualifying as LVNAV MMFs**

In respect of **LVNAV MMFs**, the Board of Directors may impose, in certain circumstances, a dilution levy by way of a separate entry or exit charge to Shareholders when they subscribe or redeem Shares in a LVNAV MMF. Such dilution levy is intended to cover an estimate of cost and charges of the relevant Fund so as to best protect the existing or remaining Shareholders. Such dilution levy will only be imposed in the following circumstances:

- if the net redemptions of Shares with respect to a Fund on a particular Dealing Day exceed 5% of the Net Asset Value of the Fund or any lower or higher threshold determined by the Board of Directors (having considered prevailing market conditions);
- if the net subscriptions of Shares with respect to a Fund on a particular Dealing Day exceed 5% of the Net Asset Value of the Fund or any lower or higher threshold determined by the Board of Directors (having considered prevailing market conditions); **or**
- due to such redemptions or subscriptions of Shares, it is anticipated that a Fund will fail to comply with the portfolio requirements for a Short-Term MMF (being that the portfolio shall have a WAM of no more than 60 days and a WAL of no more than 120 days), subject at all times to the provisions of the MMF Regulations.

The rate of the dilution levy will be determined by the Management Company and will be varied from time to time at the Management Company's discretion to reflect the current market conditions, but is not expected to be higher than 0.15% of the Net Asset Value of the Fund. The Management Company may decide to increase the maximum dilution levy, where such increase is justified by exceptional market conditions such as volatile markets and taking into account the best interest of Shareholders. Such decisions will be communicated to Shareholders via a publication at [www.abrdn.com](http://www.abrdn.com) and notified to the CSSF.

### 3. For Funds qualifying as VNAV Funds, there will no swing pricing or dilution levy applied.

## PREVENTION OF MONEY LAUNDERING AND FINANCING OF TERRORISM

Pursuant to international rules and Luxembourg laws and regulations comprising, but not limited to, the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended, the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012 and CSSF Circular 13/556 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacements, obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and financing of terrorism purposes. As a result of such provisions, the registrar agent of a Luxembourg undertaking for collective investment must ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require subscribers to provide any document it deems necessary to effect such identification. In case of appointment of sub-distributors, the Management Company must enter into a distribution agreement with the sub-distributor delegating the material execution of the Management Company's obligations (including but not limited to the performance of AML obligations in compliance with regulations deemed equivalent to the Luxembourg laws and regulations defined above).

In case of delay or failure by an applicant to provide the documents required or enter into the relevant contractual distribution agreement, the application for subscription will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither abrdn Liquidity Fund (Lux) nor the Registrar and Transfer Agent have any liability for delays or failure to process deals as a result of the applicant providing no or only incomplete documentation.

Shareholders may be requested to provide additional or updated identification documents from time to time pursuant to ongoing client due diligence requirements under relevant laws and regulations.

The right is reserved by abrdn Liquidity Fund (Lux) to reject any application for subscription of Shares in whole or in part. If an application is rejected, the application monies or balance thereof will be returned, once sufficient evidence of identification has been produced, at the risk of the applicant and without interest as soon as reasonably practicable, at the cost of the applicant, by bank transfer.

## DEALING TIMES

Applications for subscription and instructions for redemptions or switches must be made to the Transfer Agent and delivered to the Transfer Agent's office on any Dealing Day for the Fund or Funds concerned provided they are submitted and received in accordance with the requirements set out below in the sections "Subscriptions for Shares", "Redemptions of Shares" and/or "Exchange (switching) of Shares".

## SUBSCRIPTION FOR SHARES

### Application for Shares

Investors may apply for either a specific number of Shares or Shares of a specified value on any Dealing Day.

In case investors of MMFs apply for a specified value, subscriptions of Shares must be carried out at a price that is equal to the Constant NAV or the Variable NAV of the relevant Class, upon decision of the Management Company and as follows:

- subscriptions of Shares of VNAV MMFs are carried out at a price that is equal to the Variable NAV of the relevant Class;
- subscriptions of Shares of Public Debt CNAV MMFs are normally carried out at a price that is equal to the Constant NAV of the relevant Class;
- subscription of income and flexible income Shares of LVNAV MMFs are normally carried out at a price that is equal to the Constant NAV of the relevant Class, provided that the Constant NAV of the relevant Fund does not deviate by more than 20 basis points from the Variable NAV of that same Fund. In the event that the deviation exceeds 20 basis points from the Variable NAV of that same Fund, the subsequent subscriptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class. Subscription of accumulation Shares of LVNAV MMFs are normally carried out at a price that is equal to the Variable NAV of the relevant Class.

Please see Appendix D for further details in relation to the calculation of the Net Asset Value.

The Cut-Off Times for applications for Shares are as follows (subject to specific deadlines in case of applications for Shares via fax or telephone as described below):

### In respect of **abrdn Liquidity Fund (Lux) – US Dollar Fund**:

Applications received by the Transfer Agent (or Sub-Transfer Agent after close of business Luxembourg time) before **16:00 hours** New York time on any Dealing Day (except 24 December and 31 December) will be executed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund concerned. If received at or after **16:00 hours** New York time, the application will be treated as having been received on the next following Dealing Day and will be executed at the Share Price(s) calculated on such following Dealing Day.

In the event that the Constant NAV of the abrdn Liquidity Fund (Lux) – US Dollar Fund deviates by more than 20 basis points from its Variable NAV, the subsequent subscriptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **12:30 hours** New York time. The Cut-Off Time of the abrdn Liquidity Fund

(Lux) – US Dollar Fund will also be moved to before **12:30 hours** New York time in the event of a Class Conversion of the income and flexible income Shares of the abrdn Liquidity Fund (Lux) – US Dollar Fund into accumulation Shares.

In respect of **abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund**:

Applications received by the Transfer Agent before **13:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be executed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund concerned. If received at or after **13:00 hours** Luxembourg time, the application will be treated as having been received on the next following Dealing Day and will be executed at the Share Price(s) calculated on such following Dealing Day.

In respect of **abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund and abrdn Liquidity Fund – Sterling Fund VNAV**:

Applications received by the Transfer Agent before **13:30 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be executed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund concerned. If received at or after **13:30 hours** Luxembourg time, the application will be treated as having been received on the next following Dealing Day and will be executed at the Share Price(s) calculated on such following Dealing Day.

In respect of Share Classes of **abrdn Liquidity Fund (Lux) – Euro Fund**:

Applications received by the Transfer Agent before **14:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be executed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund concerned. If received at or after **14:00 hours** Luxembourg time, the application will be treated as having been received on the next following Dealing Day and will be executed at the Share Price(s) calculated on such following Dealing Day.

In the event that the Constant NAV of the abrdn Liquidity Fund (Lux) – Euro Fund deviates by more than 20 basis points from its Variable NAV, the subsequent subscriptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **13:00 hours** Luxembourg time. The Cut-Off Time will also be moved to before **13:00 hours** Luxembourg time in the event of a Class Conversion of the income and flexible income Shares of the abrdn Liquidity Fund (Lux) – Euro Fund into accumulation Shares.

In respect of Share Classes of **abrdn Liquidity Fund (Lux) – Sterling Fund and abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund**:

Applications received by the Transfer Agent before **14:30 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be executed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund concerned. If received at or after **14:30 hours** Luxembourg time, the application will be treated as having been received on the next following Dealing Day and will be executed at the Share Price(s) calculated on such following Dealing Day.

In the event that the Constant NAVs of the abrdn Liquidity Fund (Lux) – Sterling Fund deviates by more than 20 basis points from its Variable NAV, the subsequent subscriptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **13:30 hours** Luxembourg time. The Cut-Off Time will also be moved to before **13:30 hours** Luxembourg time in the event of a Class Conversion of the income and flexible income Shares of the abrdn Liquidity Fund (Lux) – Sterling Fund into accumulation Shares.

In respect of **all Funds**:

Applications received in respect of any Fund before **13:00 hours** Luxembourg time on **24 December** or **31 December** will be executed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day. If received at or after **13:00 hours** Luxembourg time, the application will be treated as having been received on the next following Dealing Day and will be executed at the Share Price(s) calculated on such following Dealing Day. If 24 December or 31 December is not a Dealing Day, then the Cut-Off Time at **13:00 hours** Luxembourg time will apply to the preceding Dealing Day.

If determined to be in the best interests of a Fund, abrdn Liquidity Fund (Lux) may on certain days specify an earlier Cut-Off Time than the normal Cut-Off Times listed above. All early closures will be made public at the registered office of abrdn Liquidity Fund (Lux) and notified to Shareholders in the relevant Fund by an announcement published on the Luxembourg Stock Exchange and by publication on the internet site [www.abrdn.com](http://www.abrdn.com) at least twenty-four (24) hours in advance of such closure.

The following information is for your guidance in submitting applications and remitting payment for Shares. If you are in any doubt about what to do, please contact the Transfer Agent (or the Sub-Transfer Agent after 17:00 hours Luxembourg time in respect of the Funds specified) at the following addresses:

**abrdn Investments Luxembourg S.A.**  
**c/o International Financial Data Services (Luxembourg) S.A.**  
**47, avenue John F. Kennedy**  
**L-1855 Luxembourg**  
**Grand Duchy of Luxembourg**  
**Tel: (352) 46 40 10 7425**  
**Fax: (352) 24 52 90 58**

In respect of **abrdn Liquidity Fund (Lux) – US Dollar Fund** after 17:00 hours Luxembourg time, please contact International Financial Data Services (Canada) Limited using the contact details stated immediately above for abrdn Investments Luxembourg S.A.

Applications to subscribe for Shares should be made directly to the Transfer Agent in Luxembourg or through one of abrdn Liquidity Fund (Lux)'s paying agents to be forwarded to abrdn Liquidity Fund (Lux).

Subscriptions should be made by using abrdn Liquidity Fund (Lux)'s Application Form or, in the case of subsequent subscriptions, at the discretion of abrdn Liquidity Fund (Lux), by letter, fax, telephone or such other means as agreed, containing all the information detailed below. Failure to include all requisite information will cause delay in acceptance and allotment of Shares.

Unless otherwise agreed in advance with the Transfer Agent, all applications have to be made in English for them to be processed by the Transfer Agent or Sub-Transfer Agent.

Subsequent subscriptions may be made by telephone by contacting the Transfer Agent at the above indicated telephone number. Applications by telephone can be made on any Dealing Day (except 24 December and 31 December) from **09:00 hours** Luxembourg time to **17:00 hours** Luxembourg time for the Fund concerned. On 24 December and 31 December, applications by telephone can be made between 09:00 hours Luxembourg time and 13:00 hours Luxembourg time.

For the avoidance of any doubt, applications with respect to abrdn Liquidity Fund (Lux) – US Dollar Fund after **17:00 hours** Luxembourg time can be made by SWIFT or fax until their applicable Cut-Off Times and under the conditions described above.

Completed applications should be sent to the Transfer Agent together with the relevant documents required to verify the identity of the investor.

Please note that the Sub-Distributor retains the following investor enquiry e-mail address for all investors: [aberdeen.global@abrdn.com](mailto:aberdeen.global@abrdn.com).

Applications for subsequent subscriptions which are not made on the Application Form **MUST** include the following:

1. The full name(s), address of the applicant(s) and email address (for those Shareholders having accepted notifications by email as form of notice), the address for correspondence (if different) and details of the agent/authorised financial intermediary (if any). Please note that initials are not acceptable as confirmation of applicants' names;
2. Full registration details of all applicants including family name, forename(s), date of birth, address, nationality, occupation and telephone number, country of tax residence and tax identification number for no more than four joint applicants;
3. The full name of the Fund and the Class of Shares being applied for;
4. The currency amount to be invested or the number of Shares applied for;
5. How and in which currency and for what value date payment will be made;
6. Acknowledgement of receipt of this Prospectus and that the application is made on the basis of the information contained in this Prospectus and the Articles of Incorporation of abrdn Liquidity Fund (Lux) and agreement to abide by the terms and conditions therein;
7. Declaration that the Shares are not being acquired either directly or indirectly by or on behalf of any U.S. Person (as defined in this Prospectus) or by any other person restricted by the law of any relevant jurisdiction from acquiring the Shares and that the applicant will not sell, transfer or otherwise dispose of any such Shares, directly or indirectly, to or for the account of any U.S. Person or in the United States;
8. In the case of Institutional Investors, a signed declaration that they qualify as such;
9. If the applicant does not wish for dividends to be reinvested, that fact and bank details and currency requirements if the applicant wishes for dividend payments to be made, at the expense of the applicant, by electronic transfer and/or in a currency other than the Base Currency of the relevant Fund;
10. The applicant must provide the Transfer Agent with all necessary information which the Transfer Agent may reasonably require to verify the identity of the applicant. Failure to do so may result in abrdn Liquidity Fund (Lux) refusing to accept the subscription for Shares in the Fund. Applicants must indicate whether they invest on their own account or on behalf of a third party. Except for companies who are regulated professionals of the financial sector, bound in their country by rules on the prevention of money laundering and terrorism financing enforcing equivalent obligations to those applicable in Luxembourg, any applicant applying is obliged to submit to the Transfer Agent in Luxembourg all necessary information required under the applicable money-laundering regulations which the Transfer Agent may reasonably require to verify the identity of the applicant and in the case of it acting on behalf a third party, of the beneficial owner(s). Furthermore any such applicant hereby undertakes that it will notify the Transfer Agent prior to the occurrence of any change in the identity of any such beneficial owner;
11. For those applicants who are resident in an EU/EEA State or Switzerland, a declaration that they have received and read the current relevant PRIIPS KID for each Share Class in which they are investing.

abrdn Liquidity Fund (Lux) reserves the right to direct the Transfer Agent to reject any application for subscription of Shares in whole or in part, for any reason. If an application is rejected, the Transfer Agent will, at the applicant's risk, once sufficient evidence of identification has been produced, normally return the Investment Amount or the balance thereof within two Business Days of rejection by bank transfer at the cost of and at the risk of the applicant.

## CONFIDENTIALITY AND DATA PROTECTION

abrdn Liquidity Fund (Lux) and the Management Company, collect, store on computer systems and process, by electronic or other means, information in relation to the Investors and their representative(s) (such as legal representatives and authorised signatories), employees, directors, officers trustees, settlors, their shareholders/unitholders, nominees and/or beneficial owner(s) (as applicable) (i.e. the "Data Subjects") which may qualify as personal data as defined by applicable data protection law (the "Personal Data") in connection with an application to subscribe for Shares, or in the course of their investment in abrdn Liquidity Fund (Lux). Personal Data including in particular details of the Investors' shareholding, will be stored in digital form and processed in compliance with applicable laws and regulations.

Personal Data provided or collected in connection with an investment in abrdn Liquidity Fund (Lux) may be processed by abrdn Liquidity Fund (Lux) and the Management Company, as joint data controllers (i.e. the "Controllers") and disclosed to, and processed by, the Investment Managers, the Sub-Investment Managers or any other company within the abrdn Group, International Financial Data Services Luxembourg S.A., SS&C Financial Services Europe Limited, SS&C Financial Services International Limited, the Depositary, the Administrator, any distributor or sub-distributor, the Paying Agent, the Auditor, legal and financial advisers and other service providers of abrdn Liquidity Fund (Lux) (including its administrative support and information technology providers) and, any of the foregoing respective agents, delegates, affiliates, subcontractors and/or their successors and assigns (i.e. the "Processors"). The Processors may act as data processors on behalf of the Controllers or, in certain circumstances, as data controllers, in particular for compliance with their legal obligations in accordance with applicable laws and regulations (such as anti-money laundering identification) and/or order of competent jurisdiction, government, supervisory or regulatory body, including tax authority.

Controllers and Processors shall process Personal Data in accordance the Regulation (EU) 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, and repealing Directive 95/46/EC (the "General Data Protection Regulation" or "GDPR"), as well as any applicable law or regulation relating to the protection of personal data (together the "Data Protection Law").

Further (updated) information relating to the processing of Personal Data of Data Subjects may be provided or made available, on an ongoing basis, through various channels, including electronic communication means, such as email, websites, portals or platforms, as deemed appropriate to allow the Controllers and/or Processors to comply with their obligations of information according to Data Protection Law.

Personal Data may include, without limitation, the name, address, telephone number, business contact information, employment and job history, financial and credit history information, current and historic investments, investment preferences and invested amount of Data Subjects and any other information that is necessary to the Controllers and Processors for the purposes described below. Personal Data is collected directly from Data Subjects or may be collected through publicly accessible sources, subscription services, or other third party data sources.

Personal Data will be processed by the Controllers and the Processors for the following purposes: (i) to offer investment in Shares and to perform the related services as contemplated in this Prospectus and the Application Form such as but not limited to the opening of Shareholder accounts, the management and administration of Shares, including the processing of subscriptions and redemptions or transfer of Shares, maintaining a customer relationship data base, payments to Shareholders, updating and maintaining records and fee calculation, maintaining the register of Shareholders, Shareholder communications, (ii) to offer other related services resulting from any agreement entered into between Controllers and a service provider that is communicated or made available to the Investors (together referred to as the "Investment Services").

As part of the Investment Services, Personal Data may also be processed for the purpose of direct marketing activities (by electronic communications means such as email, SMS or internet, or otherwise, including post), notably to provide Data Subjects with general or personalised information about investment opportunities, products and services proposed by or on behalf of abrdn Liquidity Fund (Lux), its service providers, delegates and business partners. The legal basis for the processing of Personal Data in the context of such marketing activities will be either the legitimate interest of abrdn Liquidity Fund (Lux) or, if required by law, consent of the Data Subjects.

Personal Data will also be processed by the Controllers and Processors to pursue their own legitimate business interests or to comply with applicable legal and regulatory obligations or to carry out any other form of cooperation with, or reporting to, public authorities. This includes, but is not limited to, legal obligations under applicable fund and company law (such as maintaining the register of shareholders and recording orders), prevention of terrorism law, anti-money laundering law and counter terrorist financing (AML-CTF) (such as carrying out customer due diligence including notably screening against official sanctions lists), prevention and detection of crime, and tax law (such as reporting under the FATCA Law and the CRS Law (as defined in the section "Taxation"). It also includes any other tax identification legislation to prevent tax evasion and fraud as applicable, and to prevent fraud, bribery, corruption and the provision of financial and other services to persons subject to economic or trade sanctions on an on-going basis in accordance with the AML-CTF procedures of the Controllers and Processors, as well as to retain AML-CTF and other records of the Data Subjects for the purpose of screening by the Controllers and Processors (the "Compliance Obligations").

Controllers and Processors will collect, use, store, retain, transfer and/or otherwise process Personal Data: (i) as a result of the subscription of Shareholders to the Application Form where necessary to perform the Investment Services or to take steps at the request of Shareholders prior to such subscription, including as a result of the holding of Shares in general and/or; (ii) where necessary to comply with a legal or regulatory obligation of Controllers or Processors and/or; (iii) where necessary for the performance of a task carried out in the public interest and/or (iv) in the event the Application Form is not entered into directly by the concerned Data Subject, Personal Data may be processed for the purposes of the legitimate interests pursued by Controllers or by Processors, which mainly consist in the performance of the Investment Services, or direct or indirect marketing activities, or compliance with the Compliance Obligations regulations and/or any order of a foreign court, government, supervisory, regulatory or tax authority, including when providing such Investment Services to any beneficial owner and any person holding Shares directly or indirectly in abrdn Liquidity Fund (Lux) and/or (v) where applicable under certain specific circumstances, on the basis of Shareholders' consent (which may be withdrawn at any time without affecting the lawfulness of processing based on such consent before its withdrawal).

Personal Data may be disclosed to and/or transferred to and otherwise accessed or processed by Processors and/or target entities and/or other funds or related entities (including without limitation their respective general partner or management company/investment manager and service providers) in or through which abrdn Liquidity Fund (Lux) intends to invest, as well as any court, governmental or regulatory bodies including tax authorities in Luxembourg or in various jurisdictions, in particular those jurisdictions where (i) abrdn Liquidity Fund (Lux) is or is seeking to be registered for public or limited offering of its Shares, (ii) Shareholders are resident, domiciled or citizens or (iii) abrdn Liquidity Fund (Lux) is, or is seeking to, be registered, licensed or authorised to invest for carrying out the Investment Services and to comply with the Compliance Obligations (the "Authorised Recipients").

Controllers undertake not to transfer Personal Data to any third parties other than the Authorised Recipients, except as disclosed to Shareholders from time to time or if required or permitted by applicable laws and regulations, including Data Protection Law, or by any order from a court, governmental, supervisory or regulatory body, including tax authorities.

By subscribing or purchasing Shares of abrdn Liquidity Fund (Lux), investors acknowledge and accept that Personal Data will be processed for the purpose of the Investment Services and Compliance Obligations described above and in particular, that the disclosure and the transfer of their Personal Data may take place to the Authorised Recipients, including the Processors, which are located in countries outside of the European Union (including but not limited to the United States, Hong Kong, and India), which are not subject to an adequacy decision of the European Commission and whose legislation does not ensure an adequate level of protection as regards the processing of personal data.

Controllers will transfer Personal Data to the Authorised Recipients (i) on the basis of an adequacy decision of the European Commission with respect to the protection of personal data or, (ii) on the basis of appropriate safeguards according to Data Protection Law, such as standard contractual clauses, binding corporate rules, an approved code of conduct, or an approved certification mechanism or, (iii) in the event it is required by any judgment of a court or tribunal or any decision of an administrative authority, on the basis of an international agreement entered into between the European Union or a concerned Member State and other jurisdictions worldwide or, (iv) where applicable under certain specific circumstances, on the basis of the Shareholder's explicit consent or, (v) where necessary for the performance of the Investment Services or for the implementation of pre-contractual measures taken at the Shareholders' request or, (vi) where necessary for the Processors to perform their services rendered in connection with the Investment Services which are in the interest of the Data Subjects or, (vii) where necessary for important reasons of public interest or, (viii) where necessary for the establishment, exercise or defence of legal claims or, (ix) where the transfer is made from a register, which is legally intended to provide information to the public or, (x) where necessary for the purposes of compelling legitimate interests pursued by the Controllers or the Processors, to the extent permitted by Data Protection Law.

In the event the processing of Personal Data or transfer of Personal Data outside of the European Union take place on the basis of the consent of the Shareholders, Data Subjects are entitled to withdraw their consent at any time without prejudice to the lawfulness of the processing and/or data transfers carried out before the withdrawal of such consent. In case of withdrawal of consent, Controllers will accordingly cease such processing or transfers. Any change to, or withdrawal of, Data Subjects' consent can be communicated in writing to the Management Company at its registered office to the attention of the Data Protection Officer at the addresses indicated below.

Insofar as Personal Data is not provided by the Data Subjects themselves (including where Personal Data provided includes Personal Data concerning other Data Subjects), investors represent that they have authority to provide Personal Data of other Data Subjects and will remain responsible if they do so. If Shareholders are not natural persons, they confirm that they have undertaken to (i) inform any Data Subject about the processing of their Personal Data and their related rights (as well as how to exercise them) as described in this Prospectus, in accordance with the information requirements under the Data Protection Law and (ii) where necessary and appropriate, obtained in advance any consent that may be required for the processing of Personal Data as described in this Prospectus in accordance with the requirement of Data Protection Law. Any such consent will be documented in writing.

Measures are taken to ensure confidentiality and security of the Personal Data. In particular, where the same level of confidentiality and data protection in relation to personal data as is currently in force in Luxembourg may not be guaranteed as the Personal Data is transferred electronically and made available or kept outside of Luxembourg, abrdn Liquidity Fund (Lux) and/or the Management Company, so far as is possible, seek to ensure that the agents, delegates and sub-delegates, who may or not be part of the abrdn Group, maintain appropriate data protection and confidentiality standards. Applicants acknowledge and agree that the abrdn Group companies limit their liability to the maximum extent permitted under applicable law in respect of Personal Data being obtained by unauthorised third parties.



It is mandatory to answer questions and requests with respect to Data Subjects' identification and Shares held in abrdn Liquidity Fund (Lux), and, as applicable, FATCA and/or CRS. Investors acknowledge and accept that failure to provide relevant personal data requested by the Management Company and/or the Administrator in the course of their relationship with abrdn Liquidity Fund (Lux) may result in incorrect or double reporting; may prevent investors from maintaining their Shares in abrdn Liquidity Fund (Lux); and may be reported to the relevant Luxembourg authorities.

Investors acknowledge that abrdn Liquidity Fund (Lux), the Management Company and/or the Administrator may be obliged to collect and report any relevant information in relation to investors and their investments in abrdn Liquidity Fund (Lux) (including but not limited to name and address, date of birth and U.S. tax identification number (TIN), account number, balance on account) to the Luxembourg tax authorities (*Administration des contributions directes*) which will exchange this information on an automatic basis with the competent authorities in the United States or other permitted jurisdictions (including the U.S. Internal Revenue Service (IRS) or other US competent authority and foreign tax authorities located outside the European Economic Area) only for the purposes provided for in the FATCA and CRS, at OECD and EU levels or equivalent Luxembourg legislation.

Data Subjects may request, in the manner and subject to the limitations prescribed in accordance with Data Protection Law, (i) access to and rectification or deletion of, any incorrect Personal Data concerning themselves, (ii) a restriction or objection of processing of Personal Data concerning themselves and, (iii) to receive Personal Data concerning themselves in a structured, commonly used and machine readable format or to transmit those Personal Data to another controller and, (iv) to obtain a copy of, or access to, the appropriate or suitable safeguards, such as standard contractual clauses, binding corporate rules, an approved code of conduct, or an approved certification mechanism, which have been implemented for transferring the Personal Data outside of the European Union. In particular, Data Subjects may at any time object, on request, to the processing of Personal Data concerning themselves for marketing purposes or for any other processing carried out on the basis of the legitimate interests of Controllers or Processors. Each Data Subject should address such requests to the Management Company to the attention of the Data Protection Officer. For any additional information related to the processing of their Personal Data, Data Subjects can contact the Data Protection Officer of Controllers via post mail at 35a, avenue John F. Kennedy, L-1855 Luxembourg or via email at [ASI.DP.office@abrdn.com](mailto:ASI.DP.office@abrdn.com).

Investors are entitled to address any claim relating to the processing of their Personal Data carried out by Controllers in relation with the Investment Services or compliance with the Compliance Obligations by lodging a complaint with the relevant data protection supervisory authority (i.e. in Luxembourg, the *Commission Nationale pour la Protection des Données* - [www.cnpd.lu](http://www.cnpd.lu)).

Personal Data of Data Subjects will be retained by the Controllers until Shareholders cease to have Shares in abrdn Liquidity Fund (Lux) and a subsequent period of 10 years thereafter where necessary to comply with applicable laws and regulations or to establish, exercise or defend actual or potential legal claims, subject to the applicable statutes of limitation, unless a longer or shorter period is required by applicable laws and regulations. In any case, Personal Data shall not be held for longer than necessary with regard to the purpose of the data processing (Investment Services and Compliance Obligations), subject always to applicable legal minimum retention periods.

#### Minimum Investment Amounts:

The following minimum Investment Amounts and holding amounts apply to the following Share Classes and Funds (or currency equivalent amounts).

Fund Name	Class A and Class X Shares		Class I and Class J Shares		Class K Shares		Class L Shares		Class M Shares		Class Y Shares		Class Z Shares	
	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$
abrdn Liquidity Fund (Lux) – Euro Fund	10,000	10,000	5,000,000	5,000,000	35,000,000	35,000,000	75,000,000	75,000,000	75,000,000	75,000,000	-	-	10,000,000	10,000,000
abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund	-	-	-	-	-	-	75,000,000	75,000,000	-	-	35,000,000	35,000,000	10,000,000	10,000,000
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund	-	-	-	-	-	-	-	-	-	-	-	-	10,000,000	10,000,000
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund	-	-	-	-	-	-	75,000,000	75,000,000	-	-	35,000,000	35,000,000	10,000,000	10,000,000
abrdn Liquidity	10,000	10,000	5,000,000	5,000,000	35,000,000	35,000,000	75,000,000	75,000,000	75,000,000	75,000,000	35,000,000	35,000,000	10,000,000	10,000,000

Fund Name	Class A and Class X Shares		Class I and Class J Shares		Class K Shares		Class L Shares		Class M Shares		Class Y Shares		Class Z Shares	
	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$	Minimum Initial Investment Amount US\$	Minimum Holding US\$
Fund (Lux) – Sterling Fund														
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund	-	-	-	-	-	-	-	-	-	-	-	-	10,000,000	10,000,000
abrdn Liquidity Fund (Lux) – US Dollar Fund	10,000	10,000	5,000,000	5,000,000	35,000,000	35,000,000	75,000,000	75,000,000	-	-	-	-	10,000,000	10,000,000
abrdn Liquidity Fund (Lux) – Sterling VNAV Fund	10,000	10,000	5,000,000	5,000,000	35,000,000	35,000,000	75,000,000	75,000,000	75,000,000	75,000,000	-	-	10,000,000	10,000,000
abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund	10,000	10,000	5,000,000	5,000,000	35,000,000	35,000,000	75,000,000	75,000,000	75,000,000	75,000,000	-	-	10,000,000	10,000,000

There is no Minimum Subsequent Investment Amount for any Class of Shares of any Fund.

These minima may be waived at the discretion of the Management Company.

#### Allotment/Settlement Period

Shares are provisionally allotted at the Share Price calculated on the date an application is accepted. In respect of all Funds (except the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund) cleared monies should be received by the Transfer Agent (i) on the same day that the Application is accepted and Shares are allotted in respect of income Shares (Class A-1, Class I-1, Class J-1, Class K-1, Class L-1, Class M-1, Class Y-1 and Class Z-1 Shares), flexible income Shares (Class A-3, Class I-3, Class J-3, Class K-3, Class L-3, Class M-3, Class X-3, Class Y-3 and Class Z-3 Shares), accumulation conversion Shares (Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4, Class X-4 and Class Z-4 Shares) and flexible accumulation conversion Shares (Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5, Class X-5 and Class Z-5 Shares) and (ii) no later than one Business Day after the application is accepted and Shares are allotted in respect of accumulation Shares (Class A-2, Class I-2, Class J-2, Class K-2, Class L-2, Class M-2, Class X-2, Class Y-2 and Class Z-2 Shares) and income Shares of Class X-1. The relevant Shares will be issued upon receipt of cleared monies.

In respect of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund, cleared monies should be received by the Transfer Agent no later than three Business Days after the application is accepted and Shares are allotted. The relevant Shares will be issued upon receipt of cleared monies.

#### Non-receipt of Cleared Monies

If monies are not received as described above, then abrdn Liquidity Fund (Lux) reserves the right to cancel any allotment of the relevant Shares without prejudice to the right of abrdn Liquidity Fund (Lux) to obtain compensation for any loss directly or indirectly resulting from the failure of an applicant to effect settlement, including in respect of overdraft charges and interest incurred.

If an allotment is cancelled and cleared monies are subsequently received, abrdn Liquidity Fund (Lux) may issue Shares on the date cleared monies are received, at that day's Share Price but subject to any applicable charges.

#### Methods of Payment

Payment of the total amount due may only be made in the Base Currency of the relevant Fund.

Investors are reminded that if they make payment to anyone other than abrdn Liquidity Fund (Lux), they should satisfy themselves that such persons are authorised to receive such payments. Certain intermediaries may have specific arrangements with abrdn Liquidity Fund (Lux) for the payment of investment monies. In these cases, the arrangements will be described in the Application Forms used by those intermediaries. In the absence of such arrangements, no payments should be made to the intermediary. Any queries should be addressed to Management Company. The Transfer Agent and abrdn Liquidity Fund (Lux) cannot accept liability for any payments made to unauthorised persons.

Payment should be made by bank transfer net of all bank charges (i.e. at the investors' expense) from a bank account in the name(s) of the investor(s). A copy of the bank transfer form (stamped by the bank) should be attached to the Application Form in order to avoid delays. Cash, cheques or traveller's cheques will not be accepted.

All such remittances should be made payable to abrdn Liquidity Fund (Lux).

In respect of the abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund, due to the settlement period of three Business Days for this Fund, relevant Shares are not available to be redeemed or switched until the Business Day after the settlement period or the actual settlement date of the subscription or switch, whichever is later.

#### **Shares held in Euroclear or Clearstream**

Any transaction in Shares held by an investor in an account with Euroclear or Clearstream must be notified immediately to the Registrar and Transfer Agent. The Transfer Agent has the right to refuse any such transaction where the investor does not hold sufficient Shares in their account with Clearstream or Euroclear.

## **REDEMPTION OF SHARES**

Investors may redeem either a specific number of Shares or Shares of a specified value on any Dealing Day.

In case investors request the redemption of their shares for a specified value, redemptions of Shares must be carried out at a price that is equal to the Constant NAV or the Variable NAV of the relevant Class, upon decision of the Management Company and as follows:

- redemptions of Shares of VNAV MMFs are carried out at a price that is equal to the Variable NAV of the relevant Class;
- redemptions of Shares of Public Debt CNAV MMFs are normally carried out at a price that is equal to the Constant NAV of the relevant Class;
- redemptions of income and flexible income Shares of LVNAV MMFs are normally carried out at a price that is equal to the Constant NAV of the relevant Class, provided that the Constant NAV of the relevant Fund does not deviate by more than 20 basis points from the Variable NAV of that same Fund. In the event that the deviation exceeds 20 basis points from the Variable NAV of that same Fund, the subsequent redemptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class. Redemption of accumulation Shares of LVNAV MMFs are normally carried out at a price that is equal to the Variable NAV of the relevant Class.

The Cut-Off Times for redemptions of shares are as follows (subject to specific deadlines in case of redemption requests for Shares made via fax or telephone as described below):

In the event that the Constant NAV of the abrdn Liquidity Fund (Lux) – US Dollar Fund deviates by more than 20 basis points from its Variable NAV, the subsequent redemptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **12:30 hours** New York time. The Cut-Off Time of the abrdn Liquidity Fund (Lux) – US Dollar Fund will also be moved to before **12:30 hours** New York time in the event of a Class Conversion of the income and flexible income Shares of the abrdn Liquidity Fund (Lux) – US Dollar Fund into accumulation Shares.

#### **In respect of abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund:**

Any redemption requests received by the Transfer Agent before **13:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be redeemed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any redemption requests received at or after **13:00 hours** Luxembourg time will be treated as having been received on the next following Dealing Day.

#### **In respect of abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund and abrdn Liquidity Fund – Sterling VNAV Fund:**

Any redemption requests received by the Transfer Agent before **13:30 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be redeemed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any redemption requests received at or after **13:30 hours** Luxembourg time will be treated as having been received on the next following Dealing Day.

#### **In respect of abrdn Liquidity Fund (Lux) – Euro Fund:**

Any redemption requests received by the Transfer Agent before **14:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be redeemed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any redemption requests received at or after **14:00 hours** Luxembourg time will be treated as having been received on the next following Dealing Day.

In the event that the Constant NAV of abrdn Liquidity Fund (Lux) – Euro Fund deviates by more than 20 basis points from its Variable NAV, the subsequent redemptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **13:00 hours** Luxembourg time. The Cut-Off Time will also be moved to before **13:00 hours** Luxembourg time in the event of a Class Conversion of the income and flexible income Shares of the abrdn Liquidity Fund (Lux) – Euro Fund into accumulation Shares.

#### **In respect of abrdn Liquidity Fund (Lux) – Sterling Fund and abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund:**

Any redemption requests received by the Transfer Agent before **14:30 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be redeemed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any redemption requests received at or after **14:30 hours** Luxembourg time will be treated as having been received on the next following Dealing Day.

In the event that the Constant NAV of abrdn Liquidity Fund (Lux) – Sterling Fund deviates by more than 20 basis points from its Variable NAV, the subsequent redemptions will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **13:30 hours** Luxembourg time. The Cut-Off Time will also be moved to before **13:30 hours** Luxembourg time in the event of a Class Conversion of the income and flexible income Shares abrdn Liquidity Fund (Lux) – Sterling Fund into accumulation Shares.

In respect of **all Funds**:

Redemption requests received in respect of any Fund before **13:00 hours** Luxembourg time on **24 December** or **31 December** will be redeemed at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day. If received at or after **13:00 hours** Luxembourg time, the redemption request will be treated as having been received on the next following Dealing Day and will be redeemed at the Share Price(s) calculated on such following Dealing Day. If 24 December or 31 December is not a Dealing Day, then the Cut-Off Time at **13:00 hours** Luxembourg time will apply to the preceding Dealing Day.

Requests for redemptions in relation to income Shares of LVNAV and Public Debt CNAV MMFs may be dealt with at the times during the Dealing Day as specified at [www.abrdn.com](http://www.abrdn.com) and redemption payments will be made thereafter. There is no guarantee or assurance that redemptions will be dealt with at a particular time before the end of the Dealing Day. abrdn Liquidity Fund (Lux) may, at its absolute discretion and without prior notice, modify the times at which redemptions are dealt with, delay redemptions to a later time during the Dealing Day or suspend at any time during the day redemptions in the circumstances referred to under section 10. "Suspension" in Appendix E.

If determined to be in the best interests of a Fund, abrdn Liquidity Fund (Lux) may on certain days specify an earlier Cut-Off Time than the normal Cut-Off Times listed above. All early closures will be made public at the registered office of abrdn Liquidity Fund (Lux) and notified to Shareholders in the relevant Fund by an announcement published on the Luxembourg Stock Exchange and by publication on the internet site [www.abrdn.com](http://www.abrdn.com) at least twenty-four (24) hours in advance of such closure.

If a redemption request would result in a Shareholder's investment in any one Fund or Class being less than the required minimum holding for that Class of Shares or its currency equivalent, abrdn Liquidity Fund (Lux) reserves the right to redeem the full shareholding in that Fund (or Class) and pay the proceeds to the Shareholder. Shares are cancelled when redeemed.

The price at which Shares are redeemed may be higher or lower than the price at which Shares were purchased, depending on the value of the underlying assets.

Redemption requests may only be withdrawn during a period for which redemption rights have been suspended or deferred by abrdn Liquidity Fund (Lux).

Redemption requests can be made by letter, fax, telephone or such other means as agreed. Redemption requests must state the full name(s) and address of the Shareholders, the name of the Fund, the Class, the number or value of Shares in each Fund to be redeemed and full settlement instructions. Such requests must be signed by all Shareholders. The Transfer Agent reserves the right to require the Shareholder's signature on a redemption request to be verified in a manner acceptable to the Transfer Agent. The Transfer Agent may from time to time make arrangements to allow Shares to be redeemed electronically or through other communication media. Certain Institutional Investors may communicate electronically as agreed with the Transfer Agent. For further details and conditions Shareholders should contact the Transfer Agent.

Unless otherwise agreed in advance with the Transfer Agent, all redemption requests have to be made in English for them to be processed by the Transfer Agent or Sub-Transfer Agent.

Redemption requests may be made by telephone by contacting the Transfer Agent at the telephone number indicated in the "Subscription for Shares" section above. Redemption requests by telephone can be made on any Dealing Day from **09:00 hours** Luxembourg time to **17:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) for the Fund concerned. On 24 December and 31 December, redemption requests by telephone can be made between 09:00 hours Luxembourg time and 13:00 hours Luxembourg time.

For the avoidance of any doubt, redemption requests made with respect to abrdn Liquidity Fund (Lux) – US Dollar Fund after **17:00 hours** Luxembourg time can be made by SWIFT or fax until their applicable Cut-Off Times and under the conditions described above.

Confirmation of the redemption will be mailed to the Shareholder on completion of the transaction.

In respect of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund, due to the settlement period of three Business Days for this Fund, relevant Shares are not available to be redeemed or switched until the Business Day after the settlement period or the actual settlement date of the subscription or switch, whichever is later.

**Redemption Proceeds:** Payments to Shareholders are normally made to the bank account in the name of the Shareholders in the Base Currency of the relevant Fund(s) concerned at the expense and risk of the Shareholder. No third party payments can be made. Redemption proceeds, less any applicable charges, which may include normal banking charges, will be paid in accordance with the Shareholder's instructions given on application for the relevant Shares unless otherwise amended or requested in writing.

In respect of all Funds except the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund, proceeds of redemption will normally be paid by bank transfer on (i) the same Business Day on which the applicable Share Price was determined in respect of income

Shares (Class A-1, Class I-1, Class J-1, Class K-1, Class L-1, Class Y-1 and Class Z-1 Shares), flexible income Shares (Class A-3, Class I-3, Class J-3, Class K-3, Class L-3, Class X-3, Class Y-3 and Class Z-3 Shares), accumulation conversion Shares (Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4, Class X-4 and Class Z-4 Shares) and flexible accumulation conversion Shares (Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5, Class X-5 and Class Z-5 Shares) and (ii) no later than one Business Day after the applicable Share Price was determined in respect of accumulation Shares (Class A-2, Class I-2, Class J-2, Class K-2, Class L-2, X-2, Y-2 and Class Z-2 Shares) and income Shares of Class X-1.

In respect of the abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund, proceeds of redemption will normally be paid at Shareholders' expense by bank transfer into the Shareholders' nominated bank account on the third Business Day following the date on which the applicable Share Price was determined.

If there are exceptional circumstances in relation to a Fund affecting that Fund's ability to pay redemption proceeds within those periods or if there are other reasons, such as exchange controls or other regulations which delay payment, payment will be made as soon as reasonably practicable thereafter, but without interest. Payments by telegraphic transfer will normally be made at the expense of the Shareholder. All payments are made at the Shareholder's risk.

## EXCHANGE (OR SWITCHING) OF SHARES

### Switching between Classes

Shares in one Fund may be exchanged or switched into Shares of a different Class in the same Fund only, subject to the qualifications for investment being met, on any Dealing Day for the relevant Fund. Shares in the same Class may not be switched between accumulation and income Shares within the same Class, or between accumulation and flexible income Shares. Investors may switch either a specific number of Shares or Shares of a specified value.

The Cut-Off Times for exchanges of Shares are as follows (subject to specific deadlines in case of redemption requests for Shares made via fax or telephone as described below):

#### In respect of Share Classes of **abrdn Liquidity Fund (Lux) – US Dollar Fund**:

Any exchange requests received by the Transfer Agent (or Sub-Transfer Agent after close of business Luxembourg time) before **16:00 hours** New York time on any Dealing Day (except 24 December and 31 December) will be exchanged at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund concerned. If received at or after **16:00 hours** New York time, the exchange request will be treated as having been received on the next following Dealing Day.

In the event that the Constant NAV of the abrdn Liquidity Fund (Lux) – US Dollar Fund deviates by more than 20 basis points from its Variable NAV, the subsequent exchanges of Shares will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **12:30 hours** New York time. The Cut-Off Time of the abrdn Liquidity Fund (Lux) – US Dollar Fund will also be moved to before **12:30 hours** New York time in the event of a Class Conversion of the income and flexible income Shares of the abrdn Liquidity Fund (Lux) – US Dollar Fund into accumulation Shares.

#### In respect of Share Classes of **abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund**:

Any exchange requests received by the Transfer Agent before **13:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be exchanged at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any exchange requests received at or after **13:00 hours** Luxembourg time will be treated as having been received on the next following Dealing Day for that Fund.

#### In respect of Share Classes of **abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund, abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund and abrdn Liquidity Fund – Sterling VNAV Fund**:

Any exchange requests received by the Transfer Agent before **13:30 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be exchanged at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any exchange requests received at or after **13:30 hours** Luxembourg time will be treated as having been received on the next following Dealing Day for that Fund.

#### In respect of **abrdn Liquidity Fund (Lux) – Euro Fund**:

Any exchange requests received by the Transfer Agent before **14:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) will be exchanged at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any exchange requests received at or after **14:00 hours** Luxembourg time will be treated as having been received on the next following Dealing Day for that Fund.

In the event that the Constant NAV of abrdn Liquidity Fund (Lux) – Euro Fund deviates by more than 20 basis points from its Variable NAV, the subsequent exchanges of Shares will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **13:00 hours** Luxembourg time. The Cut-Off Time will also be moved to before **13:00 hours** Luxembourg time in the event of a Class Conversion of the income and flexible income Shares of abrdn Liquidity Fund (Lux) – Euro Fund into accumulation Shares.

#### In respect of Share Classes of **abrdn Liquidity Fund (Lux) – Sterling Fund and abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund**:

Any exchange requests received by the Transfer Agent before **14:30 hours** Luxembourg time on any Dealing Day (except 24

December and 31 December) will be exchanged at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any exchange requests received at or after **14:30 hours** Luxembourg time will be treated as having been received on the next following Dealing Day for that Fund.

In the event that the Constant NAV of abrdn Liquidity Fund (Lux) – Sterling Fund deviates by more than 20 basis points from its Variable NAV, the subsequent exchanges of Shares will be undertaken at a price that is equal to the Variable NAV of the relevant Class and the Cut-Off Time will be moved to before **13:30 hours** Luxembourg time. The Cut-Off Time will also be moved to before **13:30 hours** Luxembourg time in the event of a Class Conversion of the income and flexible income Shares of abrdn Liquidity Fund (Lux) – Sterling Fund into accumulation Shares.

In respect of **all Funds**:

Exchange requests received in respect of any Fund before **13:00 hours** Luxembourg time on **24 December** or **31 December** will be exchanged at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day. If received at or after **13:00 hours** Luxembourg time, the exchange request will be treated as having been received on the next following Dealing Day and will be exchanged at the Share Price(s) calculated on such following Dealing Day. If 24 December or 31 December is not a Dealing Day, then the Cut-Off Time at **13:00 hours** Luxembourg time will apply to the preceding Dealing Day.

If determined to be in the best interests of a Fund, the Board of Directors may on certain days specify an earlier Cut-off Time than the normal Cut-Off Times listed above. All early closures will be made public at the registered office of abrdn Liquidity Fund (Lux) and notified to Shareholders in the relevant Fund by an announcement published on the Luxembourg Stock Exchange and by publication on the internet site [www.abrdn.com](http://www.abrdn.com) at least twenty-four (24) hours in advance of such closure.

If a request to switch Shares would result in a Shareholder owning less than the minimum holding in any one Class, the abrdn Liquidity Fund (Lux) reserves the right to switch the full shareholding in that Class. Switching constitutes a redemption of the Shares of one Class of the same Fund and the issuance of new Shares of another Class in their place, based upon the formula described in Section 3 of Appendix D and subject to applicable switching charges.

Instructions to switch may be given by fax, letter, telephone or such other means as agreed.

Unless otherwise agreed in advance with the Transfer Agent, all exchange requests have to be made in English for them to be processed by the Transfer Agent or Sub-Transfer Agent.

Exchange requests may be made by telephone by contacting the Transfer Agent at the telephone number indicated in the "Subscription for Shares" section above. Exchange requests by telephone can be made on any Dealing Day from **09:00 hours** Luxembourg time to **17:00 hours** Luxembourg time on any Dealing Day (except 24 December and 31 December) for the Fund concerned. On 24 December and 31 December, exchange requests by telephone can be made between 09:00 hours Luxembourg time and 13:00 hours Luxembourg time.

For the avoidance of any doubt, exchange requests made with respect to abrdn Liquidity Fund (Lux) – US Dollar Fund after **17:00 hours** Luxembourg time can be made by SWIFT or fax until their applicable Cut-Off Times and under the conditions described above.

Switching instructions should include full details of registration, and the number or value and Class of Shares in the Fund to be switched.

For those applicants who are resident in an EU/EEA State or Switzerland, exchange instructions must include a declaration that they have received and read the current relevant PRIIPS KID for each Share Class in which they are investing.

Confirmation of the switch will be sent to the Shareholder on completion of the transaction.

In respect of the abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund, due to the settlement period of three Business Days for this Fund, relevant Shares are not available to be redeemed or switched until the Business Day after the settlement period or the actual settlement date of the subscription or switch, whichever is later.

### **Switching between Funds**

Investors in any Fund of abrdn Liquidity Fund (Lux) may **not** exchange their Shares for Shares of the same or another Class in any other Fund of abrdn Liquidity Fund (Lux) except following a Class Conversion with respect to the abrdn Liquidity Fund (Lux) – Sterling Fund, where Shareholders may, subject to the Board of Director's discretion, exchange their Shares into Shares of an equivalent class where available of abrdn Liquidity Fund (Lux) – Sterling VNAV Fund, provided that abrdn Liquidity Fund (Lux) – Sterling VNAV Fund is launched. Any exchange requests received by the Transfer Agent before 13:30 hours Luxembourg time on any Dealing Day (except 24 December and 31 December) will be exchanged at the relevant Share Price(s) calculated (as at the Valuation Point) on that Dealing Day for the Fund. Any exchange requests received at or after **13:30 hours** Luxembourg time will be treated as having been received on the next following Dealing Day for that Fund.

Any requests received to switch between Funds of abrdn Liquidity Fund (Lux) will be returned to the investor.

## CHARGES AND EXPENSES

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### SALES CHARGE STRUCTURE

#### Initial Sales Charge

The Funds will bear no initial charges.

### ANNUAL CHARGES STRUCTURE

#### Investment Management Fees

The Investment Managers receive fees for the provision and coordination of investment services to abrdn Liquidity Fund (Lux) (the “**Investment Management Fee**”). Such fees are calculated as a percentage of the Net Asset Value of each Class and will not exceed the levels set out in Appendix G. The Investment Manager may, at its absolute discretion, from time to time (which in case of LVNAV MMFs may be daily), decide to vary such rate between the maximum level set out in Appendix G and 0%.

For the purposes of the calculation, the value of each Fund (and the value attributable to each Class) is taken as at the Net Asset Value per Share on the previous Dealing Day, taking into account any subscriptions and/or redemptions on that day.

These fees are accrued daily and are paid monthly in arrears to the Investment Managers. For certain Classes of Shares, an Investment Manager pays the fees of the other Investment Managers. The Investment Managers reserve the right, at their discretion, to reallocate any Investment Management Fee they receive to certain recognised financial intermediaries or institutions in compliance with applicable laws and regulations.

#### Management Company Charge

abrdn Liquidity Fund (Lux) is entitled to pay any annual charge to the Management Company (the “**Management Company Charge**”), up to a maximum of 0.01% of the Net Asset Value of each Fund. For the purposes of the calculation, the value of each Fund (and the value attributable to each Class) is taken as at the Net Asset Value per Share on the previous Dealing Day, taking into account any subscriptions and/or redemptions on that day. The Management Company Charge shall be accrued daily and payable monthly in arrears.

### OTHER CHARGES

#### General

For certain Classes of Shares, the Management Company and the Investment Managers may share the whole or any part of the charges or fees outlined herein with the Transfer Agent or with any sub-distributor or intermediary in compliance with applicable laws and regulations. The Transfer Agent may act as the collecting or processing agent for such charges or fees.

### OPERATIONAL EXPENSES

abrdn Liquidity Fund (Lux) will pay the expenses of operation. This includes remuneration of the Depositary, abrdn Liquidity Fund (Lux)'s legal advisers and auditors, and payment of certain expenses, as agreed from time to time, of the Administrator. abrdn Liquidity Fund (Lux) will pay other expenses incurred in its operation including the cost of any printing and distribution of fund documentation, all brokerage (excluding any cost or expense related to the investment research, which will not be paid out of the assets of abrdn Liquidity Fund (Lux)), taxes and governmental duties and charges payable by abrdn Liquidity Fund (Lux), any fees and expenses involved in obtaining or maintaining any registration or authorisation of abrdn Liquidity Fund (Lux) with any supervisory authority, governmental agency or stock exchange, the cost of publication of Share Prices and all other operating expenses of abrdn Liquidity Fund (Lux) determined to be reasonable and customary by the Board of Directors. In addition to the fees paid to service providers, advisers or agents of abrdn Liquidity Fund (Lux), abrdn Liquidity Fund (Lux) may also pay certain out-of-pocket expenses of such entities determined to be reasonable and customary by the Board of Directors.

#### Depositary's, Administrator's and Paying Agent's Fees and Expenses

The Depositary's fee will not exceed 2% per annum (plus VAT, if any) of the net assets of abrdn Liquidity Fund (Lux) as determined on the last Dealing Day of the month. In addition, the Depositary is entitled to be reimbursed out of the assets of abrdn Liquidity Fund (Lux) for its reasonable out-of-pocket expenses and disbursements and for the transaction charges of any correspondent banks. The amount paid to the Depositary will be shown in the Annual Report of abrdn Liquidity Fund (Lux).

The Administrator's fees will not exceed 0.05% per annum (plus VAT, if any) of the net assets of abrdn Liquidity Fund (Lux) as determined on the last Dealing Day of the month. The Administrator is entitled to be reimbursed out of the assets of abrdn Liquidity Fund (Lux) for any reasonable out-of-pocket expenses properly incurred in carrying out its duties. The amount paid to the Administrator will be shown in the Annual Report of abrdn Liquidity Fund (Lux).

For its services as Paying Agent, State Street Bank International GmbH, Luxembourg Branch, will be entitled to receive a fee calculated in accordance with normal banking practice in Luxembourg and payable out of the assets of the Funds. The fees will not exceed 0.01% per annum (plus VAT, if any) of the net assets of abrdn Liquidity Fund (Lux) as determined on the last Dealing Day of the month. The amount paid to the Paying Agent will be shown in the Annual Report of abrdn Liquidity Fund (Lux).

#### Registrar & Transfer Agent's Fees and Expenses

For its services as Registrar and Transfer Agent, abrdn Investments Luxembourg S.A. will be entitled to receive a fee calculated in accordance with normal banking practice in Luxembourg and payable out of the assets of abrdn Liquidity Fund (Lux). The fees

will not exceed 0.1% per annum (plus VAT, if any) of the net assets of abrdn Liquidity Fund (Lux) as determined on the last Dealing Day of the month. The amount paid to the Registrar and Transfer Agent will be shown in the Annual Report of abrdn Liquidity Fund (Lux) and will include fees payable to the Sub-Transfer Agent which abrdn Investments Luxembourg S.A. will pay out of this amount.

#### **Distributor's Fees and Expenses**

The distributor's fees will not exceed 0.45% per annum (plus VAT, if any) of the net assets of abrdn Liquidity Fund (Lux) as determined on the last Dealing Day of the month. The amount paid to the Management Company will be shown in the Annual Report of abrdn Liquidity Fund (Lux).

#### **Allocation of Charges and Expenses**

Each Class of Shares of each Fund is charged with all costs and expenses attributable to it. Costs and expenses not attributable to a particular Class or Fund are allocated between all the Classes of Shares pro rata to their respective Net Asset Values. Charges and expenses are normally charged first against investment income and then against net realised capital gains and thereafter may be taken against capital.

## **DIVIDEND POLICY**

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The dividend policy of each Share Class is described in Appendix D. Investors should refer to [www.abrdn.com](http://www.abrdn.com) for current details of which Classes of Shares are in issue.

Class A-1, Class I-1, Class J-1, Class K-1, Class L-1, Class M-1, Class X-1, Y-1 and Class Z-1 Shares – Dividends will be declared and distributed on these Classes of Shares.

Class A-2, Class I-2, Class J-2, Class K-2, Class L-2, Class M-2, Class X-2, Y-2 and Class Z-2 Shares will not declare a dividend but will accumulate the income into the Share Price.

Class A-3, Class I-3, Class J-3, Class K-3, Class L-3, Class M-3, Class X-3, Y-3 and Class Z-3 Shares – Dividends will be declared and distributed on these Classes of Shares if and when the net investment income is positive.

Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4, Class X-4 and Class Z-4 Shares will not declare a dividend but will accumulate the income into the Share Price.

Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5, Class X-5 and Class Z-5 Shares will not declare a dividend but will accumulate the income into the Share Price.

The dividends for the following Funds will be declared daily and payable monthly on or about the second Business Day of each following month:

abrdn Liquidity Fund (Lux) - Euro Fund  
abrdn Liquidity Fund (Lux) - Seabury Euro Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) - Seabury Sterling Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) - Seabury Sterling Liquidity 2 Fund  
abrdn Liquidity Fund (Lux) - Sterling Fund  
abrdn Liquidity Fund (Lux) - Sterling VNAV Fund  
abrdn Liquidity Fund (Lux) - Seabury Sterling Liquidity 3 Fund  
abrdn Liquidity Fund (Lux) - US Dollar Fund  
abrdn Liquidity Fund (Lux) - Short Duration Sterling Fund

Class A-1, Class I-1, Class J-1, Class K-1, Class L-1, Class M-1, Class X-1, Y-1 and Class Z-1 Shares will declare and pay a dividend unless this would result in the net assets of abrdn Liquidity Fund (Lux) falling below the minimum required by the Law.

The income Shares and flexible income Shares of each Fund begin earning dividends (if any) on the Dealing Day on which they were issued. If an investor redeems its entire holding of income Shares within a Fund during a month, accrued but unpaid dividends (if any) are payable with the redemption proceeds. For partial redemptions of a holdings, accrued but unpaid dividends (if any) are payable on the next pay date. Investors investing through a nominee should be aware that Shares will generally be registered in the name of the nominee and the full redemption by a Shareholder using such a nominee may not necessarily imply that the nominee has fully redeemed all of the Shares for which it is on register. As a consequence, investors using such a nominee will generally receive accrued but unpaid dividends (if any) on the next pay date.

Income Shares and flexible income Shares do not earn dividends (if any) on the Dealing Day on which their redemption is accepted.

The price of the accumulation Shares includes earned dividends within the price on the Dealing Day on which their subscription or redemption is accepted. For accumulation Shares, the proceeds of redemption are not paid until the next Business Day with the exception of Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4, Class X-4 and Class Z-4 Shares which are paid on the same day.

Dividends may be paid out of investment income, capital gains or capital, provided that the payment of such dividends will not result in abrdn Liquidity Fund (Lux) falling below the minimum capital required by the Law.



### **UK Reporting Fund Regime**

abrdrn Liquidity Fund (Lux) may apply for reporting fund status for all Classes of Shares. Reporting fund status is applied for by the end of the financial year in which the share class launched or up to three months after the launch date. A fund, once granted reporting fund status, may rely on that status going forward subject to continued compliance with the requirements of the reporting funds rules. Details of reporting fund status having been granted will be highlighted in the Interim Report and Accounts and the Annual Report and Accounts, within the section "Notes to the Financial Statements, Share Class Information".

Additionally, the UK Reporting Fund Regime Report in respect of all Share Classes granted reporting fund status will be published on [www.abrdn.co.uk/liquidityUKAnnualReportableIncome](http://www.abrdn.co.uk/liquidityUKAnnualReportableIncome) within six months of the relevant accounting period, and can be requested in writing by contacting abrdrn Investments Luxembourg S.A. at the Shareholder Services centre as detailed in the "Management and Administration" section of this Prospectus.

## **CALCULATION OF NET INVESTMENT INCOME**

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The net investment income in relation to a Fund is determined in accordance with the laws and regulations applicable to abrdrn Liquidity Fund (Lux). Broadly, it comprises all sums deemed by the Board of Directors to be in the nature of income received or receivable for the account of abrdrn Liquidity Fund (Lux) and attributable to each Fund in respect of the accounting period concerned, after deducting net charges and expenses paid or payable out of such income and after making such adjustments as the Administrator considers appropriate, following consultation with the Auditors in accordance with the laws and regulations applicable to abrdrn Liquidity Fund (Lux) in relation to taxation and other matters.

Each allocation of net investment income made in respect of any Fund at a time when more than one Class of Shares is in issue in respect of that Fund, shall be effected by reference to the relevant investor's proportionate interest in the property of the Fund in question. This will be ascertained for each Share Class as follows:

1. A notional account will be maintained for each Class of Shares. Each account will be referred to as an Entitlement Account.
2. There will be credited to this Entitlement Account:
  - the capital amount of the price paid for the Shares of that Class (i.e., excluding any dilution adjustment);
  - that Class' proportion of the capital appreciation attributable to the Fund;
  - that Class' proportion of the Fund's income received and receivable;
  - in the case of accumulation Shares, income previously allocated and so accumulated to Shares in respect of previous accounting periods.
3. There will be debited to the Entitlement Account:
  - any redemption payment made for the cancellation of Shares of the relevant Class;
  - that Class' proportion of any capital depreciation attributable to the Fund;
  - all distributions of income (including equalisation) made to Shareholders of that Class;
  - all costs, charges and expenses incurred solely in respect of that Class;
  - that Class' share of the costs, charges and expenses incurred in respect of that Class and one or more other Classes in the Fund, but not in respect of the Fund as a whole;
  - that Class' proportion of the costs, charges and expenses incurred in respect of or attributable to the Fund as a whole.
4. In each case, the Administrator will make such adjustments for taxation matters as the Administrator considers appropriate after consultation with the Auditors such that no particular Class of Shares suffers material prejudice as opposed to another Class of Shares.

## **PAYMENT OF DIVIDENDS**

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### **Dividends for Payment by Bank Transfer**

Dividends are declared in the Base Currency of the relevant Fund. Shareholders should bear in mind that bank clearing or collection charges may seriously erode the value of small dividend amounts. Dividend amounts of less than US\$25 (or its equivalent in another currency) will, at the discretion of the Board of Directors of abrdrn Liquidity Fund (Lux), not be paid out in cash but will be automatically reinvested in order to avoid disproportionate costs, notwithstanding a Shareholders request to pay out dividends.

### **Unclaimed Dividends**

Any dividend unclaimed after 5 years from the date when it first became payable shall be forfeited automatically and made use of for the benefit of the relevant Fund without the necessity for any declaration or other action by the Fund.

## TAXATION

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### TAXATION OF ABRDN LIQUIDITY FUND (LUX)

abrdn Liquidity Fund (Lux) is not liable to any tax in Luxembourg on its profits or income and is not subject to Luxembourg's net wealth tax.

All Funds of abrdn Liquidity Fund (Lux) except the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund are generally liable in Luxembourg to an annual subscription tax (*taxe d'abonnement*) at a rate of 0.01% of the Net Asset Value of each Class, such tax being payable quarterly on the basis of the value of the net assets of the relevant Fund at the end of the relevant calendar quarter. However, it is anticipated that Share Classes of these Funds which are only accessible to Institutional Investors, will benefit from an exemption to pay subscription tax to the extent that such Share Classes comply with the requirements of the Law, the Grand Ducal Regulation of 2008 and the Grand Ducal Regulation of 2003 in relation to the application of such exemption.

The abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund is generally liable in Luxembourg to a subscription tax at a rate of 0.05% per annum of the Net Asset Value of each Class, such tax being payable quarterly on the basis of the value of the net assets of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund at the end of the relevant calendar quarter. However, Share Classes of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund which are only accessible to Institutional Investors, will benefit from a reduced subscription tax of 0.01% per annum since these Shares can only be held by Institutional Investors.

No stamp duty or other tax is payable in Luxembourg on the issue or redemption of Shares.

A subscription tax exemption applies to:

- i The portion of any Fund's assets (prorata) invested in a Luxembourg investment fund or any of its sub-fund to the extent it is subject to the subscription tax;
- ii Any Fund (i) whose securities are only held by Institutional Investor(s), and (ii) whose sole object is the collective investment in money market instruments and the placing of deposits with credit institutions, and (iii) whose weighted residual portfolio maturity does not exceed 90 days, and (iv) that have obtained the highest possible rating from a recognised rating agency. If several Classes are in issue in the relevant Fund meeting (ii) to (iv) above, only those Classes meeting (i) above will benefit from this exemption;
- iii Any Fund, whose main objective is the investment in microfinance institutions; and
- iv Any Fund, (i) whose securities are listed or traded on a stock exchange and (ii) whose exclusive object is to replicate the performance of one or more indices. If several Classes are in issue in the relevant Fund meeting (ii) above, only those Classes meeting (i) above will benefit from this exemption.

No Luxembourg tax is payable on the realised capital gains or unrealised capital appreciation of the assets of abrdn Liquidity Fund (Lux).

Investment income received and capital gains realised by received by abrdn Liquidity Fund (Lux) on its investments may be subject to irrecoverable withholding taxes at source. abrdn Liquidity Fund (Lux) may benefit in certain circumstances from double taxation treaties, which Luxembourg has concluded with other countries.

Distributions made by abrdn Liquidity Fund (Lux) as well as liquidation proceeds and capital gains derived therefrom are not subject to withholding tax in Luxembourg.

abrdn Liquidity Fund (Lux) is registered for Value Added Tax in Luxembourg and is liable to account for Value Added Tax in accordance with applicable laws.

### TAXATION OF SHAREHOLDERS

#### Automatic Exchange of Information

Following the development by the Organisation for Economic Co-operation and Development ("OECD") of a common reporting standard ("CRS") to achieve a comprehensive and multilateral automatic exchange of information (AEOI) in the future on a global basis, Council Directive 2014/107/EU amending the Council Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted on 9 December 2014 in order to implement the CRS among the member States of the European Union.

The Euro-CRS Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law").

The CRS Law requires Luxembourg financial institutions to identify financial asset holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement.

In addition, Luxembourg tax authorities signed the OECD's multilateral competent authority agreement ("Multilateral Agreement") to automatically exchange information under the CRS. The Multilateral Agreement aims to implement the CRS among non EU member states; it requires agreements on a country by country basis.

abrdn Liquidity Fund (Lux) and/or the Registrar and Transfer Agent require shareholders to provide information in relation to the identity and tax residence of financial account holders (including certain entities and their controlling persons), account details, reporting entity, account balance/value and income/sale or redemption proceeds to the local tax authorities of the country of tax

residency of the foreign investors to the extent that they are tax resident of another EU member State or of a country for which the Multilateral Agreement is in full force and applicable.

The personal data obtained will be used for the purpose of the CRS Law or such other purposes indicated by abrdn Liquidity Fund (Lux) in the data protection section of the Prospectus in compliance with Luxembourg data protection law. Information regarding an investor and his/her/its account will be reported to the Luxembourg tax authorities (*Administration des Contributions Directes*), which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis, if such an account is deemed a CRS reportable account under the CRS Law.

**Shareholders should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the CRS.**

### **Luxembourg**

Subject to the provisions of the 2005 Law, Shareholders are not subject to any capital gains, income, withholding, gift, estate, inheritance or other tax in Luxembourg (except for Shareholders domiciled, resident or having a permanent establishment in Luxembourg).

### **General**

Investors and prospective investors should note that levels and bases of taxation may change and they should ascertain from their professional advisers the potential consequences to them of acquiring, holding, redeeming, transferring, selling or switching any of abrdn Liquidity Fund (Lux)'s Shares or receiving dividends therefrom under the relevant laws of each jurisdiction to which they are subject, including the tax consequences and any foreign exchange control requirements. These consequences will vary with the law and practice of a Shareholder's country of citizenship, residence, domicile or incorporation and personal circumstances.

The foregoing statements on taxation are given on the basis of abrdn Liquidity Fund (Lux)'s understanding of present legislation and practice in force at the date of this document and is subject to change. The summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of Shares and is not intended as tax advice to any particular Investor or potential Investor.

Investors should consult their tax adviser about their own position.

## **COMPLIANCE WITH U.S. REPORTING AND WITHHOLDING REQUIREMENTS**

The Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act ("FATCA") generally impose a U.S. federal reporting and withholding tax regime with respect to certain U.S. source income (including, among other types of income, dividends and interest) and gross proceeds from the sale or other disposal of property. The rules are designed to require certain U.S. persons' direct and indirect ownership of certain non-U.S. accounts and non-U.S. entities to be reported to the U.S. Internal Revenue Service. The 30% withholding tax regime could apply if there is a failure to provide certain required information. On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a memorandum of understanding in respect thereof. abrdn Liquidity Fund (Lux) would hence have to comply with such Luxembourg IGA, as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "FATCA Law") in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, abrdn Liquidity Fund (Lux) may be required to collect information aiming to identify its direct and indirect Shareholders that are Specified US Persons for FATCA purposes ("reportable accounts"). Any such information on reportable accounts provided to abrdn Liquidity Fund (Lux) will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. abrdn Liquidity Fund (Lux) intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of abrdn Liquidity Fund (Lux). abrdn Liquidity Fund (Lux) will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

To ensure abrdn Liquidity Fund (Lux)'s compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, abrdn Liquidity Fund (Lux) or the Management Company, in its capacity as the abrdn Liquidity Fund (Lux)'s management company or the Administrator, may:

- a) request information or documentation, including self-certification forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such shareholder's FATCA status;
- b) report information concerning a shareholder and his account holding in abrdn Liquidity Fund (Lux) to the Luxembourg tax authorities if such account is deemed a US reportable account under the FATCA Law and the Luxembourg IGA;
- c) deduct applicable US withholding taxes from certain payments made to a Shareholder by or on behalf of abrdn Liquidity Fund (Lux) in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
- d) divulge any such personal information to any immediate payor of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

Any withholding obligation would be carried out in accordance with applicable laws and regulations and the Management Company will act in good faith and on reasonable grounds in relation thereto. Although abrdn Liquidity Fund (Lux) will attempt to

satisfy any obligations imposed on it to avoid the imposition of FATCA withholding tax, no assurance can be given that abrdn Liquidity Fund (Lux) will be able to satisfy these obligations. If abrdn Liquidity Fund (Lux) becomes subject to a withholding tax as a result of the FATCA regime, the value of the Shares held by the Shareholders may suffer material losses.

***The foregoing statements on taxation are given on the basis of abrdn Liquidity Fund (Lux)'s understanding of present legislation and practice in force at the date of this document and is subject to change.***

## **EU'S SUSTAINABLE FINANCE DISCLOSURE REGULATION – SUSTAINABILITY RISK INTEGRATION**

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### **Investment Philosophy and Process**

#### **Sustainability Risk Integration**

abrdn, through its Management Company and Investment Managers, integrate sustainability risks and opportunities into its research, analysis and investment decision-making processes for the Funds. abrdn believes that the consideration of sustainability risks and opportunities can have a material impact on long-term returns for investors.

All Funds are managed using an investment process integrating environmental, social and governance ("ESG") factors but unless specifically noted do not promote environmental or social characteristics or have specific sustainable investment objectives. For Funds that do not have sustainability-related characteristics or that do not pursue sustainable investment objectives, this means that whilst sustainability risk factors and risks are considered, they may or may not impact portfolio construction.

abrdn's sustainability risk integration requires, in addition to its inclusion in the investment decision making process, appropriate monitoring of sustainability considerations in risk management and portfolio monitoring. Where the Management Company believes it can influence or gain insight, the Management Company actively engages with the companies and assets in which it invests. The Management Company believes this will create long-term value, including in relation to ESG practice. Where the Management Company has rights, the Management Company also votes at annual general meetings of target companies to drive change. abrdn also engages with policymakers on sustainability risk and stewardship matters.

Combining the integration of sustainability risks and opportunities with broader monitoring and engagement activities may affect the value of investments and therefore returns.

Further information on abrdn's approach on sustainable investing and sustainability risk integration are available on the website at [www.abrdn.com](http://www.abrdn.com) under "Sustainable Investing".

#### **Sustainability-related disclosure in line with EU SFDR**

The European Union Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector ("SFDR") is designed to enable investors to better understand sustainability-related investment strategies, notably sustainability risk integration, promotion of environmental or social characteristics and pursuit of a sustainable investment objective.

As part of this enhanced transparency, investment funds are subject to disclosure requirements depending on the degree of consideration given to sustainability and binding investment criteria. The disclosure requirements are defined in the following SFDR Articles and further specified by SFDR Delegated Regulation (*Commission Delegated Regulation (EU) 2022/1288*).

- **Article 6** – Funds which integrate sustainability risks into their investment process but do not give binding commitments, do not promote environmental and/or social characteristics and do not have sustainable investments as their objective.
- **Article 8** - Funds that promote social and/or environmental characteristics, invest in companies that follow good governance, give binding commitments but do not have a sustainable investment objective.
- **Article 9** - Funds that have sustainable investment or carbon reduction as their objective and give binding commitments.

The SFDR Article to which each Fund is subject is set out in its investment objective and policy.

#### **Principal adverse impact ("PAI") consideration**

Under SFDR all Funds have to indicate whether they consider PAIs on sustainability factors and if so, how this is applied. PAI indicators are metrics that measure the negative effects on environmental and social matters.

Article 6 Funds do not commit in any binding way to consider PAIs in the investment process, because the Funds do not commit to achieving a sustainable outcome nor to reducing negative impacts on ESG matters. However, Article 6 Funds do consider and integrate sustainability risks into their investment process (as set out above). Principal adverse impact indicators, as provided by Commission Delegated Regulation (EU) 2022/1288, may be considered as part of this risk assessment. **EU Taxonomy (Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment)**

The EU Taxonomy regulation provides a methodology to identify whether economic activities can be considered environmentally sustainable (“**Taxonomy-aligned**”) or not.

The investments underlying an Article 6 Fund do not take into account the EU criteria for environmentally sustainable economic activities.

## **PUBLICATION OF SHARE PRICES**

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The Share Prices of each Class of Shares of each Fund are made public at the registered office of abrdn Liquidity Fund (Lux) and are available on the internet site [www.abrdn.com](http://www.abrdn.com). Share Prices (but not necessarily for every Class) are also currently published daily in a number of local publications and are generally available from Reuters, Bloomberg and Financial Express, amongst others. abrdn Liquidity Fund (Lux) and its agents cannot accept responsibility for any errors or delays in the publication or non-publication of prices and reserve the right to discontinue or change publication without notice. Such prices are published for information only. It is not an invitation to subscribe for, redeem or switch Shares.

The difference between the Constant NAV and the Variable NAV of Public Debt CNAV MMF and LVNAV MMFs is available daily at the Registered Office of the abrdn Liquidity Fund (Lux) and on the website of [www.abrdn.com](http://www.abrdn.com).

## **MEETINGS AND REPORTS**

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The Annual General Meeting of Shareholders of abrdn Liquidity Fund (Lux) shall be held, in accordance with Luxembourg law, at the registered office of abrdn Liquidity Fund (Lux) or any other place in the Grand-Duchy of Luxembourg as may be specified in the notice of the meeting at a date and time decided by the Board of Directors being no later than six months after the end of abrdn Liquidity Fund (Lux)'s previous financial year. Notices of General Meetings and other notices (which shall include the place and time of the meetings, conditions of admission, agenda, quorum and voting requirements) are given in accordance with Luxembourg law. The requirements for attendance, quorum and majorities at all General Meetings will be those specified in abrdn Liquidity Fund (Lux)'s Articles of Incorporation.

A Shareholders' meeting may also be called upon the request of Shareholders representing at least one tenth of the share capital of abrdn Liquidity Fund (Lux).

abrdn Liquidity Fund (Lux)'s financial year ends on 30 June of each year. The accounting year of abrdn Liquidity Fund (Lux) which commenced on 1 April 2017 shall terminate on the 30 June 2018. Copies of the annual reports giving details of each of the Funds together with the audited consolidated annual accounts of abrdn Liquidity Fund (Lux) will be available at the registered office of abrdn Liquidity Fund (Lux) and on [www.abrdn.com](http://www.abrdn.com) within four months of the end of the year which it covers. In addition, an interim report including unaudited consolidated half-yearly accounts will be available to Shareholders in the same manner within two months of the period which it covers.

## **DOCUMENTS AVAILABLE FOR INSPECTION AND ADDITIONAL INFORMATION**

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Copies of the following documents are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) and at the registered office of abrdn Liquidity Fund (Lux) (where a copy of the documents specified in (a) to (c) below may be obtained on request, free of charge):

- (a) the Articles of Incorporation of abrdn Liquidity Fund (Lux);
- (b) the latest unaudited interim reports and the latest audited annual reports of abrdn Liquidity Fund (Lux);
- (c) the latest Prospectus and the latest PRIIPS KIDs;
- (d) the agreement between abrdn Liquidity Fund (Lux) and the Management Company;
- (e) the agreements concluded by abrdn Liquidity Fund (Lux) and the Management Company with the Administrator and the Investment Managers;
- (f) the agreements concluded by abrdn Liquidity Fund (Lux) with the Paying Agent and the Depositary and the Listing Agent.

In addition, the following information is also made available to the Shareholders of MMFs on the website of the Management Company or at the registered office of the Management Company on a weekly basis:

- (1) The maturity breakdown of the portfolio of each Fund;
- (2) The credit profile of each Fund;
- (3) The WAM and WAL of each Fund;
- (4) Details of the 10 largest holdings in the Fund, including the name, country, maturity and asset type and the counterparty in the case of Reverse Repurchase Agreements;
- (5) The total value of the assets of each Fund; and
- (6) The net yield of each Fund.

## **HISTORICAL PERFORMANCE**

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Past performance information on each Fund will be detailed in abrdn Liquidity Fund (Lux)'s PRIIPS KIDs.

## **PRIIPS KID**

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The PRIIPS KID containing information on Classes of Shares launched are available on the internet site [www.abrdn.com](http://www.abrdn.com).

abrdn Liquidity Fund (Lux) draws the attention of the investors to the fact that, before any subscription of Shares, investors should consult the relevant PRIIPS KID for a Class of Shares on the internet site [www.abrdn.com](http://www.abrdn.com).

## Appendix A – Investment Restrictions, Investment Techniques and Risk Management Process

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### Part I. INVESTMENT POWERS AND RESTRICTIONS FOR NON-MMFs (at the date of this Prospectus, the only Fund that qualifies as a Non-MMF is abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund)

Non-MMFs have the following investment powers and restrictions:

- I. Non-MMFs may invest in:
    - a) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;
    - b) recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and such admission is secured within one year of the issue;
    - c) units of UCITS and/or Other UCIs, whether situated in a Member State or not, provided that:
      - such Other UCIs have been authorised under the laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured,
      - the level of protection for unitholders in such Other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of Directive 2009/65/EC, as amended,
      - the business of such Other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
      - no more than 10% of the assets of the UCITS or of the Other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of Other UCITS or Other UCIs;
    - d) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 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 non-EU Member State provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;
    - e) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
      - the underlying consists of instruments covered by this paragraph I., financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objective;
      - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
      - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at abrdn Liquidity Fund (Lux)'s initiative;
- and/or
- f) Money Market Instruments other than those dealt in on a Regulated Market, if the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:
    - issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, a non Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
    - issued by an undertaking any securities of which are dealt in on Regulated Markets, or
    - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg authority to be at least as stringent as those laid down by Community law, or
    - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro

(€10,000,000) and which presents and publishes its annual accounts in accordance with the directive 2013/34/EU, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

- g) Unless prohibited in the investment policy of a Non-MMF and in accordance with the provisions and/or restrictions, if any, specified under "Reverse Repurchase Agreements" in Part II of Appendix A, a non-MMF may invest in Reverse Repurchase Agreements.
- II. In addition, a Non-MMF may invest a maximum of 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to in paragraph I above.
- III. Non-MMFs may hold ancillary liquid assets in various currencies.
- IV. a) (i) A Non-MMF will invest no more than 10% of its net assets in Transferable Securities or Money Market Instruments issued by the same issuing body.
- (ii) A Non-MMF may not invest more than 20% of its net assets in deposits made with the same body. The risk exposure of a Non-MMF to a counterparty in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in paragraph I. d) above or 5% of its net assets in other cases.
- b) Moreover, where abrdn Liquidity Fund (Lux) holds on behalf of a Non-MMF investments in Transferable Securities and Money Market Instruments of issuing bodies which individually exceed 5% of the net assets of such Non-MMF, the total of all such investments must not account for more than 40% of the total net assets of such Non-MMF.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph a), each Non-MMF may not combine:

- investments in Transferable Securities or Money Market Instruments issued by a single body;
- deposits made with the same body and/or;
- exposure arising from OTC derivative transactions undertaken with the same body

in excess of 20% of its net assets.

- c) The limit of 10% laid down in sub-paragraph a) (i) above is increased to a maximum of 35% in respect of Transferable Securities or Money Market Instruments which are issued or guaranteed by a Member State, its local authorities, or by another Eligible State or by public international bodies of which one or more Member States are members.
- d) The limit of 10% laid down in sub-paragraph a) (i) is increased to 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If a Fund invests more than 5% of its net assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the net assets of the Fund.

- e) The Transferable Securities and Money Market Instruments referred to in paragraphs c) and d) shall not be included in the calculation of the limit of 40% in paragraph b).

The limits set out in paragraphs a), b), c) and d) may not be aggregated and, accordingly, investments in Transferable Securities or Money Market Instruments issued by the same issuing body, in deposits or in financial derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of any Fund's net assets.

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph III).

Non-MMFs may cumulatively invest up to 20% of the net assets of a Fund in Transferable Securities and Money Market Instruments within the same group.

- f) Notwithstanding the above provisions, Non-MMFs are authorised to invest up to 100% of the net assets of any Fund, in accordance with the principle of risk spreading, in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities or agencies, by a State accepted by the Luxembourg supervisory authority (being at the date of this Prospectus OECD member states, Singapore and any member state of the G20) or by public international bodies of which one or more Member States of the European Union are members, provided that



such Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the net assets of such Fund.

- V. a) Without prejudice to the limits laid down in paragraph VI., the limits provided in paragraph IV. are raised to a maximum of 20% for investments in shares and/or bonds issued by the same issuing body if the aim of the investment policy of a Fund is to replicate the composition of a certain stock or bond index which is sufficiently diversified, represents an adequate benchmark for the market to which it refers, is published in an appropriate manner and disclosed in the relevant Fund's investment policy.
- b) The limit laid down in paragraph a) is raised to 35% where this proves to be justified by exceptional market conditions, in particular on Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.
- VI. a) Non-MMFs may not acquire shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.
- b) Non-MMFs may acquire no more than:
- 10% of the non-voting shares of the same issuer;
  - 10% of the debt securities of the same issuer;
  - 10% of the Money Market Instruments of the same issuer.
- c) These limits under second and third indents may be disregarded at the time of acquisition, if at that time the gross amount of debt securities or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The provisions of paragraph V. shall not be applicable to Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or its local authorities or by any other Eligible State, or issued by public international bodies of which one or more Member States are members.

These provisions are also waived as regards shares held by Non-MMFs in the capital of a company incorporated in a non-Member State of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which Non-MMFs can invest in the securities of issuing bodies of that State provided that the investment policy of the company from the non-Member State of the EU complies with the limits laid down in paragraphs IV., VI. and VII.

- VII. a) A Fund may not invest more than 10% of its Net Asset Value in shares or units of the UCITS and/or Other UCIs referred to in paragraph (I) c), except if otherwise disclosed in the Prospectus.
- b) The underlying investments held by the UCITS or Other UCIs in which Non-MMFs invest do not have to be considered for the purpose of the investment restrictions set forth under IV. above.
- c) When Non-MMFs invests in the units of UCITS and/or Other UCIs that are managed directly or by delegation by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, the Management Company or other company cannot charge subscription or redemption fees to the Fund on account of its investment in the units of such UCITS and/or Other UCIs.

In respect of a Fund's investments in such UCITS and Other UCIs, the total management fee (excluding any performance fee, if any) charged both to such Fund and the UCITS and/or Other UCIs concerned shall not exceed 4% of the relevant assets. abrdn Liquidity Fund (Lux) will indicate in its Annual Report the total management fees charged both to the relevant Fund and to the UCITS and Other UCIs in which such Fund has invested during the relevant period.

- d) Non-MMFs may acquire no more than 25% of the units of the same UCITS or Other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units in issue cannot be calculated. For the purpose of the application of this investment limit, each compartment of a UCITS or Other UCI with multiple compartments is to be considered as a separate UCITS or Other UCI.
- VIII. a) Under the conditions and within the limits laid down by the Law, abrdn Liquidity Fund (Lux) may, to the widest extent permitted by the Luxembourg laws and regulations (i) create any Non-MMF qualifying either as a feeder UCITS (a "Feeder UCITS") or as a master UCITS (a "Master UCITS"), (ii) convert any existing Fund into a Feeder UCITS, or (iii) change the Master UCITS of any of its Feeder UCITS.
- b) A Feeder UCITS shall invest at least 85% of its assets in the units of another Master UCITS.

A Feeder UCITS may hold up to 15% of its assets in one or more of the following:

- ancillary liquid assets in accordance with paragraph III;
- financial derivative instruments, which may be used only for hedging purposes.

- c) For the purposes of compliance with paragraph X., the Feeder UCITS shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second sub-paragraph of paragraph X.) with either:
- the Master UCITS actual exposure to financial derivative instruments in proportion to the Feeder UCITS investment into the Master UCITS; or
  - the Master UCITS potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder UCITS investment into the Master UCITS.
- d) As of the date of this Prospectus, none of the Funds qualify as a Feeder UCITS.
- e) A Master UCITS may not invest in Feeder UCITS.
- IX. A Fund (the "Investing Fund") may subscribe, acquire and/or hold securities to be issued or issued by one or more Funds (each a "Target Fund") under the condition that:
- the Target Fund does not, in turn, invest in the Investing Fund invested in this Target Fund; and
  - no more than 10% of the assets of the Target Fund whose acquisition is contemplated may, according to its investment policy, be invested in units of other UCITS or Other UCIs; and
  - the Investing Fund may not invest more than 20% of its net assets in units of a single Target Fund; and
  - for as long as these securities are held by the Investing Fund, their value will not be taken into consideration for the calculation of the net assets of Non-MMFs for the purposes of verifying the minimum threshold of the net assets imposed by the Law; and
  - there is no duplication of management/subscription or repurchase fees between those at the level of the Investing Fund having invested in the Target Fund, and this Target Fund.
- X. abrdn Liquidity Fund (Lux) shall ensure for each Non-MMF that the global exposure relating to financial derivative instruments does not exceed the net assets of the relevant Fund.
- The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.
- If Non-MMFs invest in financial derivative instruments, the exposure to the underlying assets may not exceed in aggregate the investment limits laid down in paragraph IV above. When Non-MMFs invest in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph IV.
- When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this paragraph X.
- XI. a) Non-MMFs may not borrow for the account of any Fund amounts in excess of 10% of the net assets of that Fund, any such borrowings to be from banks and to be effected only on a temporary basis, provided that Non-MMFs may acquire foreign currencies by means of back to back loans.
- b) Non-MMFs may not grant loans to or act as guarantor on behalf of third parties.
- This restriction shall not prevent Non-MMFs from acquiring Transferable Securities, Money Market Instruments or other financial instruments referred to in (I) c), e) and f) which are not fully paid.
- c) Non-MMFs may not carry out uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments.
- d) Non-MMFs may not acquire movable or immovable property.
- e) Non-MMFs may not acquire either precious metals or certificates representing them.
- XII. a) Non-MMFs needs not comply with the limits laid down in this Appendix when exercising subscription rights attaching to Transferable Securities or Money Market Instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Funds may derogate from paragraphs IV., VI. and VII. a), b) and c) for a period of six months following the date of their creation.
- b) If the limits referred to in paragraph a) are exceeded for reasons beyond the control of the abrdn Liquidity Fund (Lux) or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interest of its Shareholders.
- c) To the extent that an issuer is a legal entity with multiple compartments where the assets of the compartment are exclusively reserved to the investors in such compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of that compartment, each compartment is to be considered as a separate issuer for the purpose of the application of the risk spreading rules set out in paragraphs IV., VI. and VII.

Non-MMFs will in addition comply with such further restrictions as may be required by the regulatory authorities in any country in which the Shares are marketed.

## Part II. INVESTMENT POWERS AND RESTRICTIONS FOR MONEY MARKET FUNDS

Money Market Funds of abrdn Liquidity Fund (Lux) have the following investment powers and restrictions:

### I. MMF Eligible Assets

Subject to the requirements set out in this Part II of Appendix A, an MMF may invest exclusively in the following eligible assets:

- Money Market Instruments;
- eligible securitisation and ABCPs;
- deposits with credit institutions;
- Reverse Repurchase Agreements;
- financial derivative instruments; and
- units or shares of MMFs.

In addition to the above, an MMF may hold ancillary liquid assets in various currencies.

### II. Prohibited activities

An MMFs will not:

- (a) invest in assets other than those referred to under I) above;
- (b) short sell Money Market Instruments, securitisations, ABCPs and units or shares of other MMFs;
- (c) take direct or indirect exposure to equity or commodities, including via derivatives, certificates representing them, indices based on them, or any other means or instruments that would give an exposure to them;
- (d) enter into securities lending agreements or securities borrowing agreements, or any other agreement that would encumber the assets of an MMF;
- (e) borrow and lend cash.

### III. Specific requirements applicable to MMFs qualifying as Public Debt CNAV MMF:

Each MMF qualifying as Public Debt CNAV MMF must invest at least 99.5% of its assets in the following instruments:

- Money Market Instruments issued or guaranteed separately or jointly by the European Union, the national, regional and local administrations of the member states of the EU, or their central banks, the European Central Bank, the European Investment Bank, the European Investment Fund, the European Stability Mechanism, the European Financial Stability Facility, 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 EU Member States belong; and
- Reverse Repurchase Agreements secured with Money Market Instruments referred to in the previous subparagraph; or
- cash.

### IV. Specific requirements in respect of each type of MMF Eligible Assets

MMFs must exclusively invest in MMF Eligible Assets that meet the following conditions:

A. Money Market Instruments that fulfil all of the following requirements:

(a) They fall within the following categories:

- i. Money Market Instruments admitted to official listing on an official stock exchange; and/or
- ii. Money Market Instruments dealt in on another market in a EU or in a non-EU Member States which is regulated, operated regularly and is recognised and open to the public, and/or
- iii. Money Market Instruments other than those referred to under (a) (i) and (ii) above, if the issuer or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
  - issued or guaranteed by a central, regional or local authority or by a central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or

- issued by an undertaking, any securities of which are dealt in on Regulated Markets referred to in (a) i) and ii) above; or
  - issued or guaranteed by a credit institution which has its registered office in a country subject to prudential supervision, in accordance with criteria defined by European law, or by a credit institution which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by European law; or
  - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or third indent above and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
- (b) it displays one of the following alternative characteristics:
- i. it has a legal maturity at issuance of three hundred ninety-seven (397) days or less; or
  - ii. it has a residual maturity of three hundred ninety-seven (397) days or less; or
  - iii. by derogation to the above, for a Standard MMF, it has a residual maturity until the legal redemption date of less than or equal to 2 years provided that the time remaining to the next interest rate reset date is 397 days or less. For that purpose, floating-rate Money Market Instrument and fixed-rate Money Market Instruments hedged by a swap arrangement shall be reset to a money market rate or index.
- (c) the issuer of the Money Market Instrument and the quality of the Money Market Instrument have received a favourable assessment pursuant to the ICAP.

This requirement shall not apply to Money Market Instruments issued or guaranteed by the EU, a central authority or central bank of an EU Member State, the European Central Bank, the European Investment Bank, the European Stability Mechanism or the European Financial Stability Facility.

- (d) where MMFs invest in a securitisation or ABCP, it is subject to the requirements laid down in B) below.

**B. Eligible securitisation and ABCPs shall meet the following requirements:**

- (1) The securitisation or ABCP is sufficiently liquid, has received a favourable assessment pursuant to the ICAP, and is any of the following:
- (a) a securitisation referred to in Article 13 of Commission Delegated Regulation (EU) 2015/61<sup>4</sup>; or
  - (b) 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<sup>5</sup>; or
  - (c) a simple, transparent and standardised (STS) securitisation or ABCP provided that the criteria identifying these STS as laid down by Article 11 of the MMF Regulation, as amended, are complied with.
- (2) Each MMF qualifying as Short Term MMF may only invest in securitisations or ABCPs provided that any of the following conditions is fulfilled, as applicable:
- (a) the legal maturity at issuance of the securitisations referred to in 1) a) above is two (2) years or less and the time remaining until the next interest rate reset date is three hundred ninety-seven (397) days or less;

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<sup>4</sup> 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 Text with EEA relevance  
<sup>5</sup> Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 Text with EEA relevance

- (b) the legal maturity at issuance or residual maturity of the securitisations or ABCPs referred to in 1) b) and c) above is three hundred ninety-seven (397) days or less;
  - (c) the securitisations referred to in points 1) a) and c) above are amortising instruments and have a WAL of two (2) years or less.
- (3) Each MMF qualifying as Standard MMF may invest in the securitisations or ABCPs referred to in paragraph 1 above provided any of the following conditions is fulfilled, as applicable:
- (a) the legal maturity at issuance or residual maturity of the securitisations and ABCPs referred to in points (a), (b) and (c) of paragraph 1 is 2 years or less and the time remaining until the next interest rate reset date is 397 days or less; and
  - (b) the securitisations referred to in points (a) and (c) of paragraph 1 are amortising instruments and have a WAL of 2 years or less.
- C. Deposits with credit institutions provided that all of the following conditions are fulfilled:
- (a) the deposit is repayable on demand or is able to be withdrawn at any time;
  - (b) the deposit matures in no more than 12 months; and
  - (c) the credit institution has its registered office in an EU Member State or, where the credit institution has its registered office in a non-EU Member State, it is subject to prudential rules considered equivalent to those laid down in European law in accordance with the procedure laid down in Article 107(4) of Regulation (EU) No 575/2013.
- D. 1. Units or shares of any other Money Market Fund ("Targeted MMF"), provided that all of the following conditions are fulfilled:
- (a) no more than 10% of the assets of the Targeted MMF are able, according to its fund rules or instruments of incorporation, to be invested in aggregate in units or shares of other MMFs;
  - (b) the Targeted MMF does not hold units or shares of the acquiring Fund;
  - (c) the Targeted MMF is authorised under the MMF Regulation.
- An MMF whose units or shares have been acquired shall not invest in the acquiring MMF during the period in which the acquiring MMF holds units or shares in it.
2. The following rules apply when an MMF invests in units or shares of other Money Market Funds:
- (a) An MMF may acquire units or shares of Targeted MMFs as defined under paragraph 1 above provided that, in principle, no more than 10% in total of an MMF's assets be invested in units or shares of Targeted MMFs.
  - (b) An MMF may be allowed to invest more than 10% of its assets in units of other Targeted MMFs in which case it will be explicitly mentioned in its investment policy.
  - (c) An MMF may acquire units or shares of another Targeted MMF provided that it represents no more than 5% of an MMF's assets.
  - (d) Any MMF which is allowed to derogate from the first paragraph of item V.D.2 above may not invest in aggregate more than 17.5% of its assets in units or shares of other Targeted MMFs.
  - (e) Where the Targeted MMF is managed, whether directly or under a delegation, by the Management Company its Manager or by any other company to which the Management Company or its Manager is linked by common management or control, or by a substantial direct or indirect holding, the Management Company or that other company, is prohibited from charging subscription or redemption fees.
- In respect of a MMF's investments in the Targeted MMF linked to the Management Company or the Investment Manager as described in the preceding paragraph, there shall be no management fee charged to that portion of the assets of the relevant Fund. The Management Company will indicate in the abrdn Liquidity Fund (Lux)'s annual report the total management fees charged both to the relevant MMF and to the target MMF in which such Fund has invested during the relevant period.
- (f) The underlying investments held by the Targeted MMF in which an MMF invests do not have to be considered for the purpose of the investment restrictions set forth under section V below.
- E. Financial derivative instruments dealt in on a Regulated Market and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that all the following conditions are fulfilled:

- the underlying of the derivative instrument consists of instruments covered interest rates, currencies or indices representing one of those categories;
- the derivative instrument serves only the purpose of hedging the interest rate or exchange rate risks inherent in other investments of the MMF;
- the counterparties to OTC derivative transactions are institutions subject to prudential regulation and supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at abrdn Liquidity Fund (Lux)'s initiative.

F. Reverse Repurchase Agreements provided that all of the following conditions are fulfilled:

- (a) each MMF has the right to terminate the agreement at any time upon giving prior notice of no more than two (2) working days; and
- (b) the assets received by the relevant Fund as part of a Reverse Repurchase Agreement shall:
  - i. be Money Market Instruments that fulfil the requirements set out under A above;
  - ii. have a market value which is at all times at least equal to the cash paid out;
  - iii. not be sold, reinvested, pledged or otherwise transferred;
  - iv. not include securitisations and ABCPs;
  - v. be sufficiently diversified with a maximum exposure to a given issuer of 15% of its Net Asset Value except where those assets take the form of Money Market Instruments that fulfil the requirements of V. 8 below;
  - vi. be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

By way of derogation from b) (i) above, a Money Market Fund may receive as part of a Reverse Repurchase Agreement liquid transferable securities or Money Market Instruments other than those referred to in A) above provided that those assets comply with one of the following conditions:

- i. they are issued or guaranteed by the EU, a central authority or central bank of an EU Member State, the European Central Bank, the European Investment Bank, the European Stability Mechanism or the European Financial Stability Facility provided that a favourable assessment has been received pursuant to the ICAP;
- ii. they are issued or guaranteed by a central authority or central bank of a non-EU Member State, provided that a favourable assessment has been received pursuant to the ICAP.

The assets received as part of a Reverse Repurchase Agreement in accordance with the above shall fulfil the diversification requirements described under V) 8.

- (c) abrdn Liquidity Fund (Lux), for each MMF, shall ensure that it is able to recall the full amount of cash at any time on either an accrued basis or a Mark-to-Market basis (as defined below). When the cash is recallable at any time on a Mark-to-Market basis, the Mark-to-Market value of the Reverse Repurchase Agreement shall be used for the calculation of the Net Asset Value per Unit of the relevant Fund.

#### V. **Diversification rules**

- (1) (a) An MMF will invest not more than 5% of its assets in Money Market Instruments, securitisations and ABCPs issued by the same issuing body.
  - (b) An MMF may not invest more than 10% of its assets in deposits made with the same credit institution, unless the structure of the Luxembourg banking sector is such that there are insufficient viable credit institutions to meet that diversification requirement and it is not economically feasible for the relevant MMF to make deposits in another Member State, in which case up to 15% of its assets may be deposited with the same credit institution.
- (2) By way of derogation from paragraph 1) a), a VNAV MMF (either Short-Term or Standard) may invest up to 10% of its assets in Money Market Instruments, securitisations and ABCPs issued by the same body provided that the total value of such Money Market Instruments, securitisations and ABCPs held by the relevant MMF in each issuing body in which it invests more than 5% of its assets does not exceed 40% of the value of its assets.
- (3) (a) The aggregate of all of a MMF's exposures to securitisations and ABCPs shall not exceed 15% of its assets.
  - (b) As from the date of application of the delegated act referred to in Article 11(4) of the MMF Regulation, the aggregate of all of a MMF's exposures to securitisations and ABCPs shall not exceed 20% of its assets, whereby

up to 15% of that MMF's assets may be invested in securitisations and ABCPs that do not comply with the criteria for the identification of STS securitisations and ABCPs.

- (4) The aggregate risk exposure to the same counterparty of an MMF stemming from OTC derivative transactions which fulfil the conditions set out under section IV (E) above shall not exceed 5% of the assets of the relevant MMF.
- (5) The aggregate amount of cash provided to the same counterparty of an MMF in Reverse Repurchase Agreements shall not exceed 15% of the assets of that MMF.
- (6) Notwithstanding the individual limits laid down in paragraph 1 and 4, abrdn Liquidity Fund (Lux) shall not combine, for each MMF, where to do so would result in an investment of more than 15% of the MMF's assets in a single body in any of the following:
  - investments in Money Market Instruments, securitisations and ABCPs issued by that body, and/or
  - deposits made with that body, and/or
  - OTC derivatives instruments giving counterparty risk exposure to that body.
- (7) The limit of 15% laid down under paragraph (6) above would be increased to a maximum of 20% in Money Market Instruments, deposits and OTC financial derivative instruments of that single body to the extent the structure of the Luxembourg financial market would be such that there are insufficient viable financial institutions to meet that diversification requirement and it is not economically feasible for the Fund to use financial institutions in other EU Member States.
- (8) Notwithstanding the provisions outlined under paragraph 1) a), each Money Market Fund is authorised to invest up to 100% of the assets of any Fund, in accordance with the principle of risk spreading, in Money Market Instruments issued or guaranteed separately or jointly by 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 Investment Fund, the European Stability Mechanism, the European Financial Stability Facility, a central authority or central bank of a member state of the OECD, of the Group of Twenty or Singapore, 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, provided that such Fund must hold Money Market Instruments from at least six different issues and securities from one issue do not account for more than 30% of the total assets of such Fund.
- (9) The limit laid down under paragraph 1 above may be of a maximum of 10% for certain bonds when they are issued by a credit institution which has its registered office in a Member State of the EU and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in accordance with the law, in assets which, during the whole period of validity of the bonds, are capable of covering claims attached to the bonds and which, in case of failure of the issuer, would be used on a priority basis for the repayment of the principal and payment of accrued interest.
- (10) If an MMF invests more than 5% of its assets in bonds referred to in the above paragraph and issued by a single issuer, the total value of such investments may not exceed 40% of the value of the assets of the Fund.
- (11) Notwithstanding the individual limits laid down in under paragraph 1, the MMF may invest no more than 20% of its assets in 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, including any possible investment in assets referred to in 9 above.
- (12) Where an MMF invests more than 5% of its assets in bonds referred to in the first subparagraph issued by a single issuer, the total value of those investments shall not exceed 60% of the value of the assets of the relevant MMF, including any possible investment in assets referred to under paragraph 11 above, respecting the limits set out therein.
- (13) Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with directive 2013/34/EU or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in paragraph 1 to 7 above.

## VI. Concentration rules

- (1) An MMF may not hold more than 10% of Money Market Instruments, securitisations and ABCPs issued by a single body.
- (2) Paragraph 1) above is waived as regards Money Market Instruments issued or guaranteed by the EU, national, regional and local administrations of the Member States or their central banks, the European Central



Bank, the European Investment Bank, the European Investment Fund, the European Stability Mechanism, the European Financial Stability Facility, 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.

abrdn Liquidity Fund (Lux) will in addition comply with such further restrictions as may be required by the regulatory authorities in any country in which the Shares are marketed.

## **INVESTMENT TECHNIQUES AND INSTRUMENTS AND USE OF FINANCIAL DERIVATIVE INSTRUMENTS**

### **Techniques and Instruments**

To the maximum extent allowed by, and within the limits set forth in, the Law and any present or future related Luxembourg laws or implementing regulations, circulars and CSSF's positions, in particular the provisions of (i) article 11 of the Grand-Ducal regulation of 8 February 2008 relating to certain definitions of the law of 20 December 2002 on undertakings for collective investments<sup>6</sup>; (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments; (iii) CSSF Circular 14/592 relating to ESMA Guidelines on ETFs and other UCITS; and (iv) the MMF Regulation (as applicable) (as these regulations may be amended or replaced from time to time), each Fund of abrdn Liquidity Fund (Lux) may for the purpose of generating additional capital or income, or for reducing costs or risks enter, either as purchaser or seller, into optional as well as non-optional Reverse Repurchase Agreements.

### **Reverse Repurchase Agreements**

In order to generate additional revenue for Funds, abrdn Liquidity Fund (Lux) intends to participate in Reverse Repurchase Agreements, on a temporary basis and depending on market conditions, subject to complying with the provisions set forth, *inter alia*, in the MMF Regulation (as applicable), in CSSF Circular 08/356 and CSSF Circular 14/592 as the same may be amended or replaced. Under no circumstances shall these operations cause a Fund to diverge from its investment objective as laid down in the Prospectus or result in additional risk higher than its profile as described in the Prospectus.

Reverse Repurchase Agreements, also known as "reverse repos", are financial instruments used in securities and money markets. A Fund provides cash to a counterparty which sells securities and agrees to repurchase those securities from the Fund at a future date. The repurchase price should be greater than the original sale price, the difference effectively representing interest, sometimes called the "repo rate". The securities sold by the counterparty are often referred to as "collateral". Reverse Repurchase Agreements are typically instruments of a short-term nature.

Each Fund may invest in securities subject to Reverse Repurchase Agreements concluded with high quality financial institutions specialised in this type of transactions. Under such agreements, the seller agrees with the buyer, upon entering into the contract, to repurchase the securities at a mutually agreed upon time and price, thereby determining the repo rate during the time of the agreement. This investment technique permits the buyer to earn a fixed rate of return independent from market fluctuations during such period. During the lifetime of a Reverse Repurchase Agreements, the buyer may not sell the securities which are the subject of the agreement either before the repurchase of the securities by the counterparty has been carried out or before the repurchase period has expired.

abrdn Liquidity Fund (Lux) may enter into Reverse Repurchase Agreements that consist of forward transactions at the maturity of which the counterparty (seller) has the obligation to repurchase the asset sold and abrdn Liquidity Fund (Lux) (buyer) the obligation to return the assets purchased under the transactions.

abrdn Liquidity Fund (Lux) will ensure to maintain the importance of purchased securities subject to a repurchase obligation at a level such that it is able, at all times to meet redemption requests from its Shareholders.

100% of the gross revenues generated by entering into Reverse Repurchase Agreements on the basis of arm's length transactions will be returned to abrdn Liquidity Fund (Lux).

The assets which are subject to Reverse Repurchase Agreements may be held by a third party custodian which is subject to prudential supervision.

The counterparties to the transactions described above must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and specialised in this type of transaction. While there are no predetermined legal status or geographical criteria applied in the selection of the counterparties, these elements are typically taken into account in the selection process. The counterparties to such transactions will be organisations referred to under article 2 (6) of the Delegated Regulation 2018/990. abrdn Liquidity Fund (Lux) will seek to appoint counterparties from a list of approved counterparties who have undergone a credit risk analysis by the relevant Investment Manager taking into account CSSF rules on counterparty selection. A counterparty may be a related party to the Investment Manager.

Assets received from counterparties in Reverse Repurchase Agreements constitute collateral.

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<sup>6</sup> The law of 20 December 2002 on undertakings for collective investments has been repealed and replaced by the Law.

Collateral will be acceptable if it is in the form of high quality government bonds which have received a favourable credit quality assessment pursuant to the Management Company's ICAP. Such limitation on accepting government bonds only shall not apply to Non-MMFs which can accept non-government high quality bonds as well.

Collateral may be offset against gross counterparty exposure. In offsetting collateral its value is reduced by a percentage which provides, inter alia, for short term fluctuations in the value of the exposure and of the collateral. Collateral levels are maintained to ensure that net counterparty exposure does not exceed the limits per counterparty as set out in this Appendix A "Investment Restrictions, Investment Techniques and Risk Management Process". Collateral received is not sold, reinvested or pledged.

Given the high quality nature of the counterparties to the Reverse Repurchase Agreements, the haircut for the high quality government bonds received is 0%.

Collateral will be valued on a daily basis, using available market prices and taking into account appropriate discounts (if any) determined based on the haircut policy. The collateral will be marked to market daily and may be subject to daily variation margin requirements. Haircuts can be internally reviewed and modified as per a risk based approach.

Where there is a title transfer, collateral received will be held by the Depository (or sub-custodian on the behalf of the Depository) on behalf of the relevant Fund in accordance with the Depository's safekeeping duties under the Depository Agreement. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision and which should be unrelated to the provider of the collateral.

Only the following Funds may use Reverse Repurchase Agreements. If any other Fund uses securities financing transactions, the following table will be updated accordingly:

Name of Fund	Expected proportion of assets under management*	Maximum proportion of assets under management
abrdr Liquidity Fund (Lux) - Sterling Fund	0-20 %	50%
abrdr Liquidity Fund (Lux)- Euro Fund	0-20 %	50%
abrdr Liquidity Fund (Lux) - Seabury Euro Liquidity 1 Fund	0-20 %	50%
abrdr Liquidity Fund (Lux) - Seabury Sterling Liquidity 1 Fund	0-20 %	50%
abrdr Liquidity Fund (Lux)- Seabury Sterling Liquidity 2 Fund	0-20 %	50%
abrdr Liquidity Fund (Lux) - Seabury Sterling Liquidity 3 Fund	0-20 %	50%
abrdr Liquidity Fund (Lux) - US Dollar Fund	0-20 %	50%
abrdr Liquidity Fund (Lux) - Short Duration Sterling Fund	0-20 %	50%

\*The expected usage may, on a temporary basis, exceed this range for relevant Funds. The proportion of a Fund's net assets subject to Reverse Repurchase Agreements may vary within the limits specified in the table above. Such variations may be dependent on factors such as, but not limited to, total Fund's net assets, market depths and seasonal trends. During periods of high collateral availability and/or limited unsecured issuance, the proportion of a Fund's net assets subject to Reverse Repurchase Agreements may approach the maximum percentage, while there may also be periods in which there is little or no offer from the market, in which case this proportion could be 0 percent.

### Financial Derivative Instruments

Each Fund of abrdr Liquidity Fund (Lux) may, subject to the conditions and within the limits laid down in the Law, in the MMF Regulation (as applicable) and any present or future related Luxembourg laws or implementing regulations, circulars and CSSF positions (the "Regulations"), invest in financial derivative instruments for the purpose of hedging the interest rate or exchange rate risks inherent in other investments. Subject to the provisions of the applicable Regulations, financial derivative instruments include, but are not limited to, futures, options, swaps (including, but not limited to, credit and credit-default, interest rate and inflation swaps), and forward foreign currency contracts. New financial derivative instruments may be developed which may be suitable for use by abrdr Liquidity Fund (Lux) may employ such financial derivative instruments in accordance with the Regulations and collateral received will be according to its collateral policy.

The counterparties to such transactions must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and specialised in this type of transaction. In respect of OTC Financial Derivative Transactions, abrdr Liquidity Fund (Lux) will receive collateral as specified in each of its ISDA Agreement. Such collateral will be in the form of cash. Collateral in the form of cash deposits in a currency other than the currency of exposure is also subject to a discount of 10%.

As the case may be, cash collateral received by each Fund in relation to Financial Derivative Instruments may be reinvested in a manner consistent with the investment objectives of such Fund in (a) shares or units issued by short-term money market undertakings for collective investment calculating a daily net asset value and being assigned a rating of AAA or its equivalent, (b) short-term bank deposits, (c) short-term bonds issued or guaranteed by an EU member state, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings with EU, regional or world-wide scope, and (d) Reverse Repurchase Agreements according to the provisions described under section XII. Article 43. J) of ESMA

Guidelines on ETFs and other UCITS issues released by the CSSF under CSSF Circular 14/592. Such reinvestment will be taken into account for the calculation of each concerned Fund's global exposure, in particular if it creates a leverage effect.

#### **Use of Total Return Swaps**

A total return swap is an agreement in which one party makes payments based on the total return of an underlying asset, which includes both the income it generates and any capital gains or losses, in exchange for payments based on an interest rate, either fixed or variable, from the other party.

It is not the intention of abrdn Liquidity Fund (Lux) to enter into total return swaps transactions. If a Fund was to use total return swaps in the future, the Prospectus will be modified accordingly.

#### **Transparency of securities financing transactions and of reuse (SFTR)**

It is not the intention of abrdn Liquidity Fund (Lux) to enter into (i) total return swaps; and/or (ii) the securities financing transactions pertaining to securities lending or borrowing and/or buy-sell back/sell-buy back transactions, as defined in the Regulation (EU) 2015/2365 on transparency of securities financing transactions and of reuse and amending Regulation (EU) 648/2012 (the "SFT Regulation"). If a Fund was to use such securities financing transactions and total return swaps in the future, the Prospectus will be modified accordingly.

### **RISK MANAGEMENT PROCESS**

abrdn Liquidity Fund (Lux) and the Management Company will employ a risk-management process which enables them to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Fund. abrdn Liquidity Fund (Lux) and the Management Company will employ, if applicable, a process for accurate and independent assessment of the value of any OTC financial derivative instrument.

The risk measurement and monitoring of the Funds will be carried out using a commitment approach.

Upon request of a Shareholder, abrdn Liquidity Fund (Lux) and the Management Company will provide supplementary information relating to the quantitative limits that apply in the risk management of each Fund, and to the recent evolution of the risks and yields of the main categories of instruments.

## Appendix B – Liquidity Risk and Portfolio Risk Limitation Rules applicable to MMFs

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### I. Liquidity Rules applicable to all Short-Term MMFs

Any MMF qualifying as Short-Term MMF shall comply on an ongoing basis with all of the following portfolio requirements:

- (a) the MMF's portfolio shall have a WAM of no more than 60 days; and
- (b) the MMF's portfolio shall have a WAL of no more than 120 days, subject to the provision of the MMF Regulation.

For the purposes of point (b) above, when calculating the WAL for securities, including structured financial instruments, a Short-Term MMF shall base the maturity calculation on the residual maturity until the legal redemption of the instruments. However, in the event that a financial instrument embeds a put option, a Short-Term MMF may base the maturity calculation on the exercise date of the put option instead of the residual maturity, but only if all of the following conditions are fulfilled at all times:

- i. the put option is able to be freely exercised by the short-term MMF at its exercise date;
- ii. the strike price of the put option remains close to the expected value of the instrument at the exercise date; and
- iii. the investment strategy of the Short-Term MMF implies that there is a high probability that the option will be exercised at the exercise date.

By way of derogation from point (b) above, when calculating the WAL for securitisations and ABCPs, a Short-Term MMF may instead, in the case of amortising instruments, base the maturity calculation on one of the following:

- i. the contractual amortisation profile of such instruments; or
- ii. the amortisation profile of the underlying assets from which the cash-flows for the redemption of such instruments result.

If the limits referred to in this Appendix are exceeded for reasons beyond the control of an MMF, or as a result of the exercise of subscription or redemption rights, that MMF shall adopt as a priority objective the correction of that situation, taking due account of the interests of its unit holders or shareholders.

### II. Specific rules applicable to Short-Term MMFs

#### A. Rules applicable for Short-Term MMF qualifying as LVNAV MMFs or Public debt CNAV MMFs

Any MMF qualifying as LVNAV MMFs or Public Debt CNAV MMFs, shall comply on an ongoing basis with all of the following portfolio requirements:

- At least 10% of the MMF's assets are to be comprised of daily maturing assets, Reverse Repurchase Agreements which are able to be terminated by giving prior notice of one working day or cash which is able to be withdrawn by giving prior notice of one working day; and
- At least 30% of the MMF's assets are to be comprised of weekly maturing assets, Reverse Repurchase Agreements which are able to be terminated by giving prior notice of five working days or cash which is able to be withdrawn by giving prior notice of five working days.

For the purpose of the calculation referred to in the previous paragraph, assets referred to under section V. 8) of part II of Appendix A above which are highly liquid and can be redeemed and settled within one working day and have a residual maturity of up to 190 days may also be included within the weekly maturing assets of a LVNAV MMF and public debt CNAV MMF, up to a limit of 17.5% of its assets.

If the proportion of weekly maturing assets falls below 30% of the total assets of the relevant Short-Term MMF and if the net daily redemptions on a single working day exceed 10% of its total assets, the Management Company will immediately inform the Board of Directors of the abrdn Liquidity Fund (Lux) and a documented assessment of the situation to determine the appropriate course of action having regard to the interests of the Shareholders of the relevant MMF will be undertaken. A decision will be taken on one or more of the following measures must be applied:

- (a) liquidity fees on redemptions that adequately reflect the cost of achieving liquidity and ensure that Shareholders who remain in the relevant MMF are not unfairly disadvantaged when other Shareholders redeem their Shares during the period;
- (b) redemption gates that limit the Shares to be redeemed on any one Valuation Day to a maximum of 10% of the Shares in the MMF for any period up to 15 Business Days;
- (c) suspension of redemptions for any period up to 15 Business Days; and/or
- (d) take no immediate action other than adopt as a priority objective the correction of that situation taking due account of the interest of the Shareholders.

Similarly, if the proportion of weekly maturing assets falls below 10% of the total assets of the relevant MMF, the Management Company will immediately inform the Board of Directors and a documented assessment of the situation to determine the appropriate course of action having regard to the interests of the Shareholders of the relevant MMF will be undertaken. A decision will be taken to apply cumulatively or alternatively the measures disclosed under (a), (b) and (c) above.

When, within a period of 90 days, the total duration of the suspensions exceeds 15 Business Days, the relevant MMF shall automatically cease to be a Public Debt CNAV MMF or a LVNAV MMF as the case may be, in which case Shareholders of that MMF will be informed immediately in writing in a clear and comprehensible way.

The Management Company, with the support of the Investment Manager, has established liquidity management procedures for ensuring compliance with the weekly liquidity thresholds provided for in the MMF Regulation for Short-Term MMFs qualifying as LVNAV MMFs or Public debt CNAV MMFs. Both qualitative and quantitative measures will be implemented. The following processes are in place:

- (i) LVNAV MMFs and Public Debt CNAV MMFs are reviewed individually and on an ongoing basis (with the assistance of the Depositary) with respect to liquidity management, to ensure ongoing compliance with the above minimum levels of daily and weekly liquidity. Such a procedure aims at preventing any mismatch between the level of liquidity of the relevant Fund's assets and the levels of redemptions requested by Shareholders. Reconciliation is carried out between the daily liquidity of the relevant Fund and the Shareholder concentration levels which highlights potential issues;
- (ii) Shareholder's expected behaviour in different flow scenarios is analysed by looking at historical flows and reviewing Shareholder's expected behaviour in order to assess the liquidity requirements in stressed situations. Subscriptions and redemptions over a three year period are analysed in order to extrapolate likely behaviour and to identify patterns in behaviour. Analysis is also undertaken to establish the degree of correlation/close links between different Shareholders by looking at the capital history of all Shareholders in order to compute the correlation of the investment behaviour between the different Shareholders;
- (iii) assets are categorised depending on various factors (including their degree of liquidity and their maturity) into the following categories: a) cash; (b) Money Market Instruments; and (c) others (such as Asset Backed Securities, bonds, etc.). Strict internal limits and controls are in place in relation to each category of assets; and
- (iv) an Investor Protection Committee is in place which receives and monitors information relating to the above. It meets on a monthly basis or more frequently, if required.

In case the liquidity thresholds fall below the limits above, the Board may decide to apply the liquidity measures listed (a), (b) and (c) above.

#### **B. Rules applicable for MMF qualifying as VNAV MMFs**

Any MMF qualifying as VNAV MMF shall comply on an ongoing basis with all of the following portfolio requirements:

- At least 7.5% of the MMF's assets are to be comprised of daily maturing assets, Reverse Repurchase Agreements which are able to be terminated by giving prior notice of one working day, or cash which is able to be withdrawn by giving prior notice of one working day; and
- At least 15% of the MMF's assets are to be comprised of weekly maturing assets, Reverse Repurchase Agreements which are able to be terminated by giving prior notice of five working days, or cash which is able to be withdrawn by giving prior notice of five working days.

For the purpose of the calculation in the previous subparagraph, Money Market Instruments or units or shares of other MMFs may be included within the weekly maturing assets of a Short-Term VNAV MMF up to a limit of 7.5% of its assets provided they are able to be redeemed and settled within five working days.

#### **III. Specific rules applicable to Standard VNAV MMFs**

Any MMF qualifying as Standard MMFs shall comply on an ongoing basis with all of the following requirements:

- (a) the Standard MMF's portfolio is to have at all times a WAM of no more than six months;
- (b) the Standard MMF's portfolio is to have at all times a WAL of no more than 12 months;
- (c) at least 7.5% of the Standard MMF's assets are to be comprised of daily maturing assets, Reverse Repurchase Agreements which can be terminated by giving prior notice of one working day or cash which can be withdrawn by giving prior notice of one working day; and
- (d) at least 15% of the Standard MMF's assets are to be comprised of weekly maturing assets, Reverse Repurchase Agreements which can be terminated by giving prior notice of five working days or cash which can be withdrawn by giving prior notice of five working days.

For the purpose of the calculation in the previous subparagraph, Money Market Instruments or units or shares of other MMFs may be included within the weekly maturing assets up to 7.5% of its assets provided they are able to be redeemed and settled within five working days.

For the purposes of point (b) above, when calculating the WAL for securities, including structured financial instruments, each MMF qualifying as a Standard MMF shall base the maturity calculation on the residual maturity until the legal redemption of the instruments. However, in the event that a financial instrument embeds a put option, a Standard MMF may base the maturity calculation on the exercise date of the put option instead of the residual maturity, but only if all of the following conditions are fulfilled at all times:

- i. the put option is able to be freely exercised by the Standard MMF at its exercise date;
- ii. the strike price of the put option remains close to the expected value of the instrument at the exercise date; and
- iii. the investment strategy of the Standard MMF implies that there is a high probability that the option will be exercised at the exercise date.

By way of derogation from point (b) above, when calculating the WAL for securitisations and ABCPs, a Standard MMF may instead, in the case of amortising instruments, base the maturity calculation on one of the following:

- i. the contractual amortisation profile of such instruments; or
- ii. the amortisation profile of the underlying assets from which the cash-flows for the redemption of such instruments result.

If the limits referred to in this Appendix are exceeded for reasons beyond the control of a Standard MMF, or as a result of the exercise of subscription or redemption rights, that MMF shall adopt as a priority objective the correction of that situation, taking due account of the interests of its unit holders or shareholders.

## Appendix C – Internal Credit Quality Assessment Procedure

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The Management Company, with the support of the Investment Manager, has established various methods and procedures for assessing the credit quality of money market instruments, securitisations and ABCPs, taking account the issuer of the instrument and the characteristics of the instrument itself (the "**Credit Quality Assessment**"). The Management Company is in charge of the overall supervision and ongoing monitoring of the Credit Quality Assessment. The Credit Quality Assessment complies with articles 19 to 23 of Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on Money Market Funds (the "**Regulation**") as amended and supplemented by the Commission Delegated Regulation (EU) 2018/990 of 10 April 2018 *inter alia* with regards to credit quality assessment methodologies (the "**Delegated Regulation**").

An overview of the Credit Quality Assessment is set out below. The Credit Quality Assessment is used to determine whether both the credit worthiness of the issuer and the credit quality of a money market instrument, securitisation or ABCP receives a favourable assessment.

### Overview of Credit Quality Assessment

The Credit Quality Assessment is independently performed by the Investment Manager's credit research analyst team and overseen by the Head of Research (Financials) and the Head of Research (Non-Financials) of the Investment Manager (please note that such individuals are not performing or responsible for portfolio management).

**For Money Market Instruments (CPs and CDs),** the Credit Quality Assessment comprises the following:

- An in-depth credit quality assessment of both the issuer and the instrument at least once year (and if there is material change) which, as a minimum, involves the following steps:
  1. Detailed analysis of the type of instrument proposed for investment. This includes looking at:
    - o the instrument within the creditor hierarchy;
    - o consideration of secure/unsecure obligation;
    - o the structuring of the instrument; and
    - o the liquidity of the instrument (for example, daily trading volumes, amount of instrument outstanding, attitude to provision of liquidity within instruments (e.g. buybacks) and tenor of instrument).
  2. A fundamental review of the issuer (which is a two-step research process being quantitative and qualitative) is undertaken. The quantitative approach has four sections: the financial profile; qualitative adjustments; analyst manual adjustments and imposition of sovereign/support cap. Qualitative analysis is then undertaken which can be used to lower (but not increase) ratings. Qualitative analysis looks at a wide range of considerations in relation to the business position of the issuer taking into account various factors such as markets, type of issuer, geography, etc. and key credit metrics using the "CAMEL" framework (Capital; Asset Quality; Management; Earning and Liquidity):
    - o the issuing entity and its relationship to the issuer under review;
    - o the short-term nature of money market instruments;
    - o the asset classes of the instrument;
    - o the structure of the instrument (unsecured/secured) and to include analysis of the relative risk of default of the issuer and the instrument;
    - o the liquidity profile of the instrument (such as size of the market, daily volumes and variations in pricing); and
    - o any other relevant factors such as macroeconomic and financial market considerations and analysis of external ratings.

This stage also incorporates a comprehensive analysis of environmental, social and governance ("ESG") factors. This assesses both the materiality of the ESG risk factors (low, medium, high) to the credit profile of the issuer as well as the timeliness of the ESG risks (short term, medium term, long term). In order to establish an internal assessment of the risks, the credit analysts gather information from a wide range of sources including external agencies (MSCI, Sustainalytics, rating agencies), meetings with companies on specific ESG topics and internal resources such as the Investment Manager's central ESG team. This analysis is supplemented by use of the Risk Rating Framework Tool which undertakes a quantitative based assessment of these risks.

We invite you to visit [www.abrdn.com/en/what-we-do/fixed-income](http://www.abrdn.com/en/what-we-do/fixed-income) to find out more about our Sustainable Development investment principles which apply to the fixed income investments made by all the Funds and advise you to specifically consult "ESG integration in Fixed Income".

3. Following the in-depth credit quality assessment set out above, the third stage of the process will be the approval or rejection of the issuer/instrument where the following additional points are considered:
  - o does the issuer/instrument meet minimum credit standards based on the in-depth credit quality assessment (the core principle behind this is preservation of capital);
  - o consideration of level of lending at both an instrument and issuer level (various internal limits are in place); and
  - o what maturity we are willing to consider (both at instrument and issuer level).
4. In the case of a favourable assessment, the issuer/instrument will be added to an approval list and an internal rating will be given to instruments/issuers based on the results of the Credit Quality Assessment.

**For Securitisations and ABCPs**, a very similar process as stated above is followed but in addition the following processes are in place:

- A "Research Note" is prepared specific to the instrument;
- The following factors are also considered:
  - o Sponsorship at parent bank level (and any other associated counterparty risks);
  - o Quality and type of underlying assets;
  - o The liquidity structure of the instrument;
  - o Is the parent entity approved; and
  - o Any exposure from an ABCP or securitised instrument (roll-up to parent entity in terms of overall fund exposure).

The Investment Manager will report the results of the Credit Quality Assessment to the Management Company.

When performing the Credit Quality Assessment, the Management Company shall ensure that there is no mechanistic over-reliance on external ratings.

An effective process has been established by the Management Company to ensure that relevant information on the issuer and instrument's characteristics are obtained and kept up-to-date.

#### **Methodologies**

The Credit Quality Assessment will be based on methodologies that are prudent, ongoing and that will be systematically applied. The methodologies will be reviewed at least annually (both by the Head of Financial/Non-Financial Research and then by the Credit Committee (as defined below)) and thereafter by the Management Company to determine whether they remain appropriate for the Funds (taking into account any external factors that may influence such methodologies and any other relevant factors) and the details of such review will be sent to the CSSF. In case of (i) material change within the meaning of article 8 of the Delegated Regulation that may have an impact on the existing Credit Quality Assessment or (ii) in case of change of the methodologies used in the context of the performance of the Credit Quality Assessment, the Credit Quality Assessment will be reassessed.

The data used for the purpose of the Credit Quality Assessment shall be of sufficient quality, up-to-date and from reliable sources.

#### **Ongoing Review**

The in-depth credit quality assessment of both the issuer and instrument is performed at least once year but the outcome of the Credit Quality Assessment is continually reviewed to make sure decisions remain supported and that there is no change to recommendations. The Investment Manager's independent internal credit team:

- i monitors adherence to exposure limits/tenors daily and actions accordingly;
- ii analyses whether to reduce the limit/tenor and/or remove a counterparty from the approval list if a counterparty breaches the relevant (or is considered to be close to breaching) guidelines;
- iii performs continual due diligence on counterparties;
- iv has regular meetings to discuss any external influences and other relevant factors; and
- v meets with senior management of counterparties via one-on-one meetings.

The Investment Manager will report any significant findings to the Management Company.

#### **Governance and oversight by the Management Company**

The Management Company (and specifically the MMF Manager and Risk Conducting Officer) is a member of the "Credit Committee" which sits at least monthly and reviews all credit assessments produced by the Investment Manager's research teams and on that basis approves the counterparties; the type of instruments allowed; the maximum exposures to a single counterparty (at group level) and the maximum duration of instruments for rated and unrated MMFs. The papers provided to the Credit Committee to approve the internal credit rating of a counterparty and the limits proposed to that counterparty contain the contribution of each of the factors considered in the fundamental Credit Quality Assessment. The Credit Committee is also able to see the impact of the credit analyst qualitative assessment on the internal rating. Finally, any changes to the methodology would be subject to the review and approval of the Credit Committee (and therefore also by the Management Company).

In addition to the day-to-day governance of Credit Quality Assessment, the Management Company has a program of activities to test the adequacy of the assessment and provide an element of control over the procedure, this program has three main components:

1. Assessing whether the risk factors considered are relevant, complete and in line with regulatory requirements.
2. An annual review of the internal credit quality assessment which includes verifying whether the methodology is consistently applied to all counterparties and instruments. Such review of the internal credit quality assessment will also occur in the event of a material change (being a change that could have an impact on the existing assessment of an instrument/counterparty).
3. Identify outliers in the Credit Quality Assessment.



The Management Company compares the evolution of the Credit Quality Assessment with the "average" evolution of the credit ratings provided by Moody's, S&P and Fitch over a 3 year period. Any concerns resulting from this program of activities would be reported to the Credit Committee and the Board of the Management Company.

The determination of the review of the credit quality assessment will be transmitted to the CSSF by the Management Company (specifically by the Risk Conducting Officer) at least annually.

## Appendix D – Calculation of Net Asset Value

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### I. NET ASSET VALUE AND VALUATION RULES

#### (1) Determination of the Net Asset Value

The Net Asset Value of each Class of Shares will be determined at least once on each Dealing Day for the relevant Fund.

The Net Asset Value of each Class of Shares (expressed in its currency of denomination) will be determined by aggregating the value of the assets, and deducting the liabilities, of the Fund allocated to such Class. For this purpose the assets of abrdn Liquidity Fund (Lux) shall be deemed to include:

- (i) all cash in hand or on, or instructed to be placed on, deposit, including any interest accrued or to be accrued thereon;
- (ii) all bills and demand notes and accounts receivable (including proceeds of securities sold but not yet delivered);
- (iii) all bonds, time notes, shares, stock, debenture stocks, units/ shares in undertakings for collective investment, subscription rights, warrants, options and other investments and securities owned or contracted for by abrdn Liquidity Fund (Lux);
- (iv) all stock, stock dividends, cash dividends and cash distributions receivable by abrdn Liquidity Fund (Lux) to the extent information thereon is reasonably available to abrdn Liquidity Fund (Lux) (provided that abrdn Liquidity Fund (Lux) may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividend or ex-rights or by similar practices);
- (v) all interest accrued on any interest-bearing securities owned by abrdn Liquidity Fund (Lux), except to the extent that such interest is included or reflected in the principal amount of such security; and
- (vi) all other assets of every kind and nature, including prepaid expenses and any debtor balance due to the Fund for negative income.

Likewise, the liabilities of abrdn Liquidity Fund (Lux) shall be deemed to include:

- (i) all loans, bills and accounts payable;
- (ii) all accrued or payable administrative expenses (including management, depositary's and corporate agent's premiums fees and other fees payable to representatives and agents of abrdn Liquidity Fund (Lux)), as well as the costs of incorporation and registration, legal publications and prospectus printing, financial reports and other documents made available to Shareholders;
- (iii) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by abrdn Liquidity Fund (Lux) where the date of the valuation falls subsequent to the record date for determination of the persons entitled thereto;
- (iv) an appropriate provision for future taxes based on capital and income as at the date of the valuation and any other reserves authorised and approved by the Board of Directors;
- (v) preliminary expenses of abrdn Liquidity Fund (Lux); and
- (vi) all other liabilities of abrdn Liquidity Fund (Lux) of whatever kind and nature, actual or contingent (although contingent liabilities may not be included in some cases), except liabilities represented by Shares in the relevant Class towards third parties.

For the purposes of valuing its assets, no account shall be taken of monies held by the Management Company on behalf of abrdn Liquidity Fund (Lux) for payment of dividends to Shareholders and for the purposes of establishing its liabilities, abrdn Liquidity Fund (Lux) may take into account all administrative and other expenses with a regular or periodical character by calculating them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

#### (2) The total Net Asset Value of abrdn Liquidity Fund (Lux) shall be calculated in US Dollars.

#### (3) Valuation Rules

##### A. Valuation Rules applicable to Non-MMFs

The value of assets of Non-MMFs shall be determined as follows:

- i. the value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as abrdn Liquidity Fund (Lux) may consider appropriate in such case to reflect the true value thereof;
- ii. the value of securities and/or financial derivative instruments which are listed on any official stock exchange or traded on any other organised market at the last available stock price. Where such securities or other assets are quoted or dealt in or on more than one stock exchange or other organised markets, the Board of Directors shall select the principal of such stock exchanges or markets for such purposes;
- iii. in the event that any of the securities held in abrdn Liquidity Fund (Lux)'s portfolio on the relevant day are not listed on any stock exchange or traded on any organised market or if with respect to securities listed on any stock

exchange or traded on any other organised market, the price as determined pursuant to sub-paragraph (2) is not, in the opinion of the Board of Directors, representative of the fair market value of the relevant securities, the value of such securities will be determined prudently and in good faith based on the reasonably foreseeable sales price or any other appropriate valuation principles;

- iv. the financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and verified by a competent professional appointed by abrdn Liquidity Fund (Lux);
- v. units or shares in underlying open-ended investment funds shall be valued at their last available net asset value reduced by any applicable charges;
- vi. in the event that the above mentioned calculation methods are inappropriate or misleading, the Board of Directors may adjust the value of any investment or permit some other method of valuation to be used for the assets of abrdn Liquidity Fund (Lux) if it considers that the circumstances justify that such adjustment or other method of valuation should be adopted to reflect more fairly the value of such investments;
- vii. all other assets, in accordance with best practice, may also be valued using the Amortised Cost Method; and
- viii. in accordance with point vi) above, liquid assets and Money Market Instruments held by the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund may be valued using Mark-to-Market plus any accrued interest or based on the Amortised Cost Method as determined by the Board of Directors. The method of valuation based on the Amortised Cost Method may only be used for liquid assets and Money Market Instruments that have a residual maturity date until the legal redemption date of less or equal to 397 days. All other assets of the abrdn Liquidity Fund (Lux) –Short Duration Sterling Fund, where practice allows, may be valued in the same manner.

#### B. Valuation rules applicable to Money Market Funds

##### (a) Specific valuation rules for VNAV MMFs

The value of the assets of a VNAV MMF shall be determined as follows:

- (i) Securitisations, ABCP(s) and Money Market Instruments will be valued at Mark-to-Market. Where the value of the assets of a VNAV MMF cannot be calculated following the Mark-to-Market, their value shall be determined by using Mark-to-Model;
- (ii) Shares or units in MMFs shall be valued at their last available net asset value as reported by such MMFs;
- (iii) The value of any cash on hand or on deposit, bills, demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

The NAV per Share of a Variable NAV MMF shall be rounded to the nearest percentage point or its equivalent when the NAV is published in a currency unit.

##### (b) Specific valuation rules for Public Debt CNAV MMFs

###### **Valuation rules in respect of the calculation of the Constant NAV of Public Debt CNAV MMFs**

The Constant NAV of the Shares of each Class of MMFs qualifying as Public Debt CNAV MMFs is determined as follows:

- (i) securitisations, ABCP(s) and Money Market Instruments will be valued in accordance with the Amortised Cost Method;
- (ii) shares or units in MMFs shall be valued at their last available net asset value as reported by such MMFs;
- (iii) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

The Constant NAV per Share of a Public Debt CNAV MMF shall be rounded to the nearest percentage point or its equivalent when the Constant NAV is published in a currency unit.

#### **Valuation rules in respect of the calculation of the Variable NAV of Public Debt CNAV MMFs**

The Variable NAV of the Shares of each Class of MMFs qualifying as Public Debt CNAV MMFs is determined as follows:

- (i) securitisations, ABCP(s) and Money Market Instruments will be valued at Mark-to-Market. Where the value of the assets of the Public Debt CNAV MMF cannot be calculated following the Mark-to-Market, their value shall be determined conservatively by using Mark-to-Model;
- (ii) shares or units in MMFs shall be valued at their last available net asset value as reported by such MMFs;
- (iii) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as abrdn Liquidity Fund the Board of Directors may consider appropriate in such case to reflect the true value thereof.

The Variable NAV per Share of a Public Debt CNAV MMF shall be rounded to the nearest basis point or its equivalent when the Constant NAV is published in a currency unit.

- (c) Specific Valuation rules for LVNAV MMFs

#### **Valuation rules in respect of the calculation of the Constant NAV of LVNAV MMFs**

The Constant NAV of the Shares of each Class of MMFs qualifying as LVNAV MMFs is determined as follows:

- (a) securitisations, ABCP(s) and Money Market Instruments will be valued as follows:
  - with the Amortised Cost Method for assets that have a residual maturity of up to 75 days and in circumstances where the price of that asset calculated with the Amortised Cost Method does not deviate from the Mark-to-Market price by more than 10 basis points;
  - at Market-to-Market for other assets and in the event of such a deviation as described under (a) (i) above. Where the value of the assets of the LVNAV MMF cannot be calculated following the Mark-to-Market, their value shall be determined conservatively by using Mark-to-Model;
- (b) shares or units in MMFs shall be valued at their last available net asset value as reported by such MMFs;
- (c) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

The Constant NAV per Share of a LVNAV MMF shall be rounded to the nearest percentage point or its equivalent when the Constant NAV is published in a currency unit.

In respect of LVNAV MMFs, where the deviation between the price based on the "hybrid" constant dealing Net Asset Value and the Mark-to-Market valuation is within a 20 basis points variance, the Management Company will publish a constant dealing Net Asset Value rounded to 2 decimal places or 4 significant figures depending on the share class (currency unit NAV or accumulating NAV).

#### **Valuation rules in respect of the calculation of the Variable NAV of LVNAV MMFs**

The Variable NAV of the Shares of each Class of MMFs qualifying as LVNAV MMFs is determined as follows:

- (a) securitisations, ABCP(s) and Money Market Instruments will be valued at Mark-to-Market. Where the value of the assets of the LVNAV MMF cannot be calculated following the Mark-to-Market, their value shall be determined conservatively by using Mark-to-Model;
- (b) shares or units in MMFs shall be valued at their last available net asset value as reported by such MMFs;
- (c) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

The Variable NAV of accumulation, accumulation conversion and flexible accumulation conversion Shares will also include securitisations, ABCP(s) and Money Market Instruments valued with the Amortised Cost Method for assets that have a residual maturity of up to 75 days and in circumstances where the price of that asset calculated with the Amortised

Cost Method does not deviate from the Mark-to-Market price by more than 10 basis points, provided that the Constant NAV of the relevant Fund does not deviate by more than 20 basis points from the Variable NAV of that same Fund. In the event that the deviation exceeds 20 basis points from the Variable NAV of that same Fund, the Variable NAV of accumulation and accumulation conversion Shares will be determined as per the specific valuation rules for VNAV MMFs.

The Variable NAV per Share of a LVNAV MMF shall be rounded to the nearest basis point or its equivalent.

- (4) The income Shares and flexible income Shares of all MMFs qualifying as Public Debt CNAV MMFs aim to maintain a Constant NAV per Share, although there is no guarantee that this will be achieved.
- (5) In the event that the Board of Directors takes the decision to calculate the Net Asset Value using Mark-to-Market pursuant to sub-paragraph 3.B.(b) above, the Board of Directors will consider whether it is appropriate to also take a decision to amend the settlement period for subscriptions and redemptions in the relevant MMF.
- (6) Income Shares and flexible income Shares earn income entitlement from and including the date the application for subscription of such Shares is accepted, but will not include any income entitlement for the Dealing Day upon which such Shares are redeemed.
- (7) The Net Asset Value of accumulation Shares includes earned income for the Dealing Day on which their subscription or redemption is accepted.

## II. SHARE PRICES AND DILUTION ADJUSTMENT

Subject to any applicable charges, the price of Shares of any Class in any Fund on a particular Dealing Day shall be the Share Price for that Class, being equal to the Net Asset Value of that Class on that day, adjusted when required to reflect any dealing charges (which shall include any commission and/or other costs) and/or any bid/offer spread that the Board of Directors believes are appropriate to take into account in respect of that Class, divided by the number of Shares of that Class then in issue or deemed to be in issue. Such dealing charges will reflect costs and liabilities not included in the calculation of the Net Asset Value of the relevant Class. The dealing charges shall not exceed 1.5% of the Net Asset Value of the relevant Class whilst the bid/offer spread will represent the underlying spread in the securities that the Fund is invested into on the Dealing Day in question.

The Share Price may be rounded to up to a maximum of nine significant figures in the currency of denomination. In all cases, transaction values may be rounded to up to the second decimal place in the currency of denomination.

Potential investors should also note that a dilution adjustment may be applied and should refer to the section "Swing Pricing / Dilution Levy" for further information.

## III. CALCULATION OF EXCHANGE (OR SWITCHING) PRICES

Shareholders in a Fund are entitled to switch some or all of their shareholdings into Shares of a different Class in the same Fund provided they meet the qualifications for investment in the different Class, by giving notice to the Transfer Agent, in accordance with the requirements and procedure detailed in the section "Exchange (or Switching) of Shares".

The basis of the switch is related to the respective Share Prices of the Share Classes concerned. The number of Shares into which Shareholders may switch their existing Shares will be calculated by the Transfer Agent on behalf of abrdn Liquidity Fund (Lux), in accordance with the following formula:

$$A = \frac{(B \times C) - D}{E}$$

Where:

A is the number of Shares in the new Share Class to which the Shareholder shall become entitled;

B is the number of Shares in the original Share Class which the Shareholder has requested to be switched;

C is the Share Price of a Share in the original Share Class;

D is the switching charge (if any) payable per Share;

E is the Share Price of a Share in the new Share Class.

## Appendix E – General Information

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### 1. Incorporation

abrdn Liquidity Fund (Lux) was originally established on 15 May 1991 as a mutual investment fund ("*fonds commun de placement*") under the name "Credis Money Market Fund" under Part II of the law of 30 March 1988 regarding undertakings for collective investment. It was renamed as "Credit Suisse Money Market Fund (Lux)" with effect from 1 September 1997, and was then subsequently restructured under Part I of the Law as of 13 February 2004. On 2 August 2010 the company's name was changed to "Aberdeen Money Market Fund (Lux)" and as of 22 August 2011, it changed its name to Aberdeen Liquidity Fund (Lux). As of 29 November 2010 abrdn Investments Luxembourg S.A. was appointed as the Management Company of abrdn Liquidity Fund (Lux) in place of Credit Suisse Fund Management S.A. with effect from that date. Following a decision of the unitholders dated 19 March 2012, the mutual investment fund was transformed in accordance with the Law into a *société anonyme* under the laws of the Grand Duchy of Luxembourg and qualifying as an open-ended *société d'investissement à capital variable* (a "SICAV") with effect as from 1 April 2012. As of 21 January 2019, Aberdeen Liquidity Fund (Lux) was renamed as Aberdeen Standard Liquidity Fund (Lux) and has UCITS status. As of 22 January 2024, Aberdeen Standard Liquidity Fund (Lux) was renamed abrdn Liquidity Fund (Lux). abrdn Liquidity Fund (Lux) is authorised as an undertaking for collective investment in transferable securities under Part I of the Law.

It is registered with the Register of Commerce and Companies of Luxembourg under number B 167 827 where its Articles of Incorporation are available for inspection and where copies thereof may be obtained. The Articles of Incorporation will also be published in the RESA.

### 2. Capital

The share capital of abrdn Liquidity Fund (Lux) is represented by fully paid Shares of no par value and is at any time equal to their aggregate Net Asset Value. Any variation of abrdn Liquidity Fund (Lux)'s capital may be made by the Board of Directors and has immediate effect.

abrdn Liquidity Fund (Lux)'s legal minimum capital is the equivalent in US Dollars of the minimum provided for by the Law.

### 3. Registered Office

abrdn Liquidity Fund (Lux)'s registered office is 35a, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

The register of Shareholders will be kept at the registered office.

### 4. Allocation of Assets & Liabilities

The Directors reserve the right to add further Funds and Share Classes and in certain circumstances to discontinue existing Funds and Share Classes.

abrdn Liquidity Fund (Lux) is a single legal entity. Pursuant to article 181 of the Law, the assets of a Fund are exclusively available to satisfy the rights of investors in relation to that Fund and the rights of creditors whose claims have arisen in connection with the creation, the operation or the liquidation of that Fund.

For the purpose of the relations as between investors, each Fund will be deemed to be a separate entity.

### 5. Shares

#### (a) Allotment

The Directors are authorised without limitation to allot and issue Shares at any time at the relevant Share Price determined in accordance with the Articles of Incorporation and the provisions of this Prospectus and may delegate such authority to the Administrator and/or the Transfer Agent.

#### (b) Voting

At General Meetings each Shareholder has the right to one vote for each whole Share held.

A holder of Shares relating to any particular Fund or Class will be entitled at any separate General Meeting of the holders of Shares relating to that Fund or Class to one vote for each whole Share relating to that Fund or Class of which he is the holder.

The notice of any General Meeting of Shareholders may provide that the quorum and the majority at this General Meeting shall be determined according to the Shares issued and outstanding at a certain date and time preceding the General Meeting (the "Record Date"). The right of a Shareholder to participate at a General Meeting of Shareholders and to exercise voting rights attached to his/its/her Shares shall be determined by reference to the Shares held by this Shareholder as at the Record Date.

To the extent required by law, the notice shall be published in the RESA, in a Luxembourg newspaper and in such other newspapers as the Board of Directors may decide.

If no publications are required by law, the convening notice may be sent to a Shareholder by registered letter or in any manner as set forth in applicable law. The convening notice may be sent to Shareholders by any other means of communication having been individually accepted by such Shareholder such as the email,

the fax, the ordinary letter, the courier services or any other means satisfying the conditions provided for by the law.

Any Shareholder having accepted email as an alternative means of convening shall provide his email address to abrdn Liquidity Fund (Lux) no later than fifteen (15) days before the date of the general meeting of Shareholders. The Board of Directors shall keep at the registered office a list of all the emails received and no third party (other than the statutory auditor and any notary enacting the shareholders' decisions) shall have access to such a list.

A Shareholder who has not communicated her/his/its email to abrdn Liquidity Fund (Lux) shall be deemed to have rejected any convening means other than the registered letter, the ordinary letter or the courier service.

Any Shareholder may change her/his/its address or its email address or revoke its consent to alternative means of convening provided that its revocation or its new contact details are received by abrdn Liquidity Fund (Lux) no later than fifteen (15) days before the general meeting of Shareholders. The Board of Directors is authorised to ask for confirmation of such new contact details by sending a registered letter or an email, as appropriate, to this new address or email address. If the Shareholder fails to confirm its new contact details, the Board of Directors shall be authorised to send any subsequent notice to the previous contact details.

The Board of Directors is free to determine the most appropriate means for convening Shareholders to a Shareholders' meeting and may decide on a case by case basis, depending on the means of communication individually accepted by each Shareholder. The Board of Directors may, for the same general meeting, convene Shareholders to the general meeting by email as regards those Shareholders that have provided their email address in time and the other Shareholders by letter or courier service, if such means have been accepted by them.

To the extent permitted by law, the Board of Directors may suspend the right to vote of any Shareholder which does not fulfil its obligations under this Prospectus, the Articles or any document (including any application form) stating its obligations towards abrdn Liquidity Fund (Lux) and/or the other Shareholders. In case the voting rights of one or more Shareholders are suspended in accordance with the previous sentence, such Shareholders shall be convened and may attend the general meeting but their shares shall not be taken into account for determining whether the quorum and majority requirements are satisfied.

An attendance list shall be kept at all general meetings.

**(c) Joint Holders**

abrdn Liquidity Fund (Lux) will register Shares jointly in the names of not more than four holders should they so require. In such case the rights attaching to such a Share must be exercised jointly by all those parties unless they appoint in writing one person to do so.

**(d) Rights on a Winding-up**

- (i) On a winding-up, assets available for distribution amongst the Shareholders shall be applied first in the payment to the holders of Shares of the relevant Fund and Class of any balance remaining in the relevant portfolio of assets in proportion to the number of Shares of that Class of such Fund, and secondly in the payment to the holders of Shares of any balance then remaining and not comprised in any of the Funds, such balance being apportioned as between the Funds pro rata to the Net Asset Value of each Fund immediately prior to any distribution to Shareholders on a winding-up. Payment of amounts so apportioned will be made to the holders of Shares in the relevant Class of each Fund in proportion to the number of such Shares held either in cash or, upon prior consent of the Shareholder, in kind in accordance with the Articles of Incorporation of abrdn Liquidity Fund (Lux). Monies to which Shareholders are entitled will, unless claimed prior to the close of the winding-up, be deposited at the *Caisse de Consignation* in Luxembourg to be held on their behalf. Amounts not claimed from escrow within the relevant prescription period would be liable to be forfeited in accordance with the provisions of Luxembourg law.
- (ii) If abrdn Liquidity Fund (Lux) is to be voluntarily liquidated, its liquidation will be carried out in accordance with the provisions of the Law which specifies the steps to be taken to enable Shareholders to participate in the liquidation distribution(s) and in that regard provides for deposit in escrow at the *Caisse de Consignation* in Luxembourg of any such amounts as have not been claimed by any Shareholders prior to the close of liquidation. Amounts not claimed from escrow within the relevant prescription period would be liable to be forfeited in accordance with the provisions of Luxembourg law.

**(e) Class Rights and Restrictions**

- (i) Shares will relate to different Funds. They have no preferential or pre-emption rights and are freely transferable.

- (ii) The Shareholders may resolve to redeem all outstanding Shares of any Class or Fund subject to the sanction of a resolution passed at a separate General Meeting of the Shareholders of that Fund or Class by a simple majority of the votes cast.
- (iii) Termination and Amalgamation of Funds.

Termination of a Fund by compulsory redemption of all relevant shares for reason other than those mentioned in 7 (b) below, may be effected only upon its prior approval of the Shareholders of the Fund to be terminated, at a duly convened Fund meeting which may be validly held without a quorum and decided by a simple majority of the votes cast.

Any merger of a Fund with another Fund of abrdn Liquidity Fund (Lux) or with another UCITS (whether subject to Luxembourg law or not) shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for such merger to the meeting of Shareholders of the Fund concerned. In the latter case, no quorum is required for such meeting and the decision for such merger is taken by a simple majority of the votes cast. In case of a merger of a Fund where, as a result, abrdn Liquidity Fund (Lux) ceases to exist, the merger shall, notwithstanding the foregoing, be decided by a meeting of Shareholders resolving in accordance with the quorum and majority requirements for the amendment of the Articles of Incorporation.

- (iv) Subject to the Articles of Incorporation, the Board of Directors may impose or relax restrictions on any Class of Shares or Fund (other than any restriction on transfer but including the requirement that Shares be issued only in registered form and/or bear such legends as the Board of Directors may feel appropriate but not necessarily on all Shares within the same Fund or Class), or require redemption of Shares, as they may think necessary to ensure that Shares are neither acquired nor held by or on behalf of any person in breach of the law or requirements of any country or governmental or regulatory authority, or which might have adverse taxation or other pecuniary consequences for abrdn Liquidity Fund (Lux), including a requirement to register under any securities or investment or similar laws or requirements of any country or authority. The Directors may in this connection require a Shareholder to provide such information as they may consider necessary to establish whether he is the beneficial owner of the Shares which he holds. Without limiting the generality of the foregoing, the Directors may impose (and currently have imposed) restrictions on Shares which are to be issued to US Persons (as defined in the section "Important Information", paragraph "United States of America") including restrictions as to the holding, transfer, and switching of such Shares, which will be known as "Restricted Shares". Shares which are not Restricted Shares may be required to be redeemed if the Directors have reason to believe that they are held by United States persons. If it shall come to the attention of the Directors at any time that Shares are beneficially owned by a United States person, either alone or in conjunction with any other person, abrdn Liquidity Fund (Lux) shall have the right compulsorily to redeem such Shares.
- (v) Where a resolution affects more than one Class of Shares or Funds and the resolution is such as to change the respective rights thereof, the resolution must, in order to be valid be approved separately by Shareholders of such Class of Shares or Fund in accordance with the quorum and majority requirements provided for by article 10 of the Articles of Incorporation.

Two or more Classes of Shares or Funds may be treated as a single Class or Fund if such Classes or Funds would be affected in the same way by the proposals requiring the approval of holders of Shares relating to the separate Classes or Funds.

## 6. Directors

The Board shall be composed of at least three persons. Each Director shall be elected by the Shareholders at the Annual General Meeting for a period ending at the next Annual General Meeting and until their successors are elected and qualified.

Directors may resign or be removed or replaced or an additional Director appointed at any time by resolution adopted by the Shareholders.

There are no age limits or share qualifications for Directors.

The Directors are vested with all powers to perform all acts necessary or useful for accomplishing abrdn Liquidity Fund (Lux)'s objectives. In particular the Directors have power to appoint any entity to act as management company, depositary or any entity to act as distributor, administrator, investment manager or investment adviser and such other representatives and agents as they may consider necessary.

No contract or other transaction between abrdn Liquidity Fund (Lux) and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of abrdn Liquidity Fund (Lux) has a material interest in, or is a director, associate, officer or employee of, that other company or firm.

Save for any item described in this Prospectus and subject to the preceding paragraph, if any Director or officer of abrdn Liquidity Fund (Lux) has any material interest in any transaction of abrdn Liquidity Fund (Lux), that Director or officer shall declare such material interest to the Board and shall not be counted in the quorum of any meeting of the Directors to consider or vote on any such transaction and he shall not vote on any such transaction and such transaction and the Director's or officer's interest therein shall be reported to the next succeeding meeting of Shareholders.



Directors shall account to abrdn Liquidity Fund (Lux) for any fees resulting from appointments held by them as a result of investments held by abrdn Liquidity Fund (Lux). abrdn Liquidity Fund (Lux) shall indemnify any Director or officer against expenses reasonably incurred by him in connection with any proceedings to which he may be made a party by reason of such position in abrdn Liquidity Fund (Lux), except where due to gross negligence or wilful misconduct on his part.

At no time will a majority of the Directors be resident in the UK nor will Directors resident in the UK form a valid quorum for a Board meeting.

## **7. Compulsory Redemptions-Dissolution**

### **(a) Minimum Valuation of abrdn Liquidity Fund (Lux)**

- (1) If at any time the aggregate of the Net Asset Values of all Shares falls below two-thirds of the minimum capital for the time being prescribed by Law, the Directors must submit the question of dissolution of abrdn Liquidity Fund (Lux) to a General Meeting, acting without minimum quorum requirement and deciding by a simple majority vote of the votes cast at such meeting.
- (2) If at any time the aggregate Net Asset Values of all Shares is less than one-quarter of the minimum capital for the time being prescribed by Law, the Directors must submit the question of dissolution of abrdn Liquidity Fund (Lux) to a General Meeting, acting without minimum quorum requirement and deciding, by a vote of one-quarter of the votes cast at such meeting.

### **(b) Minimum Valuation of the Funds**

In the event that for a period of 30 consecutive days, for any reason the Net Asset Value of any Fund is lower than US\$10,000,000 or in the case of a Fund denominated in a currency other than U.S. Dollars, the equivalent in that currency of such amount, or in case the Board of Directors deems it appropriate because of changes in the economic or political situation affecting abrdn Liquidity Fund (Lux) or the relevant Fund, or because it is in the best interests of the relevant Shareholders, the Board of Directors may redeem all shares of the relevant Fund at a price reflecting the anticipated realisation and liquidation costs on closing of the relevant Fund, but with no redemption charge.

## **8. Deferral of Redemptions**

In addition to the circumstances set out under Appendix "Liquidity Risk and Portfolio Risk Limitation Rules" of Appendix B above, abrdn Liquidity Fund (Lux) may limit the total number of Shares of any Fund which may be redeemed on any Dealing Day to a number representing 10% of the net assets of that Fund on the preceding Dealing Day. abrdn Liquidity Fund (Lux) will ensure the consistent treatment of all holders who have sought to redeem Shares at any Dealing Day at which redemptions are deferred. Where this restriction is applied, Shares will be redeemed on a pro rata basis and any Shares which for this reason are not redeemed on any particular Dealing Day will be carried forward for redemption on the next Dealing Day and will then be redeemed in priority to redemption orders subsequently received, subject to the Board of Director's discretion to limit the total number of Shares which may be redeemed on any Dealing Day to 10% of the net assets of that Fund then in issue in the circumstances set out above.

## **9. In Specie Subscriptions & Redemptions**

- (1) Shares may, at the discretion of the Board of Directors, be issued in consideration of the vesting in abrdn Liquidity Fund (Lux) of securities acceptable to it and having a value (after deducting any relevant charges and expenses) equal to the relevant Shares. Such securities will be independently valued in accordance with Luxembourg law by a special report of a Luxembourg approved statutory auditor, if required. The specific costs for such subscription in specie, will be borne by the subscriber or by a third party, but will not be borne by the abrdn Liquidity Fund (Lux) unless the Board of Directors considers that the subscription in specie is in the interest of the abrdn Liquidity Fund (Lux) or made to protect the interests of the abrdn Liquidity Fund (Lux).
- (2) Redemptions are normally effected in cash. However, abrdn Liquidity Fund (Lux) has power (subject to the consent of the Shareholder) to satisfy redemptions in specie by allocating to the holder investments from the portfolio of the relevant Fund equal in value (calculated in the manner described in Appendix D) to the value of the holding to be redeemed. The Shareholder may elect to have the assets allocated to him for the in-specie redemption sold for cash. The cash issued to the Shareholder would therefore be net of dealing costs. The nature and type of assets to be transferred in such cases will be determined on a fair and reasonable basis and in circumstances which the Board of Directors considers do not prejudice the interests of the other Shareholders in the relevant Fund. This power will be exercised only rarely. However, it may result in the Shareholder receiving investments per Share redeemed which may be worth less or more than the Share Price of each such Share. The specific costs for such redemptions in specie, (such as but not limited to a report, if required, by abrdn Liquidity Fund (Lux)'s auditors) will be borne by the redeeming Shareholder or by a third party, but will not be borne by the abrdn Liquidity Fund (Lux) unless the Board of Directors considers that the redemption in specie is in the interest of the abrdn Liquidity Fund (Lux) or made to protect the interest of the abrdn Liquidity Fund (Lux).

## 10. Suspension

### **Suspension of the Calculation of the Net Asset Value and Allotment, Issue, Subscription, Switching and Redemption of Shares.**

In addition to the circumstances set out under Appendix "Liquidity Risk and Portfolio Risk Limitation Rules" of Appendix B above, abrdn Liquidity Fund (Lux) may suspend the allotment, issue and redemption of Shares relating to a Fund, the right to switch Shares into those of another Fund and the calculation of the Net Asset Value of any Class:

- (a) during any period when any market or stock exchange on which a material part of the investments of the relevant Fund for the time being is quoted, is closed (otherwise than for ordinary holidays), or during which dealings are substantially restricted or suspended;
- (b) during the existence of any state of affairs as a result of which disposal or valuation of assets owned by abrdn Liquidity Fund (Lux) attributable to such Fund would be impracticable;
- (c) during any breakdown in or restriction in the use of the means of communication normally employed to determine the price or value of any of the investments attributable to such Fund or the current prices or values on any stock exchange;
- (d) during any period when abrdn Liquidity Fund (Lux) is unable to repatriate funds for the purpose of making payments on the redemption of such Shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such Shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange;
- (e) during any period when in the opinion of the Board of Directors there exists unusual circumstances where it would be impractical or unfair towards the Shareholders to continue dealing in the Shares of abrdn Liquidity Fund (Lux) or of any Fund or any other circumstance or circumstances where a failure to do so might result in the Shareholders of abrdn Liquidity Fund (Lux) or a Fund or a Class of Shares incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Shareholders of the abrdn Liquidity Fund (Lux), a Fund or a Class of Shares might not otherwise have suffered; or
- (f) if abrdn Liquidity Fund (Lux), a Fund or a Class of Shares is being or may be wound up on or following the date on which such decision is taken by the Board of Directors or notice is given to Shareholders of a General Meeting of Shareholders at which a resolution to wind-up abrdn Liquidity Fund (Lux), a Fund or a Class of Shares is to be proposed; or
- (g) in the case of a merger of the abrdn Liquidity Fund (Lux) or a Fund, if the Board of Directors deems this to be necessary and in the best interest of Shareholders; or
- (h) in the case of a suspension of the calculation of the net asset value of one or several funds in which a Fund has invested a substantial portion of assets;
- (i) where in relation to an MMF Fund pursuing a Constant NAV, circumstances have arisen that no longer permit the relevant MMF Fund to maintain a Constant NAV provided that in such case the Board of Directors will take all reasonable measures to lift the suspension as soon as possible or by means of a switch to a Variable NAV per Share determination;
- (j) where the Board of Directors believe it would be in the best interests of Shareholders to do so; or
- (k) any other circumstances beyond the control of the Board of Directors.

Shareholders who have requested to subscribe to Shares and Shareholders who have requested switching or redemption of their Shares will be promptly notified in writing of any such suspension and of the termination thereof.

## 11. Transfers

Transfers of Shares may normally be effected by delivery to abrdn Liquidity Fund (Lux) of an instrument of transfer in appropriate form.

## 12. Amendment of the Articles of Incorporation

The Articles of Incorporation may be amended at any time by a resolution of a General Meeting of Shareholders subject to the quorum and voting requirements provided by Luxembourg law and by the Articles of Incorporation.

To amend the Articles of Incorporation or to dissolve abrdn Liquidity Fund (Lux) a resolution must be passed by the General Meeting with a majority consisting of two thirds of the votes cast at such meeting.

In those cases where a General Meeting is to be held to amend the Articles of Incorporation of abrdn Liquidity Fund (Lux), the following shall apply by way of additional rules for the conduct of business at such meeting:

- (a) shareholders may be represented by proxies appointed in writing;
- (b) votes shall be proportionate to the number of Shares held by the person participating in the vote;
- (c) the quorum and majorities shall be as laid down by Luxembourg law;

- (d) if there is a possibility of a conflict of interest between holders of Shares in different Classes or Funds, or the Board of Directors determines that it would be in the best interests of holders of Shares in any particular Class or Fund, separate meetings of the Shareholders relating to each Class or Fund shall be organised at the time of the General Meeting called pursuant to the Articles of Incorporation and no such special amendment of the Articles of Incorporation shall be made if it is not also approved by a resolution of the Shareholders in the affected Class or Fund; and
- (e) the Transfer Agent, Administrator, Investment Managers and/or the Depositary and their Connected Persons shall not be entitled to vote in respect of any Shares beneficially held by it or them (as the case may be) on any resolution proposed at any meeting of the Shareholders of abrdn Liquidity Fund (Lux) when the Transfer Agent, Administrator, Investment Managers, Depositary or any of their Connected Persons has a material interest in such resolution. In any case where persons are restricted from voting Shares in accordance with the above arrangements they shall not be counted in the quorum of such meeting.

### 13. Other Information

- (1) There are no existing or proposed service contracts between any of the Directors and abrdn Liquidity Fund (Lux) but the Directors may receive remuneration as referred to in this Prospectus.
- (2) The Articles of Incorporation provide that the following jurisdictions shall be Eligible States; all member states of the European Union and all other countries of Europe, North and South America, Africa, Asia and Australasia.
- (3) Any trading in the Shares of abrdn Liquidity Fund (Lux) on the Luxembourg Stock Exchange will be in accordance with the Rules and Regulations of the Luxembourg Stock Exchange and subject to the payment of normal brokerage fees.
- (4) From time to time, the Investment Managers or any Connected Persons (collectively the "Managers") may effect transactions by or through the agency of another person with whom the Managers have an arrangement under which that party will from time to time provide to or procure for the Managers goods, services or other benefits (such as research or advisory services, computer hardware associated with specialised software or research services and performance measures) the nature of which is such that their provision can reasonably be expected to benefit abrdn Liquidity Fund (Lux) as a whole and may contribute to an improvement in the performance of abrdn Liquidity Fund (Lux) or of the respective Manager or any of its Connected Person(s) in providing services to abrdn Liquidity Fund (Lux) and for which no direct payment is made but instead the Manager undertakes to place business with that party. For the avoidance of doubt, such goods and services do not include travel, accommodation, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employee salaries or direct money payments.
- (5) None of the Investment Managers nor any Connected Person may retain the benefit of any cash commission rebate (being repayment of a cash commission made by a broker or dealer to such Investment Manager, and/or Connected Person) paid or payable from any such broker or dealer in respect of any business placed with such broker or dealer by such Investment Manager or Connected Person for or on behalf of abrdn Liquidity Fund (Lux). Any such cash commission rebate received from any such broker or dealer will be held by the relevant Investment Manager or any Connected Person for the account of abrdn Liquidity Fund (Lux).

### 14. Register of Beneficial Owners

The Luxembourg Law of 13 January 2019 creating a Register of Beneficial Owners (the "**Law of 13 January 2019**") entered into force on the 1<sup>st</sup> of March 2019. The Law of 13 January 2019 requires all companies registered on the Luxembourg Company Register, including abrdn Liquidity Fund (Lux), to obtain and hold information on their beneficial owners ("**Beneficial Owners**") at their registered office.

The Law of 13 January 2019 broadly defines a Beneficial Owner, in the case of corporate entities such as abrdn Liquidity Fund (Lux), as any natural person(s) who ultimately owns or controls abrdn Liquidity Fund (Lux) through direct or indirect ownership of a sufficient percentage of the shares or voting rights or ownership interest in abrdn Liquidity Fund (Lux), including through bearer shareholders, or through control via other means, other than a company listed on a regulated market that is subject to disclosure requirements consistent with European Union law or subject to equivalent international standards which ensure adequate transparency of ownership information.

A shareholding of 25 % plus one share or an ownership interest of more than 25 % in abrdn Liquidity Fund (Lux) held by a natural person shall be an indication of direct ownership. A shareholding of 25% plus one share or an ownership interest of more than 25% in abrdn Liquidity Fund (Lux) held by a corporate entity, which is under the control of a natural person(s), or by multiple corporate entities, which are under the control of the same natural person(s), shall be an indication of indirect ownership.

In case the aforementioned Beneficial Owner criteria are fulfilled by an investor with regard to abrdn Liquidity Fund (Lux), this investor is obliged by law to inform abrdn Liquidity Fund (Lux) in due course and to provide the required supporting documentation and information which is necessary for abrdn Liquidity Fund (Lux) to fulfil its obligation under the Law of 13 January 2019. Failure by abrdn Liquidity Fund (Lux) and the relevant Beneficial Owners to comply with their respective obligations deriving from the Law of 13 January 2019 will be subject to criminal fines. Should an investor be unable to verify whether they qualify as a Beneficial Owner, the investor may approach abrdn Liquidity Fund (Lux) for clarification.

For both purposes please contact the Management Company.

## Appendix F - Share Classes and Dividends

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Details of the Base Currency, Share Classes and dividend details for each of the Funds of abrdn Liquidity Fund (Lux) are detailed below.

### Share Class Definitions

- Class A Shares – income Shares (Class A-1 Shares), accumulation Shares (Class A-2 Shares), flexible income Shares (Class A-3 Shares), accumulation conversion Shares (Class A-4 Shares) and flexible accumulation conversion Shares (Class A-5 Shares) in the Base Currency of the Fund. These Classes of Shares are accessible to all investors.
- Class I Shares – income Shares (Class I-1 Shares), accumulation Shares (Class I-2 Shares), flexible income Shares (Class I-3 Shares), accumulation conversion Shares (Class I-4 Shares) and flexible accumulation conversion Shares (Class I-5 Shares) in the Base Currency of the Fund. These Classes of Shares are only accessible to Institutional Investors who may be required to enter into a suitable agreement with an Investment Manager or one of its Associates at the discretion of the Board of Directors.
- Class J Shares – income Shares (Class J-1 Shares), accumulation Shares (Class J-2 Shares), flexible income Shares (Class J-3 Shares), accumulation conversion Shares (Class J-4 Shares) and flexible accumulation conversion Shares (Class J-5 Shares) in the Base Currency of the Fund. These Classes of Shares are only accessible to Institutional Investors who may be required to enter into a suitable agreement with an Investment Manager or one of its Associates at the discretion of the Board of Directors.
- Class K Shares – income Shares (Class K-1 Shares), accumulation Shares (Class K-2 Shares), flexible income Shares (Class K-3 Shares), accumulation conversion Shares (Class K-4 Shares) and flexible accumulation conversion Shares (Class K-5 Shares) in the Base Currency of the Fund. These Classes of Shares are only accessible to Institutional Investors who may be required to enter into a suitable agreement with an Investment Manager or one of its Associates at the discretion of the Board of Directors.
- Class L Shares – income Shares (Class L-1 Shares), accumulation Shares (Class L-2 Shares), flexible income Shares (Class L-3 Shares), accumulation conversion Shares (Class L-4 Shares) and flexible accumulation conversion Shares (Class L-5 Shares) in the Base Currency of the Fund. These Classes of Shares are only accessible to Institutional Investors who may be required to enter into a suitable agreement with an Investment Manager or one of its Associates at the discretion of the Board of Directors.
- Class M Shares – income Shares (Class M-1 Shares), accumulation Shares (Class M-2 Shares), flexible income Shares (Class M-3 Shares), accumulation conversion Shares (Class M-4 Shares) and flexible accumulation conversion Shares (Class M-5 Shares) in the Base Currency of the Fund. These Classes of Shares are only accessible to Institutional Investors who may be required to enter into a suitable agreement with an Investment Manager or one of its Associates at the discretion of the Board of Directors.
- Class X Shares – income Shares (Class X-1 Shares), accumulation Shares (Class X-2 Shares), flexible income Shares (Class X-3 Shares), accumulation conversion Shares (Class X-4 Shares) and flexible accumulation conversion Shares (Class X-5 Shares) in the Base Currency of the Fund.

Class X Shares are only available to investors who are approved by the Management Company and, in case of subscription or distribution of Shares within the EU only, who are one of the following:

- a) Financial intermediaries that are prohibited by the local laws or regulations applicable to them to receive and/or retain any commissions or other non-monetary benefits; or
  - b) Distributors providing portfolio management services and/or investment advice services on an independent basis (as defined by MiFID) within the EU; or
  - c) Investors who have entered into a separate fee agreement with their distributor regarding the provision of non-independent advice services (as defined by MiFID) within the EU, and where such distributor does not receive and retain any commission or other non-monetary benefits.
- Class Y Shares – income Shares (Class Y-1 Shares), accumulation Shares (Class Y-2 Shares) and flexible income Shares (Class Y-3 Shares) in the Base Currency of the Fund. These Classes of Shares are only accessible to Institutional Investors who may be required to enter into a suitable agreement with an Investment Manager or one of its Associates at the discretion of the Board of Directors.
  - Class Z Shares – income Shares (Class Z-1 Shares), accumulation Shares (Class Z-2 Shares), flexible income Shares (Class Z-3 Shares), accumulation conversion Shares (Class Z-4 Shares) and flexible accumulation conversion Shares (Class Z-5 Shares) in the Base Currency of the Fund. These Classes of Shares are only accessible to Institutional Investors who may be required to enter into a suitable agreement with an Investment Manager or one of its Associates at the discretion of the Board of Directors.

Accumulation conversion Shares (i.e. Class A-4, Class I-4 Shares etc.) and flexible accumulation conversion Shares (i.e. Class A-5, Class I-5 Shares etc.) are only used in case of a Class Conversion within the abrdn Liquidity Fund (Lux) – Sterling Fund, abrdn Liquidity Fund (Lux) – Euro Fund and abrdn Liquidity Fund (Lux) – US Dollar Fund.

## **Dividend Details**

Class A-1, Class I-1, Class J-1, Class K-1, Class L-1, Class M-1, Class X-1, Y-1 and Class Z-1 Shares will declare and pay a dividend, which may be paid out of investment income, capital gains or capital, unless this would result in the net assets of abrdn Liquidity Fund (Lux) falling below the minimum required by the Law.

Class A-2, Class I-2, Class J-2, Class K-2, Class L-2, Class M-2, Class X-2, Y-2 and Class Z-2 Shares will not declare a dividend but will accumulate the income into the Share Price.

Class A-3, Class I-3, Class J-3, Class K-3, Class L-3, Class M-3, Class X-3, Y-3 and Class Z-3 Shares – Dividends will be declared and distributed on these Classes of Shares if and when the net investment income is positive.

Class A-4, Class I-4, Class J-4, Class K-4, Class L-4, Class M-4, Class X-4 and Class Z-4 Shares will not declare a dividend but will accumulate the income into the Share Price.

Class A-5, Class I-5, Class J-5, Class K-5, Class L-5, Class M-5, Class X-5 and Class Z-5 Shares will not declare a dividend but will accumulate the income into the Share Price.

The Board of Directors reserves the right to increase or decrease the frequency of dividend payments at its discretion.

## **Fund Base Currencies and Share Classes in Issue**

For up to date details of the Share Classes in issue for each Fund, please refer to [www.abrdn.com](http://www.abrdn.com).

## Appendix G – Investment Management Fees

### Investment Management Fees (% of Net Asset Value)

Fund Name	Class A Shares %	Class I Shares %	Class X Shares %	Class J Shares %	Class K Shares %	Class L Shares %	Class M Shares %	Class Y Shares %	Class Z Shares %
abrdn Liquidity Fund (Lux) – Euro Fund	0.50	0.30	0.30	0.20	0.15	0.10	0.085	-	0.00
abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund	-	-	-	-	-	0.10	-	0.025	0.00
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund	-	-	-	-	-	-	-	-	0.00
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund	-	-	-	-	-	0.10	-	0.025	0.00
abrdn Liquidity Fund (Lux) – Sterling Fund	0.50	0.30	0.30	0.20	0.15	0.10	0.085	0.10	0.00
abrdn Liquidity Fund (Lux) – Sterling VNAV Fund	0.50	0.30	0.30	0.20	0.15	0.10	0.085	-	0.00
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund	-	-	-	-	-	-	-	-	0.00
abrdn Liquidity Fund (Lux) – US Dollar Fund	0.50	0.30	0.30	0.20	0.15	0.10	-	-	0.00
abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund	0.50	0.30	0.30	0.20	0.15	0.10	0.085	-	0.00

#### Notes:

The investment management fees stated above indicate the maximum investment management fees payable to the Investment Managers for the relevant Share Class. The Investment Managers reserve the right, at their absolute discretion, to vary such rate between the maximum level set out above and 0%. For LVNAV MMFs there could be daily movement in fees. Investors should refer to [www.abrdn.com](http://www.abrdn.com) for up to date information on charges. Any material change to the charges for the LVNAV MMFs will be reflected in the relevant PRIIPS KID at the end of the month, for all other Funds, the PRIIPS KID will reflect the current charges. Investors should also refer to the latest Annual and Interim Reports of abrdn Liquidity Fund (Lux) for up to date information on the actual investment management fees charged for each Class of Shares in issue for the period covered in the reports.

## Appendix H - Specific Information for Investors

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For investors located in EU/EEA countries, and in which abrdn Liquidity Fund (Lux) is registered for distribution, unless otherwise specified in this Appendix H, facilities according to Article 92(1)(a) of the EU Directive 2009/65/EC (as amended by Directive 2019/1160) are available from the Transfer Agent.

The following facilities according to Article 92(1)(b) to (e) of the EU Directive 2009/65/EC (as amended by Directive 2019/1160) are available at [www.eifs.lu/abrdn](http://www.eifs.lu/abrdn):

1. Information on how orders (subscription, repurchase and redemption) can be made and how repurchase/redemption proceeds are paid;
2. information and access to procedures and arrangements relating to investors' rights and complaints handling;
3. the latest prospectus, the articles of association, the annual and semi-annual reports, net asset value as well as the key information documents.

### Subscription and Redemption of Shares

Applications for subscription, redemption and conversion of Shares should be sent to the Transfer Agent.

The Prospectus and the PRIIPS KIDs, the Articles of Incorporation, the audited Annual Report and the unaudited Interim Report of abrdn Liquidity Fund (Lux) may be obtained free of charge and in paper form from the Transfer Agent.

Furthermore, any additional information which is available at the registered office of abrdn Liquidity Fund (Lux) will also be available at the Transfer Agent.

### Share Price Publication

Subscription prices and redemption prices are available at [www.abrdn.com](http://www.abrdn.com) and are also available at the offices of the Transfer Agent.

### Taxation

Tax regulations and the practices of financial authorities are constantly subject to change. Because of the complexity of tax laws in different jurisdictions, it is recommended that investors contact a tax adviser regarding the effect on their individual tax situation.

Additional information is included below for investors in certain jurisdictions

**Please note that registrations are subject to change, please contact the Management Company for up-to-date information.**

## 1. Additional Information for Investors in Austria

### Right to publicly market shares in Austria

abrdr Liquidity Fund (Lux) has notified its intention to publicly distribute Classes of Shares of abrdr Liquidity Fund (Lux) in Austria.

The following Funds have not, as at the date of this Prospectus, been approved for public distribution:

abrdr Liquidity Fund (Lux) – Short Duration Sterling Fund  
abrdr Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund  
abrdr Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund  
abrdr Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund  
abrdr Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund

## 2. Additional Information for Investors in Chile and Peru

The following Funds are registered with the Comisión Clasificadora de Riesgo in Chile for pension fund investment:

- abrdr Liquidity Fund (Lux) - Euro Fund
- abrdr Liquidity Fund (Lux) - Sterling Fund
- abrdr Liquidity Fund (Lux) - US Dollar Fund

Certain Classes of Shares of the following Funds are registered with the Superintendencia de Banca, Seguros and AFP in Peru for pension fund investment:

- abrdr Liquidity Fund (Lux) - Euro Fund
- abrdr Liquidity Fund (Lux) - Sterling Fund
- abrdr Liquidity Fund (Lux) - US Dollar Fund

## 3. Additional Information for Investors in France

### Centralising Correspondent Agent in France

BNP Paribas  
16, boulevard des Italiens  
75009 Paris  
France

has undertaken the position as Centralising Agent in France in accordance with Art. 92 of the Directive 2009/65/EC, as amended by Directive 2019/1160.

Applications for subscription, redemption and conversion of Shares should be sent to the Transfer Agent but may also be sent to the French Centralising Correspondent Agent for onward transmission to the Transfer Agent. Shareholders resident in France may request to have all payments (redemption proceeds, distributions and any other payments) to be made for their benefit through the French Centralising Correspondent Agent.

The Prospectus and the PRIIPS KIDs, the Articles of Incorporation, the audited Annual Report and the unaudited Interim Report of abrdr Liquidity Fund (Lux) may be obtained free of charge and in paper form from the Transfer Agent.

Furthermore, any additional information which is available at the registered office of abrdr Liquidity Fund (Lux) will also be available at the Transfer Agent.

### Share Price Publication

Subscription and redemption prices are available at [www.abrdr.com](http://www.abrdr.com) and are also available at the offices of the Transfer Agent.

### Taxation

Tax regulations and the practices of financial authorities are constantly subject to change. Because of the complexity of French tax law, it is recommended that investors contact a tax adviser regarding the effect on their individual tax situation.



## 4. Additional Information for Investors in Germany

### Right to publicly market shares in Germany

abrdn Liquidity Fund (Lux) has notified its intention to publicly distribute certain Classes of Shares of abrdn Liquidity Fund (Lux) in Germany.

**For the following Funds of abrdn Liquidity Fund (Lux) no notification for public distribution in the Federal Republic of Germany was submitted and shares in these Funds may NOT be publicly offered to investors within the scope of the German Investment Code ("KAGB"). As a consequence, the following Funds are NOT available to investors in Germany:**

abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund  
abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund  
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund

It is possible to view the documentation referred to in the above section entitled "DOCUMENTS AVAILABLE FOR INSPECTION AND ADDITIONAL INFORMATION" at the Transfer Agent.

Furthermore, subscription, redemption and conversion prices of the shares and any notices to the shareholders and any additional information which is also available at the registered office of abrdn Liquidity Fund (Lux) will be available at the Transfer Agent.

### Share Price Publication

Subscription, redemption and conversion prices of the shares will also be available at [www.abrdn.com](http://www.abrdn.com) and at the offices of the Transfer Agent. Any notices to the shareholders will be published in on [www.abrdn.com](http://www.abrdn.com).

In addition, communications to investors in the Federal Republic of Germany will be sent by mail in the following cases:

- suspension of the redemption of shares,
- termination of the management of the Fund or its liquidation,
- any amendments to the Fund rules which are inconsistent with the previous investment principles, which affect material investor rights or which relate to remuneration and reimbursement of expenses that may be paid or made out of the asset pool,
- merger of the Fund with one or more other Funds, and
- the change of abrdn Liquidity Fund (Lux) into a feeder fund or the modification of a master fund.

## 5. Additional Information for Investors in Gibraltar

### Right to publicly market shares in Gibraltar

abrdn Liquidity Fund (Lux) has obtained the status of a recognised scheme under Section 24 of the Gibraltar Financial Services Ordinance, 1989 and has received confirmation from the Financial Services Commission that it has the right to publicly market Shares in Gibraltar.

## 6. Additional Information for Investors in Hong Kong

abrdn Liquidity Fund (Lux) – US Dollar Fund, as detailed in the Hong Kong Supplement - has been authorised under the Hong Kong Securities and Futures Ordinance; the Hong Kong Securities and Futures Commission does not, however, take any responsibility for the financial soundness of abrdn Liquidity Fund (Lux) or the accuracy of any statement or opinion expressed in this document or the current Hong Kong Supplement (which contains Additional Information for Hong Kong Investors). Authorization by the Hong Kong Securities and Futures Commission is not a recommendation or endorsement of abrdn Liquidity Fund (Lux) nor does it guarantee the commercial merits of abrdn Liquidity Fund (Lux) or its performance. It does not mean abrdn Liquidity Fund (Lux) is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

Prospective investors in Hong Kong should refer to the specific important additional information provided in the Hong Kong Supplement. The specific important additional information includes the means of applying for, holding, transferring or redeeming Shares and the tax consequences thereof.

## 7. Additional Information for Investors in Italy

### Paying Agents in Italy

1. State Street Bank International GmbH, Italy Branch  
Via Nizza 262/57  
10126 Torino  
  
Via Ferranti Aporti 10  
20125 Milano
2. Allfunds Bank S.A., Italian Branch,  
Via Bocchetto 6,  
20123 Milano,  
Italy
3. Banca Sella Holding S.P.A  
Piazza Gaudenzio Sella, 1  
13900 Biella

have undertaken the position as Paying Agents in Italy in accordance with Art. 92 of the Directive 2009/65/EC, as amended by Directive 2019/1160.

Applications for subscription, redemption and conversion of Shares should be sent to the Transfer Agent but may also be sent to an Italian Paying Agent for onward transmission to the Transfer Agent. Shareholders resident in Italy may request to have all payments (redemption proceeds, distributions and any other payments) to be made for their benefit through an Italian Paying Agent.

The Italian Paying Agent may group the subscription, conversion and redemptions requests, and forward such requests to the Transfer Agent on a cumulative basis, in the name of the Italian Paying Agent and on behalf of the investors. In this case, the Shares will be registered in abrdn Liquidity Fund (Lux)'s Shareholder register in the name of the Italian Paying Agent, with the diction "on behalf of third party" or the equivalent. In the Application Form, the investors will grant to the Italian Paying Agent the relevant mandate.

In addition to the above, the Italian Paying Agent may also offer to the Italian investors the opportunity to use accumulation/conversion/redemption plans.

## 8. Additional Information for Investors in Jersey

Consent under the Control of Borrowing (Jersey) Order 1958 (the 'COB Order') has not been obtained from the Jersey Financial Services Commission for the circulation of this Prospectus. Accordingly, the offer that is the subject of this Prospectus may only be made in Jersey where such offer is not an offer to the public (as defined in the COB Order) or where the offer is valid in the United Kingdom or Guernsey and is circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom or Guernsey as the case may be. The Directors of abrdn Liquidity Fund (Lux) may, but are not obliged to, apply for such consent in the future.

## 9. Additional Information for Investors in Liechtenstein

abrdn Liquidity Fund (Lux) has notified its intention to publicly distribute certain Classes of Shares of abrdn Liquidity Fund (Lux) in Liechtenstein.

The following Funds are NOT available to investors in Liechtenstein:

abrdn Liquidity Fund (Lux) – Seabury Euro Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 2 Fund  
abrdn Liquidity Fund (Lux) – Seabury Sterling Liquidity 3 Fund  
abrdn Liquidity Fund (Lux) – Short Duration Sterling Fund

The Prospectus and the PRIIPS KIDs, the Articles of Association, the audited Annual Report and the unaudited Interim Report of abrdn Liquidity Fund (Lux) may be obtained free of charge from the Transfer Agent. Except for the PRIIPS KIDs which are available in German, all other documents listed above will be available in English.

Notices to investors of abrdn Liquidity Fund (Lux) will be published on [www.abrdn.com](http://www.abrdn.com).

## 10. Additional Information for Investors in Singapore

With the exception of the Fund listed below, each of the Funds of abrdn Liquidity Fund (Lux) are offered in Singapore as restricted foreign schemes and thus are not allowed to be offered to the retail public but can only be made available to the categories of investors as defined in the Securities and Futures Act, Chapter 289 of Singapore. Investors should note that the Funds which are offered in Singapore as restricted foreign Schemes are not authorised or recognised by the Monetary Authority of Singapore.

The following Funds have not, as at the date of this Prospectus, been approved for offering in Singapore as restricted foreign schemes:

abrdn Liquidity Fund (Lux) - Short Duration Sterling Fund  
abrdn Liquidity Fund (Lux) - Seabury Euro Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) - Seabury Sterling Liquidity 1 Fund  
abrdn Liquidity Fund (Lux) - Seabury Sterling Liquidity 2 Fund  
abrdn Liquidity Fund (Lux) - Seabury Sterling Liquidity 3 Fund

It should be noted that for investors in Singapore the Prospectus is accompanied by a Singapore Selling Restriction which includes the country-specific information for Singapore.

## 11. Additional Information for Investors in Switzerland

### 1. Representative

The representative in Switzerland is BNP Paribas, Paris, Zurich Branch, Selnaustrasse 16, 8002 Zurich, Switzerland.

### 2. Paying agent

The paying agent in Switzerland is BNP Paribas, Paris, Zurich Branch, Selnaustrasse 16, 8002 Zurich, Switzerland.

### 3. Place where the relevant documents may be obtained

The Prospectus, the PRIIPS KIDs, the Articles of Association, the annual and interim reports may be obtained free of charge from the representative.

### 4. Publications

Publications in respect of abrdn Liquidity Fund (Lux) are published in Switzerland on the electronic platform of fundinfo AG Zurich ([www.fundinfo.com](http://www.fundinfo.com)).

The issue and redemption prices or the Net Asset Value with a reference stating "excluding commissions" are published on a daily basis on [www.fundinfo.com](http://www.fundinfo.com).

### 5. Payment of retrocessions and rebates

In connection with distribution in Switzerland, abrdn Investments Luxembourg S.A. or its affiliates may pay retrocessions as remuneration for distribution activities in respect of shares in Switzerland. These activities include but are not limited to the organisation of road shows, the attendance of events and fairs, the production of marketing material and the training of distribution collaborators.

Disclosure of the receipt of retrocessions is based on the applicable provisions of FinSA.

Retrocessions are not deemed to be rebates even if they are ultimately passed on, in full or in part, to the investors.

Rebates may also be paid directly to the investors in order to reduce the fees and cost attributed to the fund, as long as they:

- are paid from fees which have been charged to the assets of the Fund and not in addition;
- are paid on the basis of objective criteria;
- are paid to all investors fulfilling the objective criteria in the same amount and at the same time.

Rebates can only be paid if the following preconditions are fulfilled:

- the minimum investment in a collective investment scheme or in a range of collective investment schemes;
- the amount of fees resulting from the investment;
- the expected duration of the investment;
- the readiness of the investor to support the launch of the fund.

At the request of the relevant investor receiving such rebate, abrdn Investments Luxembourg S.A. or its affiliates must disclose the amount free of charge.

### 6. Place of performance and jurisdiction

The place of performance and jurisdiction for the Shares offered in Switzerland is at the registered office of the representative or at the registered office or place of residence of the investor.

## **12. Additional Information for Investors in the United Kingdom**

abrtn Liquidity Fund (Lux) has appointed abrtn Investments Limited, its principal place of business being 280 Bishopsgate, London, EC2M 4RB, as its UK Facilities, Marketing and Sales Agent. abrtn Investments Limited is authorised and regulated in the conduct of its investment business by the Financial Conduct Authority ("FCA").

Potential investors should be aware that abrtn Liquidity Fund (Lux) is not subject to the rules and regulations made under the FSMA for the protection of investors. Investors will not have any protection under the United Kingdom Financial Services Compensation Scheme nor will they have any rights of cancellation.

Written complaints about any aspect of the service including the operations of abrtn Liquidity Fund (Lux) or requests to obtain a copy of the complaints handling procedure can be addressed to the UK Facilities, Marketing and Sales Agent for their further submission to the head office of abrtn Liquidity Fund (Lux).

The Prospectus and the PRIIPS KIDs, the Memorandum and Articles of Incorporation, the audited Annual Report and the unaudited Interim Report of abrtn Liquidity Fund (Lux) may be obtained free of charge and in paper form from the UK Facilities, Marketing and Sales Agent and the Transfer Agent.