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L'apposition du visa ne peut en aucun cas servir
d'argument de publicité

Luxembourg, le 2023-12-21

Commission de Surveillance du Secteur Financier

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EQT Nexus Fund SICAV

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Société d'investissement à capital variable

December 2023

Prospectus

Important Information

This prospectus (as it may be amended, restated or supplemented from time to time, this “**Prospectus**”) is furnished to investors primarily domiciled in countries of the European Economic Area (“**EEA**”), the United Kingdom, Switzerland, Asia and/or certain other jurisdictions for the purpose of providing certain information about an investment in EQT Nexus Fund SICAV (“**ENXF SICAV**”), such term including, as the context otherwise requires, its sub-funds, and together with the ENXF (Master) FCP, ENXF Aggregator SCSp and the Parallel Entities (each as defined below) (the “**Fund**”), a multi-compartment investment company with variable capital (*société d’investissement à capital variable* or “**SICAV**”) governed by Part II of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended (the “**2010 Law**”) and established as a public limited liability company (*société anonyme* or “**SA**”) in accordance with the law of 10 August 1915 on commercial companies, as amended (the “**1915 Law**”). ENXF SICAV is authorized and supervised by the Luxembourg supervisory authority, the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”). **Such authorization does not, however, imply approval by any Luxembourg authority of the contents of this Prospectus or of the portfolio of investments held by the Fund. Any representation to the contrary is unauthorized and unlawful.**

Capitalized terms not otherwise defined herein have the meaning set forth in Section 16: “*Glossary of Defined Terms*” of this Prospectus.

ENXF SICAV is expected to be offered primarily through financial intermediaries, which generally have client net worth thresholds and other requirements. Accordingly, ENXF SICAV is primarily (but not, for the avoidance of doubt, exclusively) intended for investors with such financial intermediary relationships. Investors should consult with their financial intermediary to discuss potential eligibility and suitability to invest in ENXF SICAV. ENXF SICAV may also be offered, directly or indirectly, to one or more professional or other sophisticated investors that meet relevant eligibility requirements for investing in ENXF SICAV.

Potential investors should pay particular attention to the information in Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations*” of this Prospectus. The purchase of Shares in ENXF SICAV entails a high degree of risk and is suitable for investors for whom an investment in ENXF SICAV does not represent a complete investment programme, and who fully understand the Fund’s strategy, characteristics and risks, including the use of borrowings to leverage investments. Investment in ENXF SICAV requires the financial ability and willingness to accept the high risks and lack of liquidity inherent in an investment in ENXF SICAV. Shareholders in ENXF SICAV (each, a “Shareholder**”) must be prepared to bear such risks for an extended period of time. No assurance can be given that ENXF SICAV’s investment objectives will be achieved or that investors will receive a return of their capital.**

In particular, potential investors should note that although redemptions are expected to be offered on a quarterly basis (except, where Shares are subject to the Lock-Up, in which case no redemptions shall be available during the Lock-Up period), ENXF SICAV offers limited redemption rights and should therefore only be considered a semi-liquid product which is not suitable for investors that are looking for, and is inherently less liquid than, a traditional open-ended structure (for example, UCITS products). In accordance with the provisions of Section 5: “*Subscriptions, Redemptions and Other Transactions*” and Section 6: “*Valuation and Calculation of Net Asset Value—Temporary Suspension of NAV Calculations and of Subscriptions, Conversions and Redemptions of Shares*”, redemptions will be subject to: (i) gates in cases where redemption requests exceed certain thresholds, (ii) redemption charges/deductions; and (iii) other conditions as set out herein, and may in certain circumstances be subject to suspension as further described in Section 5 and Section 6. Accordingly, potential investors should be aware that no guarantees can be made as to the ability of investors in ENXF SICAV to fully redeem their Shares at any given Redemption Date.

In making an investment decision, investors must rely on their own examination of ENXF SICAV and the terms of the offering, including the merits and risks involved. Potential investors should not construe the contents of this Prospectus as legal, tax, investment or accounting advice. Each potential investor is urged to consult its own advisors with respect to the legal, tax, regulatory, financial and accounting consequences of an investment in ENXF SICAV.

Shares of ENXF SICAV (“**Shares**”) will be widely available to investors which are eligible based on the terms of this Prospectus and in compliance with the AIFM Directive, and be marketed sufficiently widely and in a manner suitable to attract the eligible investors. Shares may be recommended, offered, sold or made available by any other means to “**Retail Investors**” as defined by Directive 2014/65/EU of the European Parliament and the Council of 15 May 2014 on markets in financial instruments and amending Directives 2002/92/EC and 2011/61/EU. No further substantive

criteria is intended to apply which would limit or deter eligible investors from investing in ENXF SICAV (other than any additional requirements which might be applied under the AIFM Directive specifically in some EU jurisdictions for marketing to non-professional investors, such as minimum investment amounts, or eligibility requirements applied by specific financial intermediaries). Accordingly, ENXF SICAV will issue a key information document for packaged retail and insurance-based investment products (“**PRIIPs KID**”) in line with Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (“**PRIIPs Regulation**”).

Certain Shares may be listed on the Luxembourg Stock Exchange as well as any other recognised stock exchange.

In the event that the descriptions or terms in this Prospectus are inconsistent with or contrary to the descriptions in, or terms of, the Articles (as defined herein) or the subscription document, the Articles and such subscription document (if not in conflict with the Articles) will prevail. The Shares are offered subject to ENXF SICAV’s ability to reject any potential investor’s subscription in whole or in part in its discretion.

No one is authorized to make any statements about this offering different from those that appear in this Prospectus and any representation to the contrary must not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares of ENXF SICAV shall under any circumstances constitute a representation that the information contained herein is correct as of any date other than the date of this Prospectus (as stated on the cover hereof) or, if different, the date which information contained herein is referenced or stated (as applicable). Certain information contained in this Prospectus or as otherwise provided by the Manager in connection with the offering (including certain forward-looking statements and information, as well as certain benchmarking, league table, market comparison and other similar information) has been obtained from published and non-published sources or prepared by other parties and in certain cases has not been updated through to the date hereof. In addition, certain third-party information (including, without limitation, certain information concerning investment performance) contained herein has been obtained from, or otherwise relates to, companies in which investments have been made by EQT, EQT Funds or Other EQT Accounts (as defined below in Section 16: “*Glossary of Defined Terms*”). While such sources are believed to be reliable, none of EQT, the Fund, the Manager (as defined below in this Section), the EQT Funds, any placement agent or any of their respective managers, directors, officers, employees, partners, members, shareholders or affiliates or any other person, has taken any steps to verify, or assumes any responsibility for, the accuracy or completeness of such information or the methodologies or assumptions on which such information is based. Performance information set forth in this Prospectus is in Euro unless otherwise specified.

All statements of opinion and/or belief contained in this Prospectus and all views expressed and all projections, forecasts or statements relating to expectations regarding future events or the possible future performance of the Fund represent the Manager's own assessment and interpretation of information available to it as at the date hereof (or, as applicable, such other date as stated herein with respect to such statements). No representation is made or assurance given that such statements, views, projections or forecasts are correct, that the objectives of the Fund will be achieved or that investors in the Fund will receive a return of their investment in the Fund.

References in this Prospectus to EQT’s aim to “**future-proof**” companies refer to EQT’s goal of ensuring that companies are able to continue to grow and withstand the shocks and stressors (economic and otherwise) of future events, including beyond the relevant EQT fund’s ownership of such companies. References in this Prospectus to “**high-quality**” companies refer to companies that EQT believes generally have strong market positions or prospects, significant potential for revenue and earnings growth, positive underlying cashflows and platforms that can retain and/or attract high-quality management. Where the terms “**discretion**”, “**consent**”, “**determine**” or “**entitled**” (or variations thereof or similar expressions denoting a right to make a decision or judgment or to approve, opine on or determine a matter) are used in this Prospectus, such discretion, right to give or withhold consent, to make a determination or entitlement (or similar) is full, sole and absolute, unless otherwise expressly stated. Further, unless expressly stated otherwise, references herein to any expression of an option or ability to exercise a power or right which is vested in the Manager and/or the Board of Directors shall not be construed as obliging the Manager and/or the Board of Directors, respectively, to exercise any such power or right, but rather a discretion to, or not to, exercise such power or right.

The distribution of this Prospectus and the offer and sale of the Shares in certain jurisdictions may be restricted by law. This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy Shares in any state or other jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such state or jurisdiction. Potential investors should inform themselves as to the legal requirements and tax consequences within the countries of their citizenship, residence, domicile, and place of business with respect to the acquisition, holding, or disposal of

Shares, and any U.S. or non-U.S. exchange restrictions that may be relevant thereto. The Shares may not be offered or sold, directly or indirectly (except, where such Shares are listed on a recognised stock exchange, in accordance with the relevant trading/transferability rules applicable for shares listed on such exchange) and this Prospectus may not be distributed in any state or jurisdiction, except in accordance with the legal requirements applicable in such state or jurisdiction (as applicable). Shares that are acquired by persons not entitled to hold them will be compulsorily redeemed.

The portfolio and risk management function of ENXF SICAV is performed by EQT Fund Management S.à r.l. (the “**Manager**”), which is a member of the EQT Firm, a leading, purpose-driven, global investment organisation.

The Manager will also manage the global distribution of this offering (in such capacity, the “**Global Distributor**”).

The Manager has been authorized by the CSSF as an alternative investment fund manager pursuant to the Luxembourg law of 12 July 2013 on alternative investment fund managers, as amended, which has implemented the AIFM Directive (as defined herein) in Luxembourg (the “**2013 Law**”). Any reference herein to rights, powers or duties exercised or performed by the Manager is exercised by the Manager pursuant to the alternative investment fund management agreement entered into between the Manager and ENXF SICAV (as amended, restated or supplemented from time to time, the “**Management Agreement**”).

This Prospectus is to be used by the potential investor to which it is furnished solely in connection with the consideration of the subscription for the Shares described herein and should not be used for any purpose other than to evaluate an investment in ENXF SICAV.

The Global Distributor expects to retain selected distributors for the Fund that will receive compensation from ENXF SICAV and its investors for their placement and related ongoing services rendered with respect to ENXF SICAV.

Relationship between the Fund Entities

The Fund is an investment programme operated through several entities and the term “**Fund**” is used throughout this Prospectus to refer to the programme as a whole. The primary vehicle for investors to subscribe for shares is the ENXF SICAV and it may, subject to the discretion of the Manager, also be possible for investors to subscribe for units in the ENXF (Master) FCP. ENXF (Master) FCP is the master fund for ENXF SICAV and both entities are umbrella funds which may have one or more sub-funds. The Fund may also have Parallel Entities for investors to subscribe to, which may be formed for investors’ legal, regulatory and/or other reasons. The Fund makes its investments in and alongside EQT Funds through a number of entities established for structuring purposes, which will be owned by the ENXF Aggregator SCSp, a subsidiary of the ENXF (Master) FCP and any Parallel Entities.

This Prospectus offers an investment in the ENXF SICAV. ENXF SICAV will invest, as a feeder fund, all or substantially all of its assets into class F units of a sub-fund of the ENXF (Master) FCP, as the master fund to ENXF SICAV. The sub-fund of the ENXF (Master) FCP will invest its assets into a subsidiary, ENXF Aggregator SCSp, established for the purpose of indirectly holding the ENXF (Master) FCP’s investments.

The investment objective and strategies, related risk factors and potential conflicts of interest, subscription and redemption terms, calculation of net asset value, fees and expenses, tax and regulatory considerations, and other aspects of the activities of the ENXF (Master) FCP and ENXF SICAV are substantially the same except as specifically identified in the relevant prospectus.

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1. OVERVIEW OF EQT AND THE FUND

Overview of EQT

EQT is a purpose-driven global investment organization focused on active ownership strategies. With a Nordic heritage and a global mindset, EQT has a track record of almost three decades of delivering attractive returns, and has made investments across multiple geographies, sectors and strategies. EQT has investment strategies covering all phases of a business' development, from start-up to maturity.

EQT was established in 1994 (then known as "EQT Partners") by Investor AB, a Swedish industrial holding company founded by the Wallenberg family over a century ago, together with Conni Jonsson and certain institutional investors. Their idea of starting a private equity firm, built upon the investment philosophy of the Wallenberg family and the Nordic values of ownership and company development, was born in the early 1990s. The founders formed a private equity advisory firm with the ambition to combine the industrial heritage of the Wallenberg family with financial expertise to advise funds on investing in and improving businesses. In 2019, EQT AB was listed on Nasdaq Stockholm.

Throughout its history, EQT has taken a purpose-driven approach to developing companies and preparing them for the future. EQT seeks to invest in good companies across multiple geographies with a mission to help them develop into great and sustainable companies. By providing access to ownership skills and operational expertise, EQT aims to help portfolio companies and assets grow and prosper under the EQT Funds' ownership and thereafter. EQT uses a thematic investment strategy and distinctive value creation approach to future-proof companies, with a view to generating strong returns while also making a positive impact.

EQT is guided by a set of core values, a strong corporate culture rooted in its founders' entrepreneurial mindset, and a philosophy of long-term ownership that is "more than capital". EQT's vision, to be the most reputable investor and owner, is reflected in its core values of being respectful, entrepreneurial, high performing, transparent and informal.

EQT aims to be a thought leader in the private markets industry and has evolved from one of the first private equity firms in Northern Europe to expand its geographical presence, build a global, diversified fund investor base, and scale and establish new strategies that leverage the strength and scalability of its operating platform.

The EQT Private Market Business Lines

As of today, EQT has two business segments: Private Capital and Real Assets. Within these business segments, EQT currently has nine private market investment business lines that, between them, cover the full spectrum of a business's development, from start-up to maturity. The Private Capital business segment currently consists of the following private market business lines: EQT Private Equity, BPEA EQT, EQT Ventures, EQT Growth, EQT Future and EQT Life Sciences. The Real Assets business segment currently consists of the following private market business lines: EQT Value-Add Infrastructure, EQT Active Core Infrastructure and EQT Exeter (EQT's real estate platform). EQT is continuously developing its global ecosystem of investment strategies and business lines.

As explained further below (see "Overview of the Fund"), the Fund may participate as an investor in various EQT Funds within the business lines listed above, as well as the funds of other EQT private market business lines and/or strategies that may develop from time to time. The table below provides an overview, as of the date of this Prospectus, of each of the business lines that the Fund will initially focus its investments on:

Business Line		Business Line Description
Private Capital		
EQT Private Equity		Since the first EQT Equity fund in 1995, EQT's approach to private equity investing has been founded in its industrial heritage and Nordic values, applied through an active ownership model and with an entrepreneurial and growth mindset. EQT Private Equity applies a thematic investment approach, with the aim of identifying high-quality mid-to-large-sized companies, backed by thematic tailwinds, within prioritised sectors and sub-sectors in core geographies (primarily Europe and North America). In combining EQT Private Equity's "local-with-locals" approach (which involves a large, "on-the-ground",

	<p>investment advisory team in the relevant markets in which the EQT Private Equity funds principally invest) with its global sector expertise, EQT considers EQT Private Equity to be well-positioned to be able to source investments. The EQT Private Equity funds primarily seek to make control and co-control equity investments and apply an active ownership model to support value creation in the portfolio companies. With its systematic approach to value creation, leveraging EQT’s value creation toolbox and governance model, EQT Private Equity seeks to generate returns for the funds it advises primarily through growth, margin expansion and strategic repositioning. As part of this, EQT Private Equity benefits from expertise within EQT’s large global network of EQT Industrial Advisors.</p> <p>Related to EQT Private Equity's thematic investment approach, sustainability and digitalisation are currently considered overarching themes across sectors and an integral part of the investment and value creation approach. The EQT Private Equity investment advisory team is currently organized around four sectors: healthcare, technology, services and industrial technology. Various distinct sub-strategies may develop within EQT Private Equity in the future in which the Fund may seek to participate.</p>
BPEA EQT	<p>BPEA EQT combines the private equity advisory teams from Baring Private Equity Asia (“BPEA”) and EQT Asia, creating a comprehensive Asian private equity presence with local teams in eight cities across the region, with a heritage dating back to 1997.</p> <p>The objective of BPEA EQT’s investment program is to provide investors with broad-based exposure to the potentially higher rates of economic growth in Asia, but with what BPEA EQT believes to be a lower level of risk than investing via the public markets. In doing so, BPEA EQT aims to generate returns in excess of the Asian public markets in respect of the funds which it advises. BPEA EQT seeks to achieve this objective by applying learnings from its 25+ years’ experience and continuing to invest using the same defined investment strategy.</p> <p>BPEA EQT believes a key to creating value in all its funds’ investments is through active ownership, and has identified three key strategic initiatives across the investment life cycle to drive value creation: 1) thematic sector-focused origination and organization across its core sectors of focus; 2) value creation through active ownership and digitalization; and 3) empowering companies by instilling CEOs, leadership teams, board members and industrial advisors with proven track records.</p> <p>BPEA EQT has the capabilities to provide investment advice in respect of the entire Asian region, maintaining a flexible perspective on markets within the region without pre-determining country allocations, instead combining a top-down sector-based origination strategy with bottom-up investment selection of the optimal opportunities across geographies. BPEA EQT’s approach to multi-market investing adapts to suit the characteristics of each country in which it invests, which aligns with EQT’s “local with locals” approach.</p>
EQT Ventures	<p>EQT Ventures funds seek fast-growing, innovative and technology-driven companies across all industries globally, with a focus on Europe and the United States. The EQT Ventures investment strategy currently focuses on an early-stage strategy to make equity investments typically ranging between EUR 2 million and EUR 50 million, from late seed rounds to growth rounds.</p>
EQT Growth	<p>The EQT Growth investment strategy was launched in October 2020 and is positioned between EQT Ventures and EQT Private Equity. EQT Growth is focused on partnering with founders and management teams of well positioned companies through growth investments in a range of technology, technology-enabled, and fast-scaling industries aligned with EQT’s key investment areas such as health technology, enterprise technology, consumer technology and climate technology. This investment strategy seeks for the funds to make equity investments in high-growth companies, and investments currently typically range between EUR 50 million and EUR 200 million. EQT Growth currently primarily focuses on the European market (including Israel).</p>

EQT Future	<p>Investing into the “Climate & Nature” and “Health & Wellbeing” sectors, EQT Future is a thematically differentiated strategy from other EQT strategies that seeks to transform high quality companies for impact at scale while delivering attractive risk-adjusted returns. With a dedicated team of investment advisory professionals that is fully integrated into the Private Capital business segment, EQT Future seeks to achieve impact through the products and services its funds’ portfolio companies can deliver and aims for its funds to invest in companies with downside protection characteristics and that are mature, strong performers, with high profitability and cash generation. EQT Future sets ambitious and quantifiable targets on how the business is operated. Utilizing an active ownership approach and longer hold periods, EQT Future builds on EQT’s value creation toolbox by adding impact-thinking to drive long-term value creation. The strategy focuses on investing in portfolio companies in EQT’s core European markets and may also seek to make investments in portfolio companies in the United States, targeting control, co-control, and minority equity investments in large-sized companies with attractive market positions and strong downside protection.</p>
EQT Life Sciences	<p>EQT Life Sciences was formed in 2022 following the acquisition of Life Sciences Partners (“LSP”), one of Europe’s leading and most experienced life sciences investment firms. LSP has a track record of raising +10 funds and making +150 investments since inception in 1998. EQT’s acquisition of LSP was driven by the complementary investment expertise of both firms, as well as significant growth opportunities and economics of scale.</p> <p>With a dedicated team of highly experienced investment advisory professionals from backgrounds in medicine, science, and industry, EQT Life Sciences aims to back the smartest inventors to transform scientific innovation into impactful healthcare solutions. The team combines deep sector knowledge, analytical skills, and investment experience to provide the added value that inventors seek.</p> <p>The EQT Life Sciences funds invest predominantly in private, highly innovative, early-to-growth-stage drug development, specialty pharma, medical technology, diagnostic and digital health companies. EQT Life Sciences has access to a global network of well-qualified scientists, clinicians, entrepreneurs, managers, board members, investors and strategic parties. This is a key asset assisting with sourcing, analysing, investing in, growing and exiting businesses.</p>
Real Assets	
EQT Value-Add Infrastructure	<p>Since inception in 2008, EQT Infrastructure has developed into an attractive global private infrastructure platform, grounded in EQT’s industrial heritage and Nordic values, with an entrepreneurial and industrial value-creation mindset.</p> <p>The EQT Value-Add Infrastructure funds target strong-performing infrastructure companies that it believes provides essential services to society. Target companies typically have long-term stable or growing underlying demand, demonstrate a path to predictable cash flows through longer-term contract base, regulation and/or high entry barriers and have an asset-based, long term contracted or otherwise well-protected business model; and/or showcase clear value creation potential through operational efficiency, growth and strategic repositioning.</p> <p>EQT Value-Add Infrastructure’s sourcing approach consistently focuses on target sectors in which it has developed considerable expertise and close collaboration with experienced EQT Industrial Advisors, currently including digital, energy & environmental, transport & logistics and social infrastructure. Within these target sectors, EQT Value-Add Infrastructure continues to develop focus themes to seek to identify structurally well-positioned sub-sectors that it believes benefit from long-term growth tailwinds, and companies with attractive business models that are expected to be resilient.</p> <p>EQT Value-Add Infrastructure’s deep sector expertise and active collaboration with its global network of EQT Industrial Advisors support its thematic investment approach and</p>

	operational value-creation capabilities and have contributed to strong and consistent risk-adjusted returns across its core regions Europe, North America and the Asia Pacific region.
EQT Exeter	<p>EQT Exeter is the real estate investment arm of EQT. It has been considered a strong and well-established player in property asset management, benefiting from its funds’ strong track record of investment performance in real estate. The funds which EQT Exeter advises are focused on acquiring, developing, leasing and managing properties across all major real estate asset classes. EQT Exeter operates in multiple offices globally and employs professionals with expertise in acquisitions, development and construction, leasing and asset management, finance and accounting, sustainability, legal and compliance.</p> <p>EQT Exeter has a deep commitment to performance, integrity, sustainability and transparency towards fund investors. It has a tenant-centric, vertically integrated operating model, with local teams across the geographies where it seeks to make real estate investments.</p> <p>EQT Exeter was formed when Exeter Property Group, LLC combined its business with EQT AB in April 2021. Exeter Property Group was founded in 2006 by a seasoned team of real estate professionals with a longstanding heritage and shared investment philosophy that dates back to Liberty Property Trust (1994) and its predecessor, Rouse & Associates (1972) in the United States.</p> <p>EQT Exeter believes a key to its success lies in its decentralized, hands-on operating platform. With offices in multiple locations across the world and within Europe, the EQT Exeter investment advisory team has presence across the major European cities and property investment centres. EQT Exeter's activities at its numerous local country offices have enabled the platform to: (i) access one-off, limited competition acquisitions through local deal sourcing; (ii) capitalize on EQT Exeter investment advisory team's deep local market knowledge and tenant, broker, and municipal relationships; and (iii) directly add value and oversee investment performance through in-house leasing and asset management.</p>

EQT's Active Ownership Model

EQT's active ownership model includes tools focused on promoting growth and developing the EQT Funds' portfolio companies through digitalization, sustainability and operational excellence. The key principles of EQT's active ownership model outlined below are used across most of EQT's investment strategies to future-proof businesses and make a positive impact:

- **Thematic and sector-based approach:** EQT applies a thematic mindset in deal sourcing, which is guided by underlying macro trends to target high-quality companies with significant sustainable growth potential in attractive industries with secular growth drivers and strong downside protection.
- **Local-with-locals:** EQT believes that local knowledge, local business relationships, local presence and access to local deal flow are all critical to securing a competitive edge in private markets. For this reason, the EQT Funds’ investment strategies focus on a “local-with-locals” approach to combine extensive local knowledge and cultural understanding with deep global sector expertise.
- **EQT Network:** EQT has built a global network of industrial advisors with a variety of backgrounds, including entrepreneurs and current or former executives of major international corporations. The advisors in the EQT network add operational and strategic expertise as well as experience to the EQT Funds’ portfolio companies and assets. During an investment decision process, advisors give recommendations to investment committees independently of the Investment Advisory Professionals, resulting in more impartial advice.
- **Value Creation Support:** EQT applies an integrated framework of tools to support value creation and performance in the EQT Funds’ portfolio companies and assets. The framework includes value creation levers, such as revenue enhancements, management changes, pricing, cost improvements and more transformational levers such as strategic realignment and add-on acquisitions. Shortly after acquisition, EQT supports portfolio companies and assets with the development of full potential plans to help them execute set targets. The portfolio companies and assets are then continuously evaluated against their set plans and EQT carries out established

periodic performance reviews, which provide an owner’s forum for high-level and forward-looking discussions on value creation.

- **Sustainability:** EQT believes that responsible investment and ownership principles and practices should be an integral part of each investment and value creation phase. EQT strives to grow sustainable business solutions and instill sustainable practices in all portfolio companies and for all portfolio assets, to capture opportunities, limit risks and ultimately accelerate positive impact as an investor and owner. EQT has dedicated sustainability teams working in close liaison with the Investment Advisory Professionals, supporting the implementation of sustainability-related topics across the organization and in dialogue with key external stakeholders.
- **Digitalization:** EQT believes that exploiting digital opportunities is critical for future-proofing the EQT Funds’ portfolio companies and assets. EQT aims to support the EQT Funds’ portfolio companies and assets in driving digital transformation and developing them into digital leaders in their respective industries. To achieve this, EQT has made significant investments in its own digital teams, infrastructure and capabilities. EQT looks to apply industry-specific and leading digital approaches and tools throughout every stage of an EQT Fund’s investment cycle, from the sourcing of deals to the due diligence of potential opportunities and the support in improvement of the portfolio companies and assets. EQT has also developed “Motherbrain”, a proprietary in-house artificial intelligence (AI) platform that supports certain investment strategies in identifying trends, sourcing and evaluating business opportunities as well as enhancing institutional knowledge. Motherbrain plays an important role for all of EQT Private Capital, including EQT Ventures, EQT Growth, EQT Private Equity and BPEA EQT, in enabling data-driven insights and work-flows, and sourcing and prioritizing potential investment opportunities and EQT is in the process of expanding Motherbrain to other investment strategies as well. Motherbrain supports the tracking of company life cycles rather than deal life-cycles, ending at a fund’s exit. By visualizing and making the data easily accessible, building on common corporate memory and collectively trained algorithms, Motherbrain aims to create a structural competitive advantage for EQT.

Overview of the Fund

The objective of the Fund is to deliver attractive risk-adjusted returns over the medium-to-long term for individual investors by primarily investing in or alongside a diversified portfolio of EQT Funds across some or all of EQT’s private market strategies from time to time. The Fund will seek to build a diversified portfolio over time while sufficiently managing its liquidity profile and aims to invest in and/or alongside EQT Funds according to their respective strategies from time to time. In line with EQT’s thematic focus and conviction-led investment approach, the Fund is expected to initially have a meaningful exposure to the healthcare and technology sectors through its investment in and/or alongside relevant EQT Funds.

Nature of the Fund and its Investments

The Fund will be investing in and/or alongside EQT Funds which are “closed-ended” and do not generally offer liquidity or a means for their investors (which will include the Fund) to redeem or otherwise withdraw their interests. Moreover, there are restrictions on investors in such EQT Funds (which will include the Fund) assigning or transferring their interests as investors in such EQT Funds as a means to generate liquidity and the underlying investments held by such EQT Funds are generally expected to be in unquoted companies which will be highly illiquid with no certainty that the EQT Funds will be able realise such investments in a timely manner (and such underlying EQT Funds will have no obligation to do so (or to make any distributions) in order to meet any redemption requests made by investors in the Fund. As such, potential investors in the Fund should note that while the Fund aims (and generally expects) to offer redemptions on a quarterly basis (except, where Shares are subject to the Lock-Up) by utilising the various liquidity tools available to it (as outlined in Section 3: “*Investment Information*” in the subsection entitled “*Deployment Strategy and Liquidity Management*”), “gates” or similar limitations or restrictions on redemptions may nonetheless be imposed (as described further in Section 5: “*Subscriptions, Redemptions and Other Transactions*”), and **the Fund should therefore only be considered a semi-liquid product which is not suitable for investors that are looking for, and is inherently less liquid than, a traditional open-ended structure (for example, UCITS products). Accordingly, potential investors should be aware that no guarantees can be made as to the ability of investors in ENXF SICAV to fully redeem their Shares at any given Redemption Date (as defined in Section 5: “*Subscriptions, Redemptions and Other Transactions*” below).**

Fund Investments and Co-Investments

The Fund's assets shall be invested in private market strategies by: (i) investing in primary commitments to EQT Funds that are in the fundraising phase (and, in certain cases, acquiring interests in previously launched EQT Funds on the

secondary market), in which the Fund will seek to invest the majority of its gross asset value, and (ii) making direct investments in companies or assets alongside one or more EQT Funds, in each case on a discretionary basis. Initially, the Fund intends to focus on investments in EQT Funds from the following business lines: **EQT Private Equity, EQT Value-Add Infrastructure, EQT Growth, EQT Ventures, EQT Life Sciences, BPEA EQT, EQT Future and EQT Exeter**. However, as noted above EQT currently has, and may in the future establish, other business lines, strategies, and investment products, and the Manager will have discretion to invest in any such existing or future business lines, strategies and/or products as well as discretion to discontinue investing in any of the aforementioned business lines, strategies and their related funds.

Warehoused Investments

Certain members of the EQT Firm have acquired interests in existing EQT Funds, including the funds known as EQT IX, EQT Infrastructure V, EQT Future, EQT Growth, EQT Ventures III and Baring Private Equity Asia VIII, as well as in certain co-investments alongside relevant EQT Funds. The Fund may therefore also have the opportunity to acquire all or part of one or more such investments currently held by members of the EQT Firm as ‘warehoused investments’. The offering of any such warehoused investments will be made (if at all) by the relevant member of the EQT Firm in its discretion. To the extent that the Fund intends to acquire any such investments, it is expected that such acquisitions would be made as and when sufficient subscriptions have been made to the Fund or in exchange for an in-kind subscription for Shares (or other interests or units in the Fund) by the relevant member of the EQT Firm, as provided for in Section 5: “*Subscriptions, Redemptions and Other Transactions–Subscription-In-Kind*”, and in each case, on a basis consistent with arm’s length terms.

2. SUMMARY OF TERMS

EQT Nexus Fund SICAV	
<p>The following information is presented as a summary of the principal terms relating to EQT Nexus Fund SICAV and is qualified in its entirety by reference to the articles of incorporation of EQT Nexus Fund SICAV (as amended, restated or otherwise modified from time to time, the “Articles”), the other terms of this Prospectus, the subscription document and related documentation with respect thereto (collectively, the “Fund Documentation”), copies of which will be provided to each prospective investor upon request. The Fund Documentation should be reviewed carefully. In the event of a conflict between the terms of this summary and the Fund Documentation (excluding the terms of this summary), the Fund Documentation will prevail. Capitalized terms not otherwise defined herein have the meaning set forth in Section 16: “Glossary of Defined Terms” of this Prospectus.</p>	
Manager:	EQT Fund Management S.à r.l. is the alternative investment fund manager of ENXF SICAV.
ENXF SICAV:	ENXF SICAV is a multi-compartment Luxembourg investment company with variable capital (<i>société d’investissement à capital variable</i>). ENXF SICAV has an umbrella structure consisting of one or more ring-fenced sub-funds (each, a “ Sub-Fund ”).
Investment Objective and Strategy:	<p>ENXF SICAV seeks to generate attractive risk-adjusted returns and medium-to-long term capital appreciation for individual investors by providing access to investments in a portfolio of current and future private market, commingled, blind-pool funds which are managed, advised and/or operated by, or affiliated with, EQT (the “Underlying EQT Funds”), diversified by strategy and maturity. ENXF SICAV may also participate in co-investment opportunities that arise from time to time alongside one or more EQT Funds (including the Underlying EQT Funds).</p> <p>ENXF SICAV aims to achieve its investment objective by investing, as a feeder fund, all or substantially all of its assets into ENXF (Master) FCP (as defined below), as the master fund to ENXF SICAV. ENXF (Master) FCP will, in turn, invest through ENXF Aggregator SCSp (as defined below) for the purpose of indirectly holding the Fund’s investments. ENXF Aggregator SCSp will not, for the avoidance of doubt, be a master fund to ENXF (Master) FCP. ENXF SICAV, ENXF (Master) FCP and ENXF Aggregator SCSp may each make investments through special purpose vehicles or other investment vehicles. See Section 3: “<i>Investment Information</i>” of this Prospectus.</p> <p>ENXF SICAV cannot assure prospective Shareholders of ENXF SICAV that it will achieve its investment objectives. See Section 17: “<i>Risk Factors, Potential Conflicts of Interest and Other Considerations</i>” of this Prospectus.</p>
Portfolio Allocation Targets:	<p>ENXF SICAV intends to focus the amounts subscribed to ENXF SICAV (which have not been redeemed and which have not been allocated to the Liquidity Sleeve (as defined below in Section 3: “<i>Investment Information</i>”) in making Fund Investments (as defined below in Section 3: “<i>Investment Information</i>”) but also has the ability to make co-investments alongside EQT Funds in respect of specific portfolio investments being made by such EQT Funds, in each case on a discretionary basis.</p> <p>While ENXF SICAV will seek to allocate such amounts across EQT’s various private market strategies (which may develop or change over time), it intends to initially have a significant focus on the following EQT business lines: EQT Private Equity, EQT Value-Add Infrastructure, EQT Growth, EQT Ventures, EQT Life Sciences, BPEA EQT, EQT Future and EQT Exeter, with approximately 50% to 70% of amounts (which are not allocated to the Liquidity Sleeve) allocated to EQT’s key funds within the EQT Private Equity and the EQT Value-Add Infrastructure business lines.</p> <p>In addition, ENXF SICAV will target an allocation of up to approximately 20% of the NAV of its investments in public and private debt and other securities as well as cash</p>

	<p>holdings, in order to provide income, facilitate capital deployment and act as a potential source of liquidity, in each case on a discretionary basis.</p> <p>For the avoidance of doubt, such focuses and targets set out in this Prospectus do not directly concern the investments made by ENXF SICAV but rather the indirect investments of the ENXF (Master) FCP. The foregoing represents overall allocation focuses and targets only; the actual allocation of investments may differ at any given time and may exceed or otherwise materially differ from those stated above (including with respect to allocations across EQT Funds).</p>
Minimum Initial Subscription:	<p>For EUR Share Classes (except Class B_{EUR} Shares, Class C_{EUR} Shares, Class D_{EUR} Shares and Class F_{EUR} Shares): €25,000.</p> <p>For Class B_{EUR} Shares: between €250,000 - €999,999.99 (inclusive).</p> <p>For Class C_{EUR} Shares: between €1,000,000 - €4,999,999.99 (inclusive).</p> <p>For Class F_{EUR} Shares: €5,000,000.</p> <p>For Class D_{EUR} Shares: €5,000,000.</p> <p>For USD Share Classes (except Class D_{USD} Shares and Class M_{USD} Shares): US\$25,000.</p> <p>For Class D_{USD} Shares and Class M_{USD} Shares: US\$5,000,000.</p> <p>For AUD Share Classes: AU\$500,000.</p> <p>For GBP Share Classes (except Class D_{GBP} Shares): £25,000.</p> <p>For Class D_{GBP} Shares: £5,000,000.</p> <p>For CHF Share Classes (except Class D_{CHF} Shares): CHF25,000.</p> <p>For Class D_{CHF} Shares: CHF5,000,000.</p> <p>For SGD Share Classes (except Class D_{SGD} Shares): SG\$25,000.</p> <p>For Class D_{SGD} Shares: SG\$5,000,000.</p> <p>For JPY Share Classes (except Class D_{JPY} Shares): JPY4,000,000.</p> <p>For Class D_{JPY} Shares: JPY800,000,000.</p>
Subscriptions:	<p>Subscriptions for shares of ENXF SICAV (“Shares”) will be accepted at the discretion of the Manager as of the first Business Day of each month. Shares will be issued at NAV per Share as of the end of the immediately preceding month. Subscription requests must be received by no later than 5 p.m. Central European Time at least seven Business Days prior to the last calendar day of such immediately preceding month (unless waived by ENXF SICAV).</p> <p>“Business Day” means any day on which securities markets in Luxembourg are open.</p>
Redemptions:	<ul style="list-style-type: none"> • Redemptions are expected to be offered each quarter at the NAV per Share as of the last calendar day of the quarter. Z Sub-Class Shares will be subject to a 5% deduction of their NAV on any redemption within 18 months of being issued. Redemptions of Y Sub-Class Shares will not be permitted within 36 months of being issued. • For the relevant quarterly period, Net Redemptions are generally limited to 5% of Fund NAV (measured using the average of the Fund NAV as of the end of each of the three months immediately prior to the month in which the Redemption Date falls). • Redemption Requests (as defined below in Section 5: “<i>Subscriptions Redemptions and Other Transactions</i>”) must be provided by no later than 5 p.m. Central European Time on the date falling 30 calendar days prior to the

	<p>Redemption Date. Settlements of Share redemptions are generally expected to be within 15 Business Days following the applicable NAV Publication Date (as defined below in Section 5: “<i>Subscriptions Redemptions and Other Transactions</i>”).</p> <ul style="list-style-type: none"> • Where Redemption Requests would otherwise exceed the Net Redemption limit set out above, they will be subject to “gates” or similar limitations which mean that Redemption Requests cannot be satisfied in full or at all on any given Redemption Date (unless otherwise determined by the Board of Directors or the Manager, as a delegate of the Board of Directors), as further described in Section 5: “<i>Subscriptions, Redemptions and Other Transactions—Redemption of Shares</i>” of this Prospectus. • Redemption Requests may otherwise be rejected in whole or in part by the Manager in exceptional circumstances and not on a systematic basis. See Section 5: “<i>Subscriptions, Redemptions and Other Transactions—Redemption of Shares</i>” of this Prospectus.
Subscription Fee	Certain financial intermediaries through which a Shareholder was placed in ENXF SICAV may charge such Shareholder upfront selling commissions, placement fees, subscription fees or similar fees (“ Subscription Fees ”) on Shares sold in the offering. No Subscription Fees will be paid with respect to automatic reinvestments of distributable amounts in the Fund.
Management Allocation:	<p>Z Sub-Class Shares: 1.35% of Adjusted NAV per annum, to be calculated, accrued and settled monthly.</p> <p>Y Sub-Class Shares: 1.25% of Adjusted NAV per annum, to be calculated, accrued and settled monthly.</p> <p>Class H Shares will not bear any Management Allocation.</p> <p>See Section 7: “<i>Fees, Allocations and Expenses of the Fund—Management Allocation</i>” for further details regarding the calculation of the Management Allocation.</p>
Servicing Fee:	<p>Class A Shares, Class K and Class L Shares: 0.85% per annum of their NAV, payable to financial intermediaries.</p> <p>Class B Shares: 0.60% per annum of their NAV, payable to financial intermediaries.</p> <p>Class C Shares: 0.45% per annum of their NAV, payable to financial intermediaries.</p> <p>Class F Shares: 0.25% per annum of their NAV, payable to financial intermediaries.</p> <p>Class I Shares, Class J Shares, Class D Shares, Class G Shares, Class H Shares and Class M Shares: 0.00% per annum of their respective NAVs.</p>
Underlying EQT Funds Fees, Priority Profit Share and Carried Interest	<p>ENXF SICAV will be required to (indirectly) bear its proportion of fees, costs, expenses, priority profit share (or the equivalent), and carried interest (or the equivalent) incurred in connection with its investments in the Underlying EQT Funds, provided however that any priority profit share, management fee or similar to be indirectly borne by ENXF SICAV as an indirect investor in the Underlying EQT Funds will, to the maximum extent possible, be met by the Management Allocation, or otherwise be applied against one another, as the Manager may in its discretion determine.</p> <p>See Section 7: “<i>Fees, Allocations and Expenses of the Fund— Fund Investments</i>” for further details regarding the calculation of carried interest.</p>
Co-Investment Fees and Carried Interest	Where ENXF SICAV makes a co-investment alongside an EQT Fund, in respect of such co-investment, ENXF SICAV will be required to bear its proportion of fees, costs

	<p>and expenses associated with such co-investment (including ongoing operating costs of any vehicles through which such co-investment is held).</p> <p>In addition, in respect of all Share Classes, save for Class H Shares only, ENXF SICAV will be required to bear its proportion of carried interest incurred in connection with such co-investments as follows: 15% of Total Return, subject to 5% Hurdle Amount and High Water Mark with a 100% Catch-Up (each as defined in Section 7: “<i>Fees, Allocations and Expenses of the Fund-Carried Interest</i>”), measured and paid quarterly and accruing monthly (subject to pro-rating for partial periods).</p> <p>In respect of Class H Shares, ENXF SICAV will not bear any proportion of carried interest incurred in connection with such co-investments.</p> <p>See Section 7: “<i>Fees, Allocations and Expenses of the Fund— Co-Investments</i>” for further details regarding carried interest.</p>
Distributions and Reinvestment:	<p>All Shares will be “accumulation” such that distributions will be automatically reinvested in the Fund unless the Board of Directors of ENXF SICAV or its delegate determines in its discretion that a cash distribution shall be made. Where distributable amounts are determined to be made available for distribution (as determined by the Manager as a delegate of the Board of Directors), distributions are expected on a quarterly basis.</p> <p>ENXF SICAV cannot guarantee that it will make distributions, and any distributions will be made at the discretion of the Board of Directors or its delegate.</p>
Leverage:	The Fund will not incur indebtedness, directly or indirectly, that would cause the Leverage Ratio (as defined below) to be in excess of 30%.
Term:	Unlimited.
The Sub-Fund(s)	ENXF SICAV - I is an open-ended, commingled sub-fund of ENXF SICAV. Information in this Prospectus applies to ENXF SICAV and each Sub-Fund unless otherwise noted in the appendix related to the applicable Sub-Fund included as a part of this Prospectus.

3. INVESTMENT INFORMATION

Information on Investments

ENXF SICAV is an open-ended fund which seeks to generate attractive risk-adjusted returns and medium-to-long term capital growth for individual investors by investing in a variety of ways, including:

- (i) primarily through making capital commitments to Underlying EQT Funds and, in certain cases, undertaking secondary market purchases of existing interests in established Underlying EQT Funds (“**Fund Investments**”), and
- (ii) through participating in investments alongside EQT Funds in respect of certain of such EQT Funds’ portfolio investments (“**Co-Investments**”),

in each case, on a discretionary basis and subject to the terms and conditions of such Underlying EQT Funds’ and EQT Funds’ governing documents and terms and conditions governing any such Co-Investments. Each investment into Fund Investments or Co-Investments is referred to as an “**Investment**”.

While ENXF SICAV will allocate the amounts subscribed to ENXF SICAV (which have not been redeemed and which have not been allocated to the Liquidity Sleeve (as defined below)) across EQT’s various private market strategies (which may develop or change over time), it intends to initially have a focus on the following EQT business lines: EQT Private Equity, EQT Value-Add Infrastructure, EQT Growth, EQT Ventures, EQT Life Sciences, BPEA EQT, EQT Future and EQT Exeter, with approximately 50% to 70% of such amounts allocated to EQT’s key funds within the EQT Private Equity and the EQT Value-Add Infrastructure business lines. Please refer to Section 1: “*Overview of EQT and the Fund-The EQT Private Market Business Lines*” for an overview of the various EQT strategies.

In addition, ENXF SICAV will target an allocation of up to approximately 20% of the NAV of its investments in public and private debt and other securities as well as cash holdings, in order to provide income, facilitate capital deployment and act as a potential source of liquidity, in each case on a discretionary basis (the “**Liquidity Sleeve**”).

Investments may differ materially from the allocations described above from time to time, which represent general focuses and targets only (including with respect to allocations across EQT Funds). Such variations may arise due to various considerations including the availability of suitable investment opportunities consistent with the overall strategy for the Fund, any large inflows of capital over a short period of time, an increase in Redemption Requests and/or other cash or liquidity requirements, and more generally the Manager’s assessment of the relative attractiveness of investment opportunities at any given time having regard to the prevailing market conditions, liquidity management and other relevant considerations. For the avoidance of doubt, such allocation targets set out in this Prospectus do not directly concern the investments made by ENXF SICAV but rather the indirect investments of the ENXF (Master) FCP (as defined below).

ENXF SICAV aims to achieve its investment objective by investing, as a feeder fund, all or substantially all of its assets into ENXF (Master) FCP, as the master fund to ENXF SICAV. ENXF (Master) FCP will, in turn, invest through ENXF Aggregator SCSp (as defined below) for the purpose of indirectly holding the Fund’s investments. ENXF SICAV, ENXF (Master) FCP and ENXF Aggregator SCSp may each make investments through special purpose vehicles, operating companies or platforms, joint ventures, other investment vehicles and listed companies.

Investments in Underlying EQT Funds

Each Underlying EQT Fund in connection with EQT’s private market strategies is generally formed of one or more limited partnerships for which one or more members of the EQT Firm will act as the general partner, manager and/or operator and which may admit third party investors as limited partners. Where the Fund participates in a Fund Investment, it is expected to participate as a third party limited partner in one or more of such limited partnerships for the relevant Underlying EQT Fund.

Underlying EQT Funds are typically closed-ended and generally have a term length of at least approximately 10 to 12 years although this may vary depending on the specific strategy of the Underlying EQT Fund and the term of any such Underlying EQT Fund is often subject to extension. As well as making direct investments in Underlying EQT Funds, the Fund, in certain cases, may also participate in a Fund Investment through undertaking secondary market purchases

of existing interests held in established Underlying EQT Funds and, in such circumstances, it is expected that at least part of the term length of the relevant Underlying EQT Fund will have elapsed.

In general, the lifecycle of an Underlying EQT Fund can be divided into three phases which often overlap. Set out below is a broad summary of each phase:

- **Fundraising period:** As Underlying EQT Funds are typically closed-ended, there is generally a limited period of time during which capital commitments are raised from investors. After the fundraising period finishes and a “final close” of the acceptance of capital commitments from investors is declared, generally no further capital commitments may be accepted. Historically, the fundraising period of certain existing Underlying EQT Funds has been approximately 12 months, although variations have occurred and may occur in the future for, as yet, unestablished Underlying EQT Funds.
- **Commitment period:** The commitment period for an Underlying EQT Fund typically represents the period of time during which the relevant Underlying EQT Fund sources new investments and during which it is allowed to request capital contributions from its investors in accordance with their capital commitments to such Underlying EQT Fund, in order to finance the acquisition of such investments. The commitment period typically commences: (a) when the Underlying EQT Fund begins to invest its investors’ capital commitments, which does not necessarily coincide with the finalisation of the fundraising period, or (b) the end of the commitment period of a predecessor fund (which generally will have a similar strategy) or such time as the predecessor fund has invested or committed for investment as least 75% of its capital commitments. The commitment period of Underlying EQT Funds typically (but not necessarily always and depending on fund strategy) ends at: (i) the fifth or sixth anniversary of the “final close”, (ii) an earlier date as determined by the general partner, manager and/or operator of the relevant Underlying EQT Fund provided that at least 75% of capital commitments to the relevant Underlying EQT Fund have been invested or committed for investment, or (iii) following the occurrence, in certain specific circumstances, of a so-called "suspension period" which is not lifted in accordance with the Underlying Fund Documentation. Previous commitment periods for established Underlying EQT Funds have typically been open for 3-5 years, but vary depending on a range of factors, including the Underlying EQT Fund's investment strategy, the availability of suitable investment opportunities and other considerations.
- **Post-commitment period:** Following the commitment period, the general partner, manager and/or operator of the relevant Underlying EQT Fund will aim to focus on continued value creation potential in such fund’s portfolio companies and assets and the realisation of investments (which may also have taken place during the fundraising and/or commitment period) to, insofar as is possible, enable such fund to return investment proceeds to its investors. In certain circumstances (as generally determined by its governing documents), an Underlying EQT Fund may require its investors to make capital contributions after the commitment period including (but not limited to) for the purposes of meeting liabilities of the relevant Underlying EQT Fund and/or its investments (which may arise after the end of such fund’s term) and to make further investments where these relate to existing investments made by the relevant Underlying EQT Fund.

As the Fund's subscription proceeds may only be invested in Fund Investments when the Underlying EQT Funds make a request for capital contributions from their investors, there may be significant periods of time where the Fund is not able to invest the portion of the Fund’s capital it would otherwise have invested were such constraint not present. The subscription strategy of the Fund seeks for inflows of capital to the Fund to become substantially invested over time while still providing sufficient liquidity as further described below in the sub-section entitled “*Deployment Strategy and Liquidity Management*”. The Manager and/or its advisors will maintain financial models for the Fund to project sources and uses of liquidity, including cash flows related to investments, distributions, subscriptions, redemptions, hedging, and lines of credit.

An Underlying EQT Fund typically requires its investors to bear: (i) fees, costs, expenses and liabilities in connection with the organisation and establishment of such fund, and (ii) ongoing fees, costs, expenses and liabilities of such fund, in addition to any allocation of priority profit share (or similar) to the general partner, manager and/or operator of such fund, in each case subject to any offset or similar arrangement put in place by the Manager in respect of amounts borne by Fund investors at the level of the Fund.

While Underlying EQT Funds have typically been structured as limited partnerships, the structures of Underlying EQT Funds may evolve over time and one or more Underlying EQT Funds may not necessarily be structured as one or more limited partnerships (and may, for instance (but not necessarily), take the form of a corporate structure whereby their investors hold shares rather than limited partnership interests). Where the Fund is to participate in an

Underlying EQT Fund, the Manager will evaluate in its discretion the appropriate Underlying EQT Fund vehicle (to the extent more than one is available) for the Fund to participate in.

Co-Investments alongside EQT Funds

The Fund may also participate in one or more Co-Investment opportunities alongside EQT Funds. Such Co-Investment opportunities typically arise in situations in which the general partner, manager and/or operator of an EQT Fund determines that such EQT Fund should not take up an entire investment opportunity and that one or more parties, possibly including the Fund, should participate in the investment opportunity alongside such EQT Fund. Where the Fund participates in a Co-Investment opportunity, such Co-investment will typically be made, held and realised on substantially the same terms as the relevant EQT Fund according to decisions made by such EQT Fund. Any such Co-Investment opportunities will be offered at the discretion of such general partner, manager and/or operator of such EQT Fund and such general partner, manager and/or operator has no obligation to offer such opportunities to the Fund or Shareholders. Investing in the Fund does not entitle a Shareholder to allocations of Co-Investment opportunities (directly, or through being a Shareholder in the Fund).

While the Manager will determine on behalf of the Fund whether or not to participate in a relevant Co-Investment opportunity (having regard to the wider objectives of the Fund and its investment strategy), it will not have any ‘say’ or input over what Co-Investment opportunities are presented to it (which will be determined by the general partner, manager and/or operator of the relevant EQT Fund in respect of which a Co-Investment opportunity arises).

Deployment Strategy and Liquidity Management

Recognising that making capital commitments to Underlying EQT Funds is dependent on the fundraising and deployment schedules of the relevant Underlying EQT Funds (leading to Fund capital allocated to such Fund Investments not necessarily being deployed as promptly as might otherwise have been the case), the Manager intends to also participate in Co-Investments and, in certain cases, secondary market purchases of existing interests in established Underlying EQT Funds (in each case, where available) in order to reduce the time period that cash held by the Fund is not deployed in investment opportunities. Holding cash which otherwise is eligible to be deployed in investment opportunities may result in an opportunity cost for the Fund which corresponds to the potential returns the Fund may have received if such cash had been deployed in such investment opportunities during any such holding period. However, holding cash may also enable the Manager to provide the Fund with more liquidity to service redemptions and enable the Fund to participate in investment opportunities on shorter notice, than otherwise would have been possible. The Manager therefore intends to manage the Fund’s deployment strategy with the aim of optimising liquidity through the Liquidity Sleeve while maintaining an appropriate level of invested capital. With respect to Fund Investments, unfunded amounts generally are deployed over time as and when the Underlying EQT Funds identify investment opportunities, which may take a period of several years, the timing of which is not within the control of the Fund. Further, investments made by an Underlying EQT Fund can potentially be realised by such Underlying EQT Fund earlier than expected, or represent short-term or bridging investments, which generate recallable distributions to its investors (such as the Fund) prior to such Underlying EQT Fund’s capital commitments being fully drawn down. As a result, a significant invested level, particularly in Fund Investments, could be difficult to achieve and maintain without an appropriate deployment strategy. The Fund will retain cash and cash equivalents, and intends to have credit available via a credit facility where obtainable on reasonable terms, in sufficient amounts to satisfy capital calls from Underlying EQT Funds.

ENXF SICAV will target as its Liquidity Sleeve an allocation of up to approximately 20% of the NAV of its investments in public and private debt and other securities as well as cash or similar holdings, in order to provide income, facilitate capital deployment and act as a potential source of liquidity to support redemptions, investment activities and liabilities of ENXF SICAV (including, without limitation, fees, allocations and expenses (including the Management Allocation) and Underlying EQT Fund capital calls for investments as well as for “givebacks” or recalls of proceeds from Underlying EQT Funds which have been triggered). The Manager intends for the Fund’s liquidity management strategy to be formulated and implemented alongside the Fund’s deployment strategy to fulfil its aim of keeping the Fund substantially invested and minimising cash-drag where possible by allocating assets based on anticipated future distributions from Investments, while taking anticipated cash flows into account, such as those relating to Fund fees, new subscriptions, redemptions and any distributions made to Shareholders (or investors in Parallel Entities) that the Manager (as a delegate of the Board of Directors in the case of ENXF SICAV) has determined should not be reinvested.

In addition to maintaining the Liquidity Sleeve, making secondary market purchases of existing interests in established Underlying EQT Funds, undertaking Co-Investments and implementing the redemption procedures (including the Extraordinary Dealing Procedure) set out in Section 5: “*Subscriptions, Redemptions and Other Transactions*”, the Manager may (but is not obliged to) use in its discretion other tools and methods to manage and optimise the Fund’s liquidity and investment schedule including through arranging:

- (i) for one or more members of the EQT Firm (or other third parties) to: (a) make and warehouse Investments during periods where the Fund has insufficient capital to make such Investments itself, such that the Fund may purchase all or part of such Investments from the relevant member(s) of the EQT Firm (or such other third parties) at such time the Manager determines in its discretion is optimal for the Fund (having regard, amongst other factors, to incoming subscription amounts); (b) purchase one or more investments from the Fund (particularly where liquidity is needed on a time-constrained basis); and (c) subscribe for Shares, units or other relevant interests in one or more Fund entities in return for providing subscription proceeds;
- (ii) for the Fund to have access to a short term credit facility (which may or may not be provided by a member of the EQT Firm and for which the Fund would be expected to bear costs and fees, and grant security, in respect thereof), such that the Fund may utilise such credit facility where the Manager determines in its discretion cash is required to be held or utilised by the Fund for purposes including, but not limited to, meeting Fund liabilities (including for example, Redemption Requests, capital calls from Underlying EQT Funds, payments for Fund Expenses, the Management Allocation, etc.) and making Investments, in each case with a view to discharging the Fund’s liabilities under such credit facility using income received from Investments and Liquidity Sleeve investments (including the disposal thereof) and subscription proceeds received from new Share subscriptions; and
- (iii) for the general partner, manager or operator (as applicable) of an Underlying EQT Fund to, where viable and appropriate as deemed in such general partner’s, manager’s or operator’s discretion, allow the Fund to elect on a per instance basis for its capital to be drawn down at the same time as such Underlying EQT Fund’s credit facility (to the extent one is available) is drawn down in respect of the other investors in such Underlying EQT Fund, instead of the Underlying EQT Fund’s credit facility being drawn down in respect of the Fund as well, for the purpose of the Fund being able to deploy its capital sooner than would otherwise be the case, where the Manager considers this to be an appropriate course of action.

Such tools and methods to manage the Fund’s liquidity may be employed at the Manager’s discretion and are subject to availability at the relevant time. Accordingly, no guarantees can be given as to the availability or use of any such tools and/or methods. Other tools, methods and/or strategies for managing liquidity may also develop and be utilised by the Manager, from time to time. Where the Fund is to dispose of one or more investments of the Fund (including only part of such investments) to one or more members of the EQT Firm in accordance with sub paragraph (i)(b) of this sub-section “*Deployment Strategy and Liquidity Management*”, the Manager will have discretion as to the identity of the investments to be disposed, the pace and frequency of the disposal(s), the basis on which investments are selected to be disposed (for example, the Fund could dispose of specific individual investments, dispose of portions of each investment (or a certain group of investments) on a pro rata basis, dispose of investments of a particular strategy, asset or geographical focus, vintage, etc.) and, subject as otherwise set out in this Prospectus, the process and terms of such disposal.

Where a member of the EQT Firm subscribes for Shares, units or other relevant interests in one or more Fund entities (including, without limitation, to provide subscription proceeds in order to enable appropriate management of the Fund’s liquidity in accordance with sub-paragraph (i)(c) of this sub-section “*Deployment Strategy and Liquidity Management*” and/or to improve the Fund’s ability to participate in investments), then such Shares, units or other relevant interests may subsequently be redeemed at the Manager’s request and will not be subject to any of the limitations in Section 5: “*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*”.

Investment Recommendation and Decision Making Process

Having regard to the above, in determining Investments to be made by the Fund, the Manager intends for the investment decision process and governance model set out below to be followed:



- Step 1:** The Advisory Head of Investment Strategy (as defined below) will liaise with the relevant EQT Executives leading on prospective: (i) fundraisings for Underlying EQT Funds, (ii) disposals of existing interests in Underlying EQT Funds (by EQT or a third party), and (iii) capital raisings for prospective co-investment opportunities, in each case to establish the pipeline of prospective investment opportunities which the Fund may be eligible to participate in.
- Step 2:** The Advisory Head of Investment Strategy shall analyse the merits of prospective investment opportunities as they crystallise against the Fund's intended investment strategy, investment schedule and liquidity requirements and make an assessment as to the investment opportunities which would be optimal for the Fund to participate in.
- Step 3:** The Advisory Head of Investment Strategy shall make a proposal and recommendation in respect of an investment opportunity it has determined to be appropriate for the Fund to an investment committee comprising EQT Executives within EQT Partners and/or within EQT AB in respect of the Fund's strategy. Such investment committee will confirm to the Advisory Head of Investment Strategy whether or not it agrees with the recommendation made by the Advisory Head of Investment Strategy (including whether the Fund participates in such investment opportunity under certain conditions or provided that certain amendments to the investment proposal are made).
- Step 4:** Following a positive recommendation of the investment proposal from the investment committee within EQT Partners in respect of the Fund, the Advisory Head of Investment Strategy shall provide the investment proposal to the Manager for its consideration in view of the Fund's intended investment strategy, investment schedule and liquidity requirements. If the Manager's investment committee agrees with such recommendation and decides to approve such investment proposal, the Manager shall then take the required steps to cause the Fund to seek to participate in the relevant investment opportunity. If deemed necessary by the Manager, the Manager may also appoint an Investment Advisory Committee to provide independent recommendations on whether or not to cause the Fund to commit to investment opportunities and exits.

From time to time and depending on the particular investment opportunity, the Manager may require one or more of the steps above to be amended or supplemented as it determines is required in its discretion (for example, for the purposes of adapting to the specific circumstances of a particular investment opportunity).

For the purpose described herein, “**Advisory Head of Investment Strategy**” shall mean the Investment Advisory Professional responsible for advising on the Fund's investment strategy at the relevant time, together with, as applicable, other Investment Advisory Professionals (if any) which assist such person from time to time in connection with their role advising on the Fund's investment strategy. As part of the decision-making process outlined above, the Advisory Head of Investment Strategy may also seek input from the relevant professional(s) responsible for the Fund's liquidity management from time to time.

Investment Restrictions

In accordance with the diversification requirements of Circular IML 91/75 (and subject to the ramp-up period and other exceptions described further below), the Fund will not directly or indirectly invest more than 20% of its NAV at the time of investment in any single Investment; provided that no remedial action will be required if such restriction is exceeded for any reason (including the exercise of rights attached to an Investment or the value of certain Investments increasing relative to others over time) other than the acquisition of a new Investment.

Notwithstanding the preceding sentence, the foregoing 20% diversification requirement will not be deemed to be breached as a result of changes in the price or value of Investments; provided that in such circumstances the Manager shall have regard to the diversification requirements for the Fund. This 20% diversification requirement will also not apply during a ramp-up period of up to three years after the first subscription made by a non-EQT investor to the Fund is accepted.

For the avoidance of doubt, these restrictions are subject to any modification or further limitation in each Sub-Fund of ENXF SICAV, as further stated in the appendix applicable to such Sub-Fund.

For the purpose of the foregoing limitations, the amount invested in respect of any Investment will be net of indebtedness and will not take into account the allocated or expected indebtedness that the Manager deems related to

the Investment being acquired, whether incurred specifically at the level of the Underlying EQT Fund (or co-investment vehicle with respect to Co-Investments) or allocated from other vehicle indebtedness.

Structure of Investments

ENXF SICAV will invest all or substantially all of its assets into one or more sub-funds of the ENXF (Master) FCP, which will invest all or substantially all of their assets through the ENXF Aggregator SCSp. ENXF Aggregator SCSp will not, for the avoidance of doubt, be a master fund to ENXF (Master) FCP.

To the extent additional vehicles are established in parallel to such ENXF Aggregator SCSp (the “**ENXF Aggregator SCSp Parallel Vehicles**”), its Feeder Vehicles and Parallel Vehicles (as defined below) will, to the extent reasonably possible (and taking account of any differences in their respective investment objectives, strategies and/or terms more generally), rebalance their interests among the ENXF Aggregator SCSp Parallel Vehicles in order to maintain a consistent holding in each separate vehicle.

Parallel Entities

If it considers appropriate for any legal, tax, regulatory, compliance, structuring or other considerations of ENXF SICAV or of certain actual or prospective Shareholders, the Manager, or any of its affiliates may, in its discretion, establish one or more parallel vehicles to invest, directly or indirectly, alongside ENXF SICAV (“**Parallel Vehicles**”), which may not have investment objectives and/or strategies that are identical to the investment objectives and strategies of ENXF SICAV and/or feeder vehicles to invest through ENXF (Master) FCP (“**Feeder Vehicles**,” and collectively with Parallel Vehicles and ENXF Aggregator SCSp Parallel Vehicles, “**Parallel Entities**”). The costs and expenses associated with the organization and operation of any Parallel Entity may be apportioned to, and borne solely by, the investors participating in such Parallel Entity or be allocated among ENXF SICAV, ENXF Aggregator SCSp and any Parallel Entities as determined by the Manager in its reasonable discretion. Investors should note that, as a result of the legal, tax, regulatory, compliance, structuring or other considerations mentioned above, the terms of such Parallel Entities may substantially differ from the terms of ENXF SICAV. In particular, such differences may cause Parallel Entities to subscribe at a different NAV per unit in ENXF (Master) FCP or ENXF Aggregator SCSp than ENXF SICAV.

If it considers it appropriate for any legal, tax, regulatory, accounting, compliance, structuring or other considerations, the Manager or any of its affiliates may, in its discretion, establish and introduce one or more intermediate entities through which ENXF (Master) FCP and/or any Parallel Entities shall invest in ENXF Aggregator SCSp.

Leverage

The Fund may utilise leverage, incur indebtedness (including on a cross-collateralised basis or on a joint and/or several basis or otherwise) and utilise other credit support (including from one or more members of the EQT Firm) for any purpose, including to fund all or a portion of the capital necessary for an Investment. The Fund will not, however, incur indebtedness, directly or indirectly, that would cause the Leverage Ratio (as defined below) to be in excess of 30% (the “**Leverage Limit**”); *provided* that no remedial action will be required if the Leverage Limit is exceeded for any reason (including the exercise of rights attached to an investment or the value of certain investments increasing relative to others over time) other than the incurrence of an increase in indebtedness.

For these purposes:

“**Leverage Ratio**” means, on the date of incurrence of any such indebtedness, the quotient obtained by dividing (i) Aggregate Net Leverage (as defined below) by (ii) Total Assets (as determined in accordance with the Valuation Policy).

“**Aggregate Net Leverage**” means the aggregate amount of recourse indebtedness for borrowed money (e.g., bank debt) of the Fund *minus* (i) cash and cash equivalents of the Fund, and, without duplication, (ii) cash used in connection with funding a deposit in advance of the closing of an Investment and working capital advances.

“**Total Assets**” means the month-end values of investments, in addition to the value of any other assets (such as cash on hand), as determined in accordance with the Valuation Policy adopted for the Fund. The Valuation Policy may be changed from time to time by the Manager in its discretion.

For purposes of determining Aggregate Net Leverage, the Manager shall use the principal amount of borrowings, and not the valuations of the Fund’s borrowings as described in Section 6: “*Valuation and Calculation of Net Asset Value—Liabilities,*” and may, in its discretion, determine which securities and other instruments are deemed to be cash equivalents. The Fund’s assets or any part thereof, including any accounts of Fund entities, may be pledged in connection with any credit facilities or borrowings. From time to time, the Leverage Limit may be exceeded, including to satisfy short-term liquidity needs, refinance existing borrowings or for other obligations. For the avoidance of doubt, the Leverage Limit does not apply to indebtedness at the level of investments, guarantees of indebtedness, indemnities, letters of credit, “bad boy” guarantees or other related liabilities that are not recourse indebtedness for borrowed money, and are not directly or indirectly related to indebtedness for borrowed money.

Fund entities may, but are not obligated to, engage in hedging transactions for the purpose of efficient portfolio management. The Manager may review its hedging policy from time to time depending on movements and projected movements of the relevant currencies and interest rates and the availability of cost-effective hedging instruments for relevant Fund entities at the relevant time.

Please also refer to the sub-section above entitled “*Deployment Strategy and Liquidity Management*” and to Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Leverage.*”

Reference Currency

ENXF SICAV is denominated in Euro (EUR) (the “**Reference Currency**”).

Share Class	Currency of NAV and NAV per Share reported to Shareholders	Currency of returns calculated and reported to Shareholders	Currency of subscription payments	Currency of distributions
EUR Share Classes			EUR	
USD Share Classes			USD	
AUD Share Classes			AUD	
GBP Share Classes			GBP	
CHF Share Classes			CHF	
SGD Share Classes			SGD	
JPY Share Classes			JPY	

Gains or losses regarding non-EUR, non-USD, non-AUD, non-GBP, non-CHF, non-SGD or non-JPY investments (as applicable) may include currency fluctuations relative to EUR, USD, AUD, GBP, CHF, SGD or JPY (as applicable).

4. SHARE CLASS INFORMATION

Share Classes of ENXF SICAV

The following classes of Shares (“Classes”) are open to Shareholders in ENXF SICAV:

Share Classes whose currency is EUR (“EUR Share Classes”)						
Class	Minimum Initial Subscription Amount ¹	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ²	Typical Type of Shareholder
A _{EUR-Y}	€25,000	€1,000	1.25%	0.85%	No redemption available within 36 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
A _{EUR-Z}	€25,000	€1,000	1.35%	0.85%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
I _{EUR-Y}	€25,000	€1,000	1.25%	N/A	No redemption available within 36 months of issuance.	Shareholders who are financial professionals making investments on behalf of their clients within a discretionary asset management relationship or Shareholders who are located in jurisdictions that do not permit payment of Shareholder servicing or similar fees.
I _{EUR-Z}	€25,000	€1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are financial professionals making investments on behalf of their clients within a discretionary asset management relationship or Shareholders who are located in jurisdictions that do not permit payment of Shareholder servicing or similar fees.
L _{EUR-Y}	€25,000	€1,000	1.25%	0.85%	No redemption available within	Shareholders, who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe to and/or hold

¹ For subscriptions of Class B Shares, Class C Shares and Class F Shares, the subscribing investor shall not be required to subscribe for such minimum initial subscription amount if the subscribing investor’s Eligible Aggregate Subscription Amount (as defined below) is, at the date of such subscription, equal to the minimum initial subscription amount listed for the relevant Class.

² The redemption restrictions set out in this table are not exhaustive and each Share Class will be subject to the restrictions expressed to apply to it in this Prospectus, including in Section 5: “Subscriptions, Redemptions and Other Transactions”. Prospective Shareholders should therefore ensure this Prospectus is reviewed in its entirety in order to establish the redemption restrictions applicable to any Share Class.

Share Classes whose currency is EUR (“EUR Share Classes”)						
Class	Minimum Initial Subscription Amount ¹	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ²	Typical Type of Shareholder
					36 months of issuance.	such shares, for example, because such Shareholders have a specific characteristic or are subject to a specific law or regulation which the Board of Directors (or the Manager as a delegate of the Board of Directors) deems would make other Share Classes unsuitable for such Shareholders.
LEUR-Z	€25,000	€1,000	1.35%	0.85%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders, who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe to and/or hold such shares, for example, because such Shareholders have a specific characteristic or are subject to a specific law or regulation which the Board of Directors (or the Manager as a delegate of the Board of Directors) deems would make other Share Classes unsuitable for such Shareholders.
BEUR-Y	€250,000 - €999,999.99 (inclusive)	€1,000	1.25%	0.60%	<u>No</u> redemption available within 36 months of issuance.	Shareholders who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount (as defined below) being equal to an amount between €250,000 and €999,999.99 (inclusive); and (ii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary).
BEUR-Z	€250,000 - €999,999.99 (inclusive)	€1,000	1.35%	0.60%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount (as defined below) being equal to an amount between €250,000 and €999,999.99 (inclusive); and (ii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary).
CEUR-Y	€1,000,000 - €4,999,999.99 (inclusive)	€1,000	1.25%	0.45%	<u>No</u> redemption available within 36 months of issuance.	Shareholders who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount (as defined below) being equal to an amount between

Share Classes whose currency is EUR (“EUR Share Classes”)						
Class	Minimum Initial Subscription Amount ¹	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ²	Typical Type of Shareholder
						€1,000,000 and €4,999,999.99 (inclusive); (ii) are persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; and (iii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary).
C _{EUR-Z}	€1,000,000 - €4,999,999.99 (inclusive)	€1,000	1.35%	0.45%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount (as defined below) being equal to an amount between €1,000,000 and €4,999,999.99 (inclusive); (ii) are persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; and (iii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary).
F _{EUR-Y}	€5,000,000	€1,000	1.25%	0.25%	<u>No</u> redemption available within 36 months of issuance.	Shareholders who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount (as defined below) being at least equal to €5,000,000; (ii) are persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; and (iii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary).
F _{EUR-Z}	€5,000,000	€1,000	1.35%	0.25%	Early Redemption Deduction applies to any redemption	Shareholders who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount (as defined below) being at least equal to €5,000,000; (ii) are

Share Classes whose currency is EUR (“EUR Share Classes”)						
Class	Minimum Initial Subscription Amount ¹	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ²	Typical Type of Shareholder
					within 18 months of issuance.	persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; and (iii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary).
D- _{EUR-Y}	€5,000,000	€1,000	1.25%	N/A	<u>No</u> redemption available within 36 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least €5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.
D- _{EUR-Z}	€5,000,000	€1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least €5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.
H- _{EUR}	€25,000	€1,000	N/A	N/A	N/A	Shareholders who are members of the EQT Firm or any of their respective affiliates or associated persons, as determined by the Manager (as a delegate of the Board of Directors) in its discretion.

Share Classes whose currency is USD (“USD Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ³	Typical Type of Shareholder
A _{USD-Y}	US\$25,000	US\$1,000	1.25%	0.85%	No redemption available within 36 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
A _{USD-Z}	US\$25,000	US\$1,000	1.35%	0.85%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
K _{USD-Z}	US\$25,000	US\$1,000	1.35%	0.85%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
I _{USD-Y}	US\$25,000	US\$1,000	1.25%	N/A	No redemption available within 36 months of issuance.	Shareholders who are financial professionals making investments on behalf of their clients within a discretionary asset management relationship or Shareholders who are located in jurisdictions that do not permit payment of Shareholder servicing or similar fees.
I _{USD-Z}	US\$25,000	US\$1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are financial professionals making investments on behalf of their clients within a discretionary asset management relationship or Shareholders who are located in jurisdictions that do not permit payment of Shareholder servicing or similar fees.
J _{USD-Z}	US\$25,000	US\$1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption	Shareholders who are financial professionals making investments on behalf of their clients within a discretionary asset management relationship or Shareholders who are

³ The redemption restrictions set out in this table are not exhaustive and each Share Class will be subject to the restrictions expressed to apply to it in this Prospectus, including in Section 5: “Subscriptions, Redemptions and Other Transactions”. Prospective Shareholders should therefore ensure this Prospectus is reviewed in its entirety in order to establish the redemption restrictions applicable to any Share Class.

Share Classes whose currency is USD (“USD Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ³	Typical Type of Shareholder
					within 18 months of issuance.	located in jurisdictions that do not permit payment of Shareholder servicing or similar fees.
D _{USD-Y}	US\$5,000,000	US\$1,000	1.25%	N/A	<u>No</u> redemption available within 36 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least US\$5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.
M _{USD-Y}	US\$5,000,000	US\$1,000	1.25%	N/A	<u>No</u> redemption available within 36 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class M Shares for which the aggregate subscription price was, at least US\$5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.
D _{USD-Z}	US\$5,000,000	US\$1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least US\$5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares

Share Classes whose currency is USD (“USD Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ³	Typical Type of Shareholder
						via a financial intermediary or registered financial adviser.
M _{USD-Z}	US\$5,000,000	US\$1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class M Shares for which the aggregate subscription price was, at least US\$5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.

Share Classes whose currency is AUD (“AUD Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁴	Typical Type of Shareholder
G _{AUD-Y}	AU\$500,000	AU\$1,000	1.25%	N/A	<u>No</u> redemption available within 36 months of issuance.	Shareholders who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares.
G _{AUD-Z}	AU\$500,000	AU\$1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares.

⁴ The redemption restrictions set out in this table are not exhaustive and each Share Class will be subject to the restrictions expressed to apply to it in this Prospectus, including in Section 5: “Subscriptions, Redemptions and Other Transactions”. Prospective Shareholders should therefore ensure this Prospectus is reviewed in its entirety in order to establish the redemption restrictions applicable to any Share Class.

Share Classes whose currency is GBP (“GBP Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁵	Typical Type of Shareholder
A _{GBP-Z}	£25,000	£1,000	1.35%	0.85%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
I _{GBP-Z}	£25,000	£1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares.
D _{GBP-Y}	£5,000,000	£1,000	1.25%	N/A	<u>No</u> redemption available within 36 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least £5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.
D _{GBP-Z}	£5,000,000	£1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least £5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which

⁵ The redemption restrictions set out in this table are not exhaustive and each Share Class will be subject to the restrictions expressed to apply to it in this Prospectus, including in Section 5: “Subscriptions, Redemptions and Other Transactions”. Prospective Shareholders should therefore ensure this Prospectus is reviewed in its entirety in order to establish the redemption restrictions applicable to any Share Class.

Share Classes whose currency is GBP (“GBP Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁵	Typical Type of Shareholder
						they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.

Share Classes whose currency is CHF (“CHF Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁶	Typical Type of Shareholder
A _{CHF-Z}	CHF25,000	CHF1,000	1.35%	0.85%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
I _{CHF-Z}	CHF25,000	CHF1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares.
D _{CHF-Y}	CHF5,000,000	CHF1,000	1.25%	N/A	<u>No</u> redemption available within 36 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least CHF5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares

⁶ The redemption restrictions set out in this table are not exhaustive and each Share Class will be subject to the restrictions expressed to apply to it in this Prospectus, including in Section 5: “Subscriptions, Redemptions and Other Transactions”. Prospective Shareholders should therefore ensure this Prospectus is reviewed in its entirety in order to establish the redemption restrictions applicable to any Share Class.

Share Classes whose currency is CHF (“CHF Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁶	Typical Type of Shareholder
						via a financial intermediary or registered financial adviser.
D _{CHF-Z}	CHF5,000,000	CHF1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least CHF5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.

Share Classes whose currency is SGD (“SGD Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁷	Typical Type of Shareholder
A _{SGD-Z}	SG\$25,000	SG\$1,000	1.35%	0.85%	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.
I _{SGD-Z}	SG\$25,000	SG\$1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares.

⁷ The redemption restrictions set out in this table are not exhaustive and each Share Class will be subject to the restrictions expressed to apply to it in this Prospectus, including in Section 5: “Subscriptions, Redemptions and Other Transactions”. Prospective Shareholders should therefore ensure this Prospectus is reviewed in its entirety in order to establish the redemption restrictions applicable to any Share Class.

Share Classes whose currency is SGD (“SGD Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁷	Typical Type of Shareholder
D _{SGD-Y}	SG\$5,000,000	SG\$1,000	1.25%	N/A	No redemption available within 36 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least SG\$5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.
D _{SGD-Z}	SG\$5,000,000	SG\$1,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least SG\$5,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.

Share Classes whose currency is JPY (“JPY Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁸	Typical Type of Shareholder
A _{JPY-Z}	JPY4,000,000	JPY100,000	1.35%	0.85%	Early Redemption Deduction applies to any	Shareholders who are located in jurisdictions that permit payment of Shareholder servicing or similar fees.

⁸ The redemption restrictions set out in this table are not exhaustive and each Share Class will be subject to the restrictions expressed to apply to it in this Prospectus, including in Section 5: “Subscriptions, Redemptions and Other Transactions”. Prospective Shareholders should therefore ensure this Prospectus is reviewed in its entirety in order to establish the redemption restrictions applicable to any Share Class.

Share Classes whose currency is JPY (“JPY Share Classes”)						
Class	Minimum Initial Subscription Amount	Minimum Subsequent Subscription Amount	Applicable Management Allocation Rate	Applicable Servicing Fee Rate	Applicable Redemption Restrictions ⁸	Typical Type of Shareholder
					redemption within 18 months of issuance.	
I _{JPY-Z}	JPY4,000,000	JPY100,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares.
D _{JPY-Y}	JPY800,000,000	JPY100,000	1.25%	N/A	<u>No</u> redemption available within 36 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least JPY800,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.
D _{JPY-Z}	JPY800,000,000	JPY100,000	1.35%	N/A	Early Redemption Deduction applies to any redemption within 18 months of issuance.	Shareholders who are: (i) subscribing for Shares of an aggregate value of, or who currently hold Class D Shares for which the aggregate subscription price was, at least JPY800,000,000; (ii) persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; (iii) permitted to subscribe for Shares in their own name in accordance with the laws and regulations to which they and the Fund are subject; and (iv) who are not subscribing for Shares via a financial intermediary or registered financial adviser.

Type of Share Classes

All Share Classes are “accumulation” such that Shareholders that subscribe for Shares will, in lieu of receiving cash distributions, generally have any such amounts reinvested in such Share Class, unless the Manager (as a delegate of the Board of Directors) determines in its discretion that a cash distribution shall be made.

For all Shares, distributions (as reflected in the NAV of the Shares held by Shareholders, unless in cash form) are made at the discretion of the Manager (as a delegate of the Board of Directors), considering factors such as earnings, cash flow, capital needs, taxes and general financial condition and the requirements of applicable law, and are subject to reasonable reserves for the payment of a *pro rata* portion of potential or actual Fund Expenses (as defined below), potential or actual capital calls of Underlying EQT Funds (including amounts distributed by an Underlying EQT Fund or a Co-Investment Vehicle which are subject to return or recall) and other obligations and/or liabilities of ENXF SICAV attributable to such Shares (including Servicing Fees), and subject to allocating any required tax withholdings.

Class A_Z Shares, Class B_Z Shares, Class C_Z Shares, Class F_Z Shares, Class G_Z Shares, Class I_Z Shares, Class J_Z Shares, Class K_Z Shares, Class L_Z Shares, Class M_Z Shares and Class D_Z Shares are “**Z Sub-Class**” Shares. Class A_Y Shares, Class B_Y Shares, Class C_Y Shares, Class F_Y Shares, Class G_Y Shares, Class I_Y Shares, Class L_Y Shares, Class M_Y Shares and Class D_Y Shares are “**Y Sub-Class**” Shares.

Availability of Share Classes

Class I Shares and Class J Shares are generally available to investors who have account-based fee arrangements, known as a wrap account or a discretionary managed account, or comparable fee arrangements with their financial intermediary.

It is intended that Class L Shares are listed on the Luxembourg Stock Exchange. Such Class L Shares are generally available to investors who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe to and/or hold such shares, for example, because such investors have a specific characteristic or are subject to a specific law or regulation which the Board of Directors (or the Manager as a delegate of the Board of Directors) deems would make other Share Classes unsuitable for such Shareholders. Please also see Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Fees Paid by Advisory Shareholders*” for further detail.

It is intended that Class B Shares are listed on the Luxembourg Stock Exchange. Such Class B Shares are generally available to investors who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount being equal to an amount between €250,000 and €999,999.99 (inclusive); and (ii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary which has been agreed to by the Manager (as a delegate of the Board of Directors) on the basis of such financial intermediary being the Fund’s anchor financial intermediary). Please also see Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Fees Paid by Advisory Shareholders*” for further detail.

Class C Shares are generally available to investors who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount being equal to an amount between €1,000,000 and €4,999,999.99 (inclusive); (ii) are persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; and (iii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary which has been agreed to by the Manager (as a delegate of the Board of Directors) on the basis of such financial intermediary being the Fund’s anchor financial intermediary). Please also see Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Fees Paid by Advisory Shareholders*” for further detail.

Class F Shares are generally available to investors who: (i) are subscribing for Shares which would result in the relevant Shareholder’s Eligible Aggregate Subscription Amount being at least equal to €5,000,000; (ii) are persons falling within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II; and (iii) the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares (including to address a specific requirement of the Fund’s anchor financial intermediary which has been agreed to by the Manager (as a delegate of the Board of Directors) on the basis of such financial intermediary being the Fund’s anchor financial intermediary). Please also see Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Fees Paid by Advisory Shareholders*” for further detail.

Class G Shares are generally available to investors who the Board of Directors (or the Manager as a delegate of the Board of Directors) has determined in its discretion may subscribe for such shares. The Board of Directors (or the Manager as its delegate) may waive or alter the Minimum Initial Subscription Amount expressed in the table above in respect of Class G Shares in its discretion in respect of one or more particular investors.

Class D Shares and Class M Shares are generally available to investors that wish to participate in the Fund in their own name and not through a financial intermediary or registered financial adviser, provided that they are permitted to do so in accordance with applicable law and regulation, that they fall within the definition of “professional client” or who may, in each case and on request, be treated as a “professional client”, in each case within the meaning of Annex II of MiFID II and that they are subscribing for Shares of which have an aggregate subscription value of, or hold existing Class D Shares and Class M Shares for which the aggregate subscription price was, at least: (i) €5,000,000 for Class D_{EUR} Shares; (ii) US\$5,000,000 for Class D_{USD} Shares; (iii) US\$5,000,000 for Class M_{USD} Shares (iv) £5,000,000 for Class D_{GBP} Shares; (v) CHF5,000,000 for Class D_{CHF} Shares; (vi) S\$5,000,000 for Class D_{SGD} Shares; or (vii) JPY800,000,000 for Class D_{JPY} Shares. The Board of Directors (or the Manager as its delegate) may waive or alter the Minimum Initial Subscription Amount expressed in the table above in respect of Class D Shares and Class M Shares in its discretion in respect of one or more particular investors.

Class H Shares are generally available to members of the EQT Firm or any of their respective affiliates or associated persons, as determined by the Manager (as a delegate of the Board of Directors) in its discretion. Class H Shares will not bear any Management Allocation, Servicing Fee or Co-Investment Carried Interest.

Class A and Class K Shares are available to all other investors. Please also see Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Fees Paid by Advisory Shareholders*” for further detail.

It may also be the case that certain other Share Classes may have their Shares listed on the Luxembourg Stock Exchange or any other recognised stock exchange.

Notwithstanding the above, ENXF SICAV shall have discretion to allocate the subscription of any Shareholder to any Class in order to reflect, *inter alia*, the subscription by Shareholders through a Feeder Vehicle.

Except as otherwise described in this Prospectus, the terms of each Class of Shares are identical. Shares are issued in respect of a particular Class in the relevant Sub-Fund. The Board of Directors has the authority to, at any time, establish new Sub-Funds with Shares having similar characteristics to the Shares in the existing Sub-Funds and/or create and issue new Classes or types of Shares within any Sub-Fund at its discretion, with such Classes or Shares having different rights, benefits, powers or duties and/or terms, including with respect to fees, carried interest, distributions and liquidity and including for the purpose of issuing Shares or new Classes with any such different rights, benefits, powers, duties and/or terms to employees of EQT and their family members, members of the EQT advisory network and other categories of investors as determined by the Board of Directors in its discretion.

Please also refer to Section 7: “*Fees, Allocations and Expenses of the Fund—Subscription Fees*” and Section 7: “*Fees, Allocations and Expenses of the Fund—Servicing Fee*”.

Operation In Relation to Class B Shares, Class C Shares and Class F Shares

An investor’s eligibility for subscriptions for Class B Shares, Class C Shares and Class F Shares is, among other factors set out in this Section 4: “*Share Class Information*”, contingent upon the aggregate of: (i) the amount such investor is subscribing for such Shares; and (ii) the amounts such investor subscribed for its existing, non-redeemed Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class K Shares and/or Class L Shares (“**Eligible Existing Shares**”) (to the extent the investor holds any such shares), such aggregate being the “**Eligible Aggregate Subscription Amount**”. The Board of Directors (or the Manager as its delegate) may waive or alter the relevant Eligible Aggregate Subscription Amount in its discretion in respect of one or more particular investors.

Subsequent subscription for Class B Shares, Class C Shares or Class F Shares

In circumstances where an investor, who holds Eligible Existing Shares, makes a subscription request for Class B Shares, Class C Shares or Class F Shares which is accepted (or will be accepted) by the Manager (or the Central Administration Agent), including because such investor met the relevant Eligible Aggregate Subscription Amount threshold, the Central Administration Agent will arrange for relevant adjustments to be made in order to apply, going forwards, the benefit of a lower Servicing Fee to such investor’s Eligible Existing Shares which corresponds to such investor’s Eligible Aggregate Subscription Amount, provided that the Central Administration Agent has received an instruction to such effect from the investor’s financial intermediary together with all information it requires (as determined in its discretion) to assess and effect such adjustments. The Central Administration Agent is entitled to rely upon such instruction and information provided to it as being correct, complete, valid and permitted by the

investor and the investor's financial intermediary. Such adjustments may be effected by such means as the Manager (or the Central Administration Agent under the Manager's instruction) deems most appropriate in the circumstances, including by arranging for such investor's Eligible Existing Shares which belong to a Share Class with a higher Servicing Fee to be converted, in accordance with the procedure set out in Section 5: "*Subscriptions, Redemptions and Other Transactions*" in the sub-section entitled "*Conversion Between Classes*", into the eligible Class(es) which has the same terms as the relevant Eligible Existing Shares save for the Servicing Fee which shall match the Servicing Fee of the Class B Shares, Class C Shares or Class F Shares (as applicable) in respect of which the investor has been (or will be) issued Shares. As the subscription request procedure and the conversion procedure have different notice periods (see the subsections entitled "*Subscription Requests and Deadlines*" and "*Conversions Between Classes*" in Section 5: "*Subscriptions, Redemptions and Other Transactions*"), it is possible that a conversion of Eligible Existing Shares may take effect during the month after the month in which the subscription takes effect (in which case, investors may not receive the benefit of the lower Servicing Fee for a period of time, and there shall be no obligation on the Manager (as a delegate of the Board of Directors) to provide for any reimbursement in relation to any higher Servicing Fee paid for during such period of time, or during any such time as alternative adjustments are being made to apply a different Servicing Fee rate to the relevant Shares).

In such circumstances, to the extent any of the investor's Eligible Existing Shares to be converted into Shares belonging to a New Class (as defined in in Section 5: "*Subscriptions, Redemptions and Other Transactions*" in the sub-section entitled "*Conversion Between Classes*") are subject to the Early Redemption Deduction or the Lock-Up, such Early Redemption Deduction or such Lock-Up (as applicable) shall, following the conversion, continue to apply to such Shares belonging to a New Class such that the end date of such Early Redemption Deduction or such Lock-Up (as applicable) shall be the same as the end date prior to the conversion taking place.

For example purposes only, if an investor holds Eligible Existing Shares belonging to Class A_{EUR-Z} whose total subscription amount was €100,000 at the time of subscription and the investor intends to make a further subscription request for €300,000, the investor may then subscribe for €300,000 of B_{EUR-Y} Shares (provided it meets all of the eligibility requirements set out in this Section 4: "*Share Class Information*") and, provided the Manager accepts or will accept such subscription request and the Central Administration Agent has received the requisite instructions and information, the Central Administration Agent may arrange for such Eligible Existing Shares belonging to Class A_{EUR-Z} to be converted into Class B_{EUR-Z} Shares, such that the converted Shares will have the same terms as they did before, save for a Servicing Fee which corresponds to the Servicing Fee applicable to Class B Shares.

Effects of Redemptions for Class B Shares, Class C Shares or Class F Shares

Where an investor holds Class B Shares, Class C Shares or Class F Shares and makes a Redemption Request which is accepted or will be accepted by the Manager and which will cause the aggregate amount such investor subscribed for its remaining Eligible Existing Shares which are not subject to the Redemption Request to fall below the relevant Eligible Aggregate Subscription Amount threshold for the Class B Shares, Class C Shares or Class F Shares (as applicable) it holds, the Central Administration Agent will arrange for relevant adjustments to be made in order to apply, going forwards, a higher Servicing Fee to such investor's Eligible Existing Shares which corresponds to such investor's Eligible Aggregate Subscription Amount, provided that the Central Administration Agent has received an instruction to such effect from the investor's financial intermediary together with all information it requires (as determined in its discretion) to assess and effect such adjustments. The Central Administration Agent is entitled to rely upon such instruction and information provided to it as being correct, complete, valid and permitted by the investor and the investor's financial intermediary. Such adjustments may be effected by such means as the Manager (or the Central Administration Agent) deems most appropriate in the circumstances, including by arranging for such investor's remaining Eligible Existing Shares, which it no longer meets the Eligible Aggregate Subscription Amount threshold for, to be converted, in accordance with the procedure set out in Section 5: "*Subscriptions, Redemptions and Other Transactions*" in the sub-section entitled "*Conversion Between Classes*", into the Class(es) which has the same terms as the relevant Eligible Existing Shares save for the Servicing Fee which shall match the lowest Servicing Fee of the Class A Shares, Class B Shares, Class C Shares, and Class K Shares or Class L Shares which the investor is eligible for. As the notice period for submitting Redemption Requests exceeds the notice period the conversion procedure, it is generally expected that the conversion will take effect on the Conversion Date (as defined below) falling immediately following the applicable Redemption Date.

In such circumstances, to the extent any of the investor's Eligible Existing Shares to be converted into Shares belonging to a New Class (as defined in in Section 5: "*Subscriptions, Redemptions and Other Transactions*" in the sub-section entitled "*Conversion Between Classes*") are subject to the Early Redemption Deduction or the Lock-Up, such Early Redemption Deduction or such Lock-Up (as applicable) shall, following the conversion, continue to apply

to such Shares belonging to a New Class such that the end date of such Early Redemption Deduction or such Lock-Up (as applicable) shall be the same as the end date prior to the conversion taking place.

For example purposes only, if an investor makes a Redemption Request in respect of some of its Shares and the remaining Eligible Existing Shares which are not subject to such Redemption Request: (i) belong to Class C_{EUR-Z}; and (ii) have a total subscription amount which was equal to €900,000 at the time of subscription, provided the Manager accepts or will accept such Redemption Request and the Central Administration Agent has received the requisite instructions and information, the Central Administration Agent will arrange for such remaining Eligible Existing Shares which are not subject to such Redemption Request belonging to Class C_{EUR-Z} to be converted into Class B_{EUR-Z} Shares, such that the converted Shares will have the same terms as they did before, save for a Servicing Fee which corresponds to the Servicing Fee applicable to Class B Shares.

Sales, Purchases and Transfers of Shares

To the extent an investor purchases or sells Shares listed on a recognised stock exchange, such Shares sold or purchased shall not be included in the calculation of the investor's Eligible Aggregate Subscription Amount. Where the Manager or the Board of Directors facilitates a transfer of Shares (which, for the avoidance of doubt, shall not be via a stock exchange), including in connection with the Extraordinary Dealing Procedure (as defined in Section 5: "Subscriptions, Redemptions and Other Transactions" below), the Manager or the Board of Directors (as applicable) shall determine in its discretion at such time whether such transfer shall be included in the calculation of the transferor's and/or the transferee's Eligible Aggregate Subscription Amount.

Listing and De-Listing of Shares

Investors should note that the conversion procedures set out in this subsection entitled "Operation In Relation to Class B Shares, Class C Shares and Class F Shares" may involve the conversion of shares belonging to a Class listed on a recognised stock exchange into an unlisted Class and vice versa.

Share Series

The Board of Directors has the authority to, at any time, create one or more series of Shares within any one or more Share Classes (and/or make such other arrangements as the Board of Directors determines is appropriate) including, without limitation, for the purposes of identifying Shares within a Class that are the subject of Redemption Requests and which are subject to the Lock-Up, the Early Redemption Deduction or other charges or deductions as applicable generally to all Shares within a Class. The Board of Directors further has the authority to: (i) cancel any Share series; (ii) consolidate multiple Share series into fewer Share series; (iii) split Share series into more Share series; and (iv) to re-designate the series of any Share as another series, in each case as the Board of Directors determines is appropriate.

Hedging

ENXF SICAV may hedge Classes which are denominated in any other currency than the Reference Currency (such other currency being the "Hedge Currency") using one or more hedging strategies with the intention of mitigating (but not necessarily eliminating) the impact of currency fluctuations on the NAV of such Class with respect to the foreign exchange pair Reference Currency and the Hedge Currency (a "Hedging Strategy"), however ENXF SICAV may or may not hedge any Class, and has no obligation to hedge any Class at all.

Classes do not constitute separate portfolios of assets and liabilities. Accordingly, while gains and losses on the hedging transactions under, and the expenses of, the relevant Hedging Strategy will be allocated to the respective hedged Class(es) only (thereby impacting the NAV of such Class(es)), ENXF SICAV as a whole (including the non-hedged Classes) may be liable for obligations in connection with currency hedges in favour of any hedged Class and the ENXF Aggregator SCSp may also be liable for similar obligations in connection with currency hedges with respect to ENXF SICAV or a Parallel Entity. Additionally, any financing facilities or guarantees utilized or granted in connection with a Hedging Strategy may be entered into by ENXF SICAV (in respect of a Sub-Fund), the ENXF (Master) FCP or the ENXF Aggregator SCSp (in respect of ENXF SICAV, the ENXF (Master) FCP or a Parallel Entity) and may provide for security against the (direct or indirect) assets of the ENXF SICAV as a whole (and not just the specific Class to which the relevant Hedging Strategy relates). For the avoidance of doubt, even if a Hedging Strategy is maintained in respect of a Class the NAV of the Class will be calculated and published, and subscriptions and redemptions are to be paid, in the Hedge Currency.

If and for as long as a Hedging Strategy is maintained in respect of a Class, an investor will not benefit (in whole or in part) from an increase in the NAV of such Class that would otherwise have resulted from an appreciation in the value of the Reference Currency against the currency of the Class. Conversely, an investor in a hedged Class would also not suffer (in whole or in part) from a decrease in the NAV of the Class that would otherwise have resulted from

a depreciation in the value of the Reference Currency against the currency of the Class for the relevant period during which the Hedging Strategy is maintained.

Investors should be aware that a Hedging Strategy may or may not be implemented for a given Class, and the Manager is under no obligation to ensure any Class is hedged at any time. The Manager retains complete discretion as to the manner in which a Hedging Strategy is implemented and this may mean, for example, that the Manager only hedges a portion of the overall NAV of a Class or that a Class is only hedged for a limited period of time (including, for example, because of difficulties in securing hedging on terms (including as to price) that the Manager considers reasonable at the relevant time). The Manager will maintain oversight of a Hedging Strategy at all times and will adjust the aggregate amount of foreign exchange hedging in manner it considers necessary or desirable acting in its sole discretion. Even where the Manager intends to maintain a Hedging Strategy in relation to the NAV of a Class in full, circumstances may arise due to a range of potential factors (such as prevailing market conditions or the actual subscriptions or redemptions that arise in respect of a Class) such that an over-hedge position is incurred. The Manager will seek to resolve any such over-hedge position to the extent the Manager considers appropriate given the prevailing circumstances at the relevant time.

5. SUBSCRIPTIONS, REDEMPTIONS AND OTHER TRANSACTIONS

Subscriptions in ENXF SICAV

Shares in ENXF SICAV are expected to be offered primarily through financial intermediaries, which generally have client net worth thresholds and other requirements. Accordingly, ENXF SICAV is primarily (but not, for the avoidance of doubt, exclusively) intended for investors with such financial intermediary relationships. Investors should consult with their financial intermediary to discuss their potential eligibility and suitability to invest in ENXF SICAV. Shares may also be offered, directly or indirectly, to sophisticated and other professional investors that meet relevant eligibility requirements for participating in the Fund, at the Manager's discretion.

Each potential Shareholder that wishes to subscribe for Shares will be required to execute and submit a subscription document and make certain representations and warranties to ENXF SICAV and the Manager including (without limitation) a representation to the effect that it: (1) (a) is not a U.S. person (as defined in Regulation S under the Securities Act) or (b) is a Permitted U.S. Person (unless waived by the Manager); and (2) is purchasing such investment (x) in an offshore transaction in accordance with Regulation S under the Securities Act or (y) in a transaction otherwise exempt from registration under the Securities Act, including in reliance on Regulation D under the Securities Act. Each potential Shareholder must also satisfy the eligible Shareholder qualifications as set forth in the subscription document.

Minimum Subscription

The minimum subscription amounts by each Shareholder in respect of subscriptions for each Class shall be as set out in the table in Section 4: "*Share Class Information*", although in each case the Manager or the Central Administration Agent may in its discretion accept the equivalent amount in another admitted currency, subject, in each case, to such higher initial subscription amounts as required for a Shareholder's eligibility under applicable law, as provided in the subscription documents. Certain sub-distributors, countries and/or Share Classes may have higher minimum subscriptions. Notwithstanding anything else herein, the Manager or the Central Administration Agent may accept, delay acceptance, suspend, postpone, stagger or reject subscriptions (in whole or part) in its discretion (including choosing to reject or delay acceptance of all subscriptions for a given month) which could result in subscriptions being accepted on a day other than the first Business Day of the month, or suspend subscriptions as a result of the determination of a Share Class's NAV being suspended (as further described in Section 6: "*Valuation and Calculation of Net Asset Value—Temporary Suspension of NAV Calculations and of Subscriptions, Conversions and Redemptions of Shares*"). Subscriptions may be accepted from time to time in the Manager's discretion. The Manager in its absolute discretion reserves the right to instruct the Central Administration Agent to accept or reject any application in whole or in part.

Financial Intermediary Accounts

Shareholders may subscribe to ENXF SICAV *via* a financial intermediary or omnibus account. The investments made by the financial intermediary will not be aggregated in order to determine the investor's eligibility for a specific Class or its minimum subscription or holding.

Issuance of Shares

Subscription Requests and Deadlines

Subscriptions to purchase Shares of any Class in ENXF SICAV may be made on an ongoing basis, but Shareholders may only purchase Shares pursuant to subscription orders accepted (in whole or in part) as of the first Business Day of each month (a "**Subscription Date**") (where such acceptance is in the Manager's discretion). A prospective Shareholder generally must make a request to the Central Administration Agent to subscribe for Shares by no later than 5 p.m. Central European Time at least seven Business Days prior to the last calendar day of the month which immediately precedes the month in which the relevant Subscription Date will occur (unless waived by the Manager) and in such circumstances ENXF SICAV expects that issuance of the subscribed for Shares will generally occur on or around the NAV Publication Date (as defined below) of the NAV of the relevant Sub-Fund or Class used in connection with the subscription.

Subscription Requirements

To be accepted (in whole or in part): (i) a subscription request must be made with a completed and executed subscription document in good order, including: (a) if applicable, satisfying any additional requirements imposed by the subscriber's financial intermediary, (b) satisfying the know-your-client (KYC), terrorist financing and anti-money laundering checks carried out by ENXF SICAV or its agent, (c) submission of any tax forms associated with a subscription (to the extent not already forming part of the subscription document), and (ii) the Central Administration Agent must have received cleared funds for payment of the full purchase price for the Shares being subscribed by the deadline date set out in the subscription document. Where a subscription request is not accepted (in whole or in part) and is either not to be automatically re-submitted for future potential acceptance or has been revoked in accordance with the revocation procedures outlined below, such amounts as have been received by the Central Administration Agent in connection with the unaccepted subscription request will, subject to applicable laws and regulations (including, without limitation, in connection with anti-money laundering and know-your-client checks), be returned promptly to the subscriber without, for the avoidance of doubt, any interest.

Subscriptions, redemptions and conversions of Shares should be made for investment purposes only. ENXF SICAV shall not permit short-term (market-timing) or other excessive trading practices, which may disrupt ENXF SICAV's portfolio management strategies and harm its performance. To minimise harm to ENXF SICAV and the Shareholders, the Manager has the right to reject any purchase or conversion order from any subscriber who the Manager considers is engaging in excessive trading or has a history of excessive trading or if a subscriber's trading, in the opinion of the Manager, has been or may be disruptive to ENXF SICAV. ENXF SICAV and the Manager (and each of their delegates, agents and representatives) will not be liable for any loss resulting from rejected orders.

Subscription Price

The subscription price per Share of each Class shall be fixed by the Board of Directors until a first NAV has been calculated for the relevant Sub-Fund or Class, following which the subscription price will be equal to the NAV per Share for such Sub-Fund or Class as of the last calendar day of the immediately preceding month with respect to the purchase of Shares pursuant to a subscription. In connection with a subscription for Shares, Shareholders may also be required to pay Subscription Fees (as defined in Section 7: "*Fees, Allocations and Expenses of the Fund-Subscription Fees*" below) to their financial intermediary. For example, if a prospective Shareholder wishes to make an initial subscription for Shares of ENXF SICAV in November, the initial subscription request must be received in good order by 5 p.m. Central European Time on the date occurring seven Business Days before 31 October. The offering price will equal the NAV per Share of the applicable Class as of 31 October, *plus* applicable Subscription Fees. If accepted, the subscription will be effective, and the subscriber will become a Shareholder, on the first Business Day of November (based on the 31 October NAV). Late subscription orders will be automatically resubmitted for the next available Subscription Date.

ENXF SICAV's monthly NAV as of the last calendar day of each month (a "**Valuation Date**") will generally be available by the 20th Business Day of the next month (the later of: (i) such 20th Business Day of the next month; and (ii) the date on which ENXF SICAV's NAV for the relevant month is first made available, being the "**NAV Publication Date**"). See Section 6: "*Valuation and Calculation of Net Asset Value*" below for further details. Prospective Shareholders will therefore not know the NAV per Share of their investment until after the investment has been accepted. Prospective Shareholders are required to subscribe for Shares in the currency indicated in the table set out in Section 3: "*Investment Information-Reference Currency*" and the number of Shares that such a prospective Shareholder receives will subsequently be determined based on the NAV per Share as of the time such investment was accepted by ENXF SICAV (e.g., a Shareholder admitted as of 1 November (or the next Business Day, if 1 November is not a Business Day) of a calendar year, whose investment is based on ENXF SICAV's NAV as of 31 October of such year, will learn of such NAV and the corresponding number of Shares represented by their subscription around 30 November of that year).

Fractions of Shares to four decimal places will be issued. The timing of Subscription Dates, Valuation Dates and deadlines for subscribing may be modified from time to time by the Manager in its discretion.

Revocation of Subscriptions

Once a subscription request has been submitted (including an automatic re-submission of a late subscription request for the next available Subscription Date), it may only be withdrawn or revoked by submitting a request for revocation of the subscription request to the Central Administration Agent by no later than 5 p.m. Central European Time at least

seven Business Days prior to the last calendar day of the month which immediately precedes the month in which the relevant Subscription Date will occur (subject to the Manager's discretion to accept any such requested withdrawal or revocation after such time) and with the Manager's consent to such requested revocation or withdrawal.

If a subscription request is not accepted at all or in full on the relevant Subscription Date, the unaccepted subscription request will be automatically re-submitted for acceptance by the Manager at the next available Subscription Date and may only be withdrawn or revoked by submitting a request for revocation of the unaccepted subscription to the Central Administration Agent by no later than 5 p.m. Central European Time at least seven Business Days prior to the last calendar day of the month which immediately precedes the month in which the next available Subscription Date will occur (subject to the Manager's discretion to accept any such requested withdrawal or revocation after such time) and with the Manager's consent to such requested revocation or withdrawal.

Subscription-In-Kind

In the discretion of the Board of Directors, ENXF SICAV may also accept securities and/or other interests as consideration for Shares subscribed for, provided that the securities and/or other interests meet the investment policy and investment restrictions of ENXF SICAV. In such case, the independent auditor of ENXF SICAV or any other auditor qualifying as *réviseur d'entreprises agréé* shall establish a report in respect of the contribution in-kind of such securities and/or other interests, the expenses of which shall be borne by either the subscriber who has chosen this method of consideration or by ENXF SICAV (including by way of offset against the issuance of Shares to such subscriber), if so agreed by the Board of Directors and if this is considered by the Board of Directors to be in the interest of the ENXF SICAV.

Redemption of Shares

Redemption Requests and Deadlines

A Shareholder may request to have some or all of its Shares redeemed by ENXF SICAV (a "**Redemption Request**") as of the closing of the last calendar day of each calendar quarter (each a "**Redemption Date**") by submitting a notice to the Central Administration Agent that the Shareholder requests a certain number or value of its Shares be redeemed by ENXF SICAV in the form made available by ENXF SICAV (the "**Redemption Notice**") by no later than 5 p.m. Central European Time on the date falling 30 calendar days prior to the Redemption Date (*e.g.*, a Shareholder requesting a 31 December redemption must submit their Redemption Request by no later than 5 p.m. Central European Time on 1 December); *provided*, that late notices may be accepted by the Central Administration Agent, subject to instruction by the Manager in its discretion (acting as a delegate of the Board of Directors).

Once a Redemption Notice has been submitted, a Shareholder may only withdraw or revoke its Redemption Request by submitting a revocation request to the Central Administration Agent in the form made available to Shareholders by ENXF SICAV by no later than 5 p.m. Central European Time on the date falling 30 calendar days prior to the Redemption Date (subject to the Manager's discretion to accept any such requested withdrawal or revocation after such time) and with the Manager's consent to such requested revocation or withdrawal. For example, a Shareholder requesting a 31 December redemption and which has submitted a Redemption Request, may only withdraw or revoke its Redemption Request if ENXF SICAV has received the Shareholder's revocation request by no later than 5 p.m. Central European Time on 1 December and the Manager has consented to such revocation request.

Shareholders should take particular note of the terms and disclosures in the subsection entitled "*Limits on Redemptions*" and "*Lock-Up for Y Sub-Class Shares*" below.

Redemption Price and Settlement

Amounts distributed in connection with a redemption will be based upon the NAV per Share of the applicable Class of Shares being redeemed as of the last calendar day of the applicable quarter (*e.g.* for a Shareholder requesting a 31 December redemption, the redemption price will be based upon the NAV as of 31 December of that year) and will take into account the Early Redemption Deduction (if applicable and as defined in this section below) and any relevant deductions in connection with accrued Management Allocation, Co-Investment Carried Interest, fees, charges, commissions, costs, expenses, liabilities and taxes in respect of the Shares being redeemed. ENXF SICAV expects that settlements of Share redemptions will generally be made within 15 Business Days following the NAV Publication Date in respect of the month in which the applicable Redemption Date falls (*e.g.* a Shareholder requesting a 31 December redemption would generally be expected to receive a settlement by mid-February of the following year).

Shareholders whose Redemption Requests are accepted will be deemed to have ceased to be Shareholders in respect of their redeemed Shares as of such Redemption Date and will therefore cease to be entitled to the rights of a Shareholder in respect of such redeemed Shares as of such date, including the right to receive distributions, participate in Shareholder meetings and exercise any voting rights, and will not be entitled to any interest payments or similar on redemption payments due.

No distributions in connection with a redemption of Shares may be made if the capital of ENXF SICAV would fall below the minimum capital requirement imposed by the 2010 Law, as a result of such distribution. In addition, under special circumstances, including but not limited to, the inability of the Fund to sell investments at acceptable price levels as determined by the Board of Directors as of a redemption date, or a default or delay in payments due to ENXF SICAV from brokers, banks or other persons or entities, ENXF SICAV in turn, at the discretion of the Board of Directors, may delay settlement of the part of the distributions in connection with a relevant redemption represented by the sums which are the subject of such inability, default or delay.

Shareholders will not know the NAV per Share, and therefore the amount of their redemption or the number of Shares redeemed (as applicable), until approximately 20 Business Days after the Redemption Date. Because investors must submit Redemption Requests at least 30 calendar days prior to a Redemption Date, they also will not know the NAV per Share for the month preceding the Redemption Date at the time their Redemption Request is submitted.

Example Timeline for Redemptions

The table below sets out a hypothetical timeline for the overall redemption process, assuming a Shareholder wishes to redeem Shares as of a 31 December Redemption Date. The example is provided for illustrative purposes only and it is possible actual timings could differ in certain circumstances including those described immediately below in the subsection entitled “Limits on Redemptions”.

Redemption Request Deadline	Revocation Request Deadline	Redemption Date	Expected December NAV Publication Date for Redemption	Expected Redemption Settlement Date
1 December	1 December	31 December	End of January the following year	Mid-February the following year

Limits on Redemptions

For the relevant quarterly period, the NAV of total Net Redemptions (without duplication) across the Fund (but excluding any Early Redemption Deduction applicable to the redeemed Shares) is generally limited to 5% of NAV of the Fund (measured using the average of the Fund NAV as of the end of each of the three months immediately prior to the month in which the Redemption Date falls), except in the event of exceptional circumstances described below. None of ENXF SICAV, any other entity comprising the Fund, the Manager or the Board of Directors (and each of their delegates, agents and representatives) shall be held liable for any failure to settle a Share redemption for reasons resulting from circumstances that are outside the Fund’s, the Manager’s or the Board of Directors’ control which would restrict such settlement or make it impossible, including, but not limited to, applicable anti-money laundering and know-your-client laws and regulations.

In exceptional circumstances and not on a systematic basis, ENXF SICAV may make exceptions to, modify or suspend, in whole or in part, the redemption programme (including to impose conditions to limit, postpone or stagger redemptions, however material, including any amendment to the aforementioned 5% quarterly Net Redemption limitation), if in the Manager’s reasonable judgment it deems such action to be in the Fund’s best interest and the best interest of the Fund’s investors as a whole, such as when the Board of Directors deems: (i) the economic and market environment to be uncharacteristically volatile or uncertain; (ii) that redemptions of Shares would place an undue burden on the Fund’s liquidity, adversely affect the Fund’s operations, and/or risk having an adverse impact on the Fund that would outweigh the benefit to redeeming Shareholders of redemptions of their Shares (including, for example, in circumstances where meeting Redemption Requests would necessitate the sale or realisation of assets at a material undervalue); and/or (iii) such action is required as a result of legal or regulatory changes (including prospective legal or regulatory changes), including to take account of any compulsory redemption with respect to

Prohibited Persons (as described further below). In such circumstances, such changes or suspension to the redemption programme will be promptly disclosed to Shareholders. If the redemption programme is suspended, the Manager will be required to evaluate on a quarterly basis whether the continued suspension of the redemption programme is in the Fund's best interest and the best interest of the Fund's investors, and if it should invoke the Extraordinary Dealing Procedure as described in "*Extraordinary Dealing Procedure*" below.

In the event that, pursuant to the limitations above, not all of the Shares submitted for redemption during a given quarter are to be accepted for redemption by ENXF SICAV, Shares submitted for redemption during such quarter will be redeemed on a *pro rata* basis (measured on an aggregate basis (without duplication) across the Fund if applicable). All unsatisfied Redemption Requests will be automatically resubmitted for the next available Redemption Date (for proposed redemption alongside any other investors requesting a redemption at such subsequent Redemption Date), unless such a Redemption Request is withdrawn or revoked by a Shareholder before such Redemption Date in the manner as described above. Investors that are unable to redeem in full at any given Redemption Date should not expect priority redemption at any subsequent Redemption Date over any other investors seeking to redeem at such subsequent Redemption Date.

In-Kind Settlements of Redemptions

The Board of Directors may, if it so determines and with the consent of the redeeming Shareholder(s) and where applicable, the manager, operator and/or general partner of any relevant Underlying EQT Fund, satisfy settlement of the redemption to any Shareholder "in kind" by allocating to such Shareholder assets of the relevant Class equal in value (or as close as possible thereto) as of the date on which the redemption price is calculated to the NAV of the Shares to be redeemed, less any applicable taxes, fees and charges. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis by the Board of Directors and without prejudicing the interests of the other Shareholders of the relevant Class(es).

In the event that any in-kind redemptions are made, the independent auditor of ENXF SICAV or any other auditor qualifying as *réviseur d'entreprises agréé* shall establish a report in respect of the in-kind redemption. The costs associated with such in-kind redemptions (in particular the report of ENXF SICAV's independent auditor or any other auditor qualifying as *réviseur d'entreprises agréé*) shall be borne by the Shareholder(s) receiving the in-kind redemption or a third party but will not be borne by ENXF SICAV unless the Board of Directors considers that the redemption in-kind is in the interest of ENXF SICAV or made to protect the interest of the Shareholders.

Early Redemption Deduction for Z-Sub Class Shares

Any request for the redemption of Z Sub-Class Shares as of a date within 18 months of the date immediately preceding the effective issuance date of such Z Sub-Class Shares, will be subject to an early redemption deduction equal to 5% of the value of the NAV of the Shares being redeemed (calculated as of the Redemption Date) (the "**Early Redemption Deduction**").

The Early Redemption Deduction will inure indirectly to the benefit of the ENXF Aggregator SCSp (and indirectly ENXF SICAV and all other vehicles invested in the ENXF Aggregator SCSp). ENXF SICAV may, from time to time, waive the Early Redemption Deduction in its discretion, including, without limitation, in the case of redemptions resulting from death, qualifying disability or divorce.

All matters regarding the applicability of the Early Redemption Deduction to specific facts and circumstances as may arise, together with the validity, form, eligibility (including time of receipt of required documents) of a qualification for an exemption or waiver from the Early Redemption Deduction, will be determined by the Manager (as a delegate of the Board of Directors), in its discretion, and its determination shall be final and binding.

Lock-Up for Y Sub-Class Shares

Redemptions of Y Sub-Class Shares as of a date within 36 months of the date immediately preceding the effective issuance date of such Y Sub-Class Shares, will not be permitted (the "**Lock-Up**"). Following the end of such 36 month period, redemptions of such Y Sub-Class Shares may take place in accordance with the redemption process set out in this Section 5: "*Subscriptions, Redemptions and Other Transactions*". ENXF SICAV may, from time to time, waive the Lock-Up in its discretion, including, without limitation, in the case of redemptions resulting from death, qualifying disability or divorce.

All matters regarding the applicability of the Lock-Up to specific facts and circumstances as may arise, together with the validity, form, eligibility (including time of receipt of required documents) of a qualification for an exemption or waiver from the Lock-Up, will be determined by the Manager (as a delegate of the Board of Directors), in its discretion, and its determination shall be final and binding.

Redemption by decision of the Board of Directors

The Board of Directors may in its discretion at any time redeem Shares where: (i) the holding by the relevant Shareholder of Shares has fallen below the minimum investment and holding requirement for the relevant Class as set out in this Prospectus, (ii) a Shareholder does not meet or ceases to meet investor eligibility criteria and conditions set out in the Fund Documentation, or (iii) a Shareholder is not otherwise entitled to acquire or possess Shares.

In addition, the Board of Directors may, in its discretion, decide that if as a result of any request for redemption, the number or the aggregate NAV of the Shares held by any Shareholder would, following such redemption, fall below the minimum holding requirement as determined by the Board of Directors, to treat this request as a request for redemption for the full balance of such Shareholder's holding of Shares.

In each case, the redemption procedure set out above will apply accordingly.

Compulsory Redemption with regard to Prohibited Persons

If the Board of Directors discovers at any time that any owner or beneficiary of the Shares, either alone or in conjunction with any other person, whether directly or indirectly, is a Prohibited Person (as defined below), then the Board of Directors (or the Manager, as its delegate) may at its discretion and without liability, compulsorily redeem the Shares held by, or on behalf of, such Prohibited Person in accordance with the Articles, and upon redemption, the Prohibited Person will cease to be the owner or beneficiary (as applicable) of those Shares. Any such redemption may take priority over any requested redemptions made by other Shareholders (which may be delayed or postponed as a result). In the case of a Shareholder holding Shares which can be clearly allocated to several beneficial owners, such compulsory redemption may only be applied to the part of the portion of such Shares allocable to the beneficial owner qualifying as a Prohibited Person.

In addition, in the case of a Prohibited Person where (i) the holding by (or on behalf of) such Shareholder in a particular Class has fallen below the minimum investment and holding requirement for that Class, (ii) a Shareholder does not meet or ceases to meet investor eligibility criteria and conditions set out in this Prospectus, or (iii) Shareholders are not otherwise entitled to acquire or possess these Shares, the Board of Directors (or the Manager, as its delegate) is also entitled to convert the Shares of the Prohibited Person (or the holder of such Shares on its behalf) to another Class provided that after such conversion the Shareholder (or its beneficiary) no longer qualifies as a Prohibited Person.

The Board of Directors (or the Manager, as its delegate) may require any Shareholder to provide it with any information that it may consider necessary for the purpose of determining whether or not such owner or beneficiary of Shares is or will be a Prohibited Person and shall be entitled to treat such Shareholder as a Prohibited Person in the event of a failure by such Shareholder to provide such information.

Further, Shareholders shall have the obligation to immediately inform ENXF SICAV to the extent the ultimate beneficial owner of the Shares held by such Shareholders becomes or will become a Prohibited Person.

For the purpose of this clause, "**Prohibited Person**" shall mean any person, firm, partnership or corporate body or other entity (whether or not incorporated), not eligible as investor for a Class of Shares or whose holding (directly or indirectly, including through a third-party) of Shares may, in the sole opinion of the Board of Directors, be detrimental to the interests of the other existing Shareholders, ENXF SICAV or EQT, or if it may result in a breach of any law or regulation (including any anti-money laundering, financial crime and/or sanctions-related laws or regulations), whether in Luxembourg or abroad, or if as a result of such shareholding any such parties may become exposed to regulatory, tax, economic or reputational damages, obligations, disadvantages, fines or penalties that it would not have otherwise incurred or where the continued holding of Shares would, as reasonably determined by the Board of Directors, otherwise adversely affect the interests of the Fund as a whole.

Conversions Between Classes

Conversions of Shares between Classes in the same Sub-Fund are permitted. The Board of Directors and/or the Manager may suspend conversions in respect of Shares during any period that the determination of the NAV of the relevant Class of Shares is suspended in accordance with the rules set out in the Articles and this Prospectus (as further described in Section 6: “*Valuation and Calculation of Net Asset Value—Temporary Suspension of NAV Calculations and of Subscriptions, Conversions and Redemptions of Shares*”).

Unless the Manager (as a delegate of the Board of Directors) otherwise agrees in its discretion, to the extent that any Shares to be converted into Shares belonging to a New Class (as defined below) are subject to the Early Redemption Deduction or the Lock-Up, such Early Redemption Deduction or such Lock-Up (as applicable) shall, following the conversion, continue to apply to such Shares belonging to a New Class such that the end date of such Early Redemption Deduction or such Lock-Up (as applicable) shall be the same as the end date prior to the conversion taking place.

Conversion at the Request of Shareholders

A Shareholder may request the conversion of all or part of its Shares of a Class in respect of any Conversion Date; *provided* that the Shareholder fulfils the eligibility criteria of the relevant Class into which the conversion is requested and subject to the written consent of the Shareholder’s broker or other financial intermediary, if applicable, and the Board of Directors or its delegate. Any conversion request which, when executed, would cause the Shareholder’s investment to fall below the applicable minimum holding requirement, will be considered as a request for a full conversion for that Shareholder’s Shares in that particular Class.

Procedure

Written conversion orders should be sent to the Central Administration Agent at least 15 Business Days before the last calendar date of the month which immediately precedes the month in which the intended Conversion Date occurs (the “**Conversion Cut-Off**”). The “**Conversion Date**” shall, for a given month, be the first business day of such month. Fees, charges and/or commissions may, at the discretion of the Board of Directors, be imposed on a Shareholder in connection with any successful conversion of Shares requested by such Shareholder or in connection with any subscription or redemption requested by a Shareholder which triggers a conversion of Eligible Existing Shares in accordance with the subsection entitled “*Operation In Relation to Class B Shares, Class C Shares and Class F Shares*” in Section 4: “*Share Class Information*”.

All conversion orders must contain the following information:

- the Conversion Date in respect of which the conversion request is made;
- the full name(s) in which the Shares to be converted are registered;
- the Class and its ISIN code (where applicable) from which Shares are to be converted and the Class and its ISIN code (where applicable) to which Shares will be converted; and
- either the monetary amount or the number of Shares to be converted.

If accepted, conversion orders received by the Central Administration Agent before the relevant Conversion Date in respect of which the conversion order is made will be processed on such Conversion Date on the basis of the NAV of the relevant Classes prevailing on the Valuation Date immediately preceding such Conversion Date. As ENXF SICAV’s monthly NAV as of each Valuation Date will generally only be available by the 20th Business Day of the next month following such Valuation Date, the conversion is expected to take place on or around such 20th Business Day and Shareholders which have submitted conversion orders prior to the Conversion Cut-Off and which have been accepted for conversion will therefore not know the NAV per Share in respect of their newly converted Shares until after the Conversion Date (e.g., a Shareholder whose Shares have been processed for conversion as of 1 November (or the next Business Day, if 1 November is not a Business Day) of a calendar year, whose conversion is based on ENXF SICAV’s NAV as of 31 October of such year, will learn of such NAV and the corresponding number of Shares represented by their conversion around 30 November of that year).

Any conversion orders received after the Conversion Cut-off for a Conversion Date will automatically be processed on the next Conversion Date on the basis of the NAV of the relevant Classes prevailing on the Valuation Date immediately preceding such next Conversion Date.

The rate at which all or part of the Shares of one Class (the “**Initial Class**”) are converted into another Class (the “**New Class**”) is determined in accordance with the following formula:

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

where:

- A is the number of Shares to be allocated in the New Class;
- B is the number of Shares of the Initial Class to be converted;
- C is the NAV per Share of the Initial Class determined on the relevant Valuation Date;
- D the currency conversion factor, which is the relevant currency rate as at the respective Valuation Date, or where the Shares of the New Class are denominated in the same currency of the Initial Class, D = 1; and
- E is the NAV per Shares of the New Class determined on the relevant Valuation Date.

Following such conversion of Shares, the Central Administration Agent will inform the relevant Shareholder of the number of Shares of the New Class obtained by conversion and the price thereof. Fractions of Shares in the New Class to four decimal places may be issued.

Conversion by decision of the Board of Directors

The Board of Directors may in its own discretion at any time convert Shares from one Class into another Class of Shares where: (i) the holding by such Shareholder in a particular Class has fallen below the minimum investment and holding requirement for that Class as set out in this Prospectus, (ii) a Shareholder does not meet or ceases to meet investor eligibility criteria and conditions set out in the Fund Documentation, (iii) Shareholders are not otherwise entitled to acquire or possess these Shares, (iv) the Board of Directors or its delegate determines that such conversion is necessary or advisable and not inequitable to Shareholders, or (v) it is required to implement the arrangements described in the subsection entitled “*Operation In Relation to Class B Shares, Class C Shares and Class F Shares*” in Section 4: “*Share Class Information*”, and such conversion may, in each case, be implemented by the Central Administration Agent.

In addition, the Board of Directors may, in its discretion, decide that if as a result of any request for conversion, the number or the aggregate NAV of the Shares held by any Shareholder would fall below the minimum holding requirement as determined by the Board of Directors, to treat this request as a request for conversion for the full balance of such Shareholder’s holding of Shares of the relevant Class.

In each case, the conversion procedure set out above will apply accordingly.

Transfers

Any Shares listed on a recognised stock exchange are, as a rule, freely transferable subject to the rules and/or regulations governing such stock exchange. For any other (non-listed) Shares, Shareholders may only transfer part or all their Shares upon prior consent from the Board of Directors or its delegate, in their discretion. The absence of a favourable response by way of notification from the Board of Directors or its delegate within 30 calendar days of a request for transfer being received shall be considered as a refusal to such transfer.

Any transferee in respect of non-listed Shares must provide ENXF SICAV with a duly completed subscription document, any required AML/KYC documents and any additional information or documentation as requested by the Board of Directors or its delegate in connection with the transfer and by the transferee’s broker or financial intermediary, as applicable. Any transfers in respect of non-listed Shares shall be subject to the provision of such documentation and information and completion of all relevant know-your-customer, anti-money laundering and similar checks, in each case to the satisfaction of the Board of Directors or its delegate.

The Board of Directors may in its discretion at any time direct a Shareholder to sell and transfer one or more of its Shares, and provide the Board of Directors with evidence of the sale and transfer of such Shares within 30 calendar days of such direction being given, where: (i) a Shareholder does not meet or ceases to meet investor eligibility criteria and conditions set out in the Fund Documentation, (ii) a Shareholder is a Prohibited Person, or (iii) a Shareholder is not otherwise entitled to acquire or possess Shares.

Extraordinary Dealing Procedure

Shareholders should note that no Extraordinary Dealing Procedure (as defined below) is in effect as of the date of this Prospectus and no Extraordinary Dealing Procedure will be effective until a relevant commencement date notified to Shareholders as described below.

Where: (a) the redemption programme outlined above is (or is expected to be) suspended (in whole or in part) in the circumstances set out in the subsection above entitled “*Limits on Redemptions*”; or (b) pursuant to the limitations set out in “*Limits on Redemptions*” above, not all of the Shares submitted for redemption during a given quarter are to be (or are expected to be) accepted for redemption by ENXF SICAV; and, in the case of (a) or (b), the Board of Directors determines it to be in the interest of the Fund and its investors generally, the Board of Directors may invoke an alternative procedure to the normal dealing procedure described in the sub-sections above in this Section 5: “*Subscriptions, Redemptions and Other Transactions*” (an “**Extraordinary Dealing Procedure**”).

Where the Board of Directors invokes an Extraordinary Dealing Procedure, the Board of Directors (or the Manager as its delegate) will notify Shareholders of such Extraordinary Dealing Procedure and that such Extraordinary Dealing Procedure will temporarily apply in place of the normal dealing procedure described in this Section 5: “*Subscriptions, Redemptions and Other Transactions*”. Such Extraordinary Dealing Procedure shall commence as of the commencement date set out in such notification until such date that the Board of Directors determines that continuation of the Extraordinary Dealing Procedure is no longer necessary or in the best interests of the Fund and its investors.

Such notification to Shareholders of the Extraordinary Dealing Procedure will set out details regarding the procedures in respect of subscriptions, redemptions, conversions and transfers of Shares that will be in place during the period where such Extraordinary Dealing Procedure is implemented. Such procedures may (but are not required to) include the ability for Shareholders to redeem and/or convert their Shares (or only a specific proportion of their Shares) on terms different to (for example, by implementing a redemption fee, or a discount to redemption proceeds otherwise to be received in the normal course of business, which in each case shall inure for the benefit of the Fund), or the same as, those for the normal dealing procedure described in the sub-sections above in this Section 5: “*Subscriptions, Redemptions and Other Transactions*”. Such procedures may also (but are not required to) include the Manager taking steps to facilitate the transfer and sale of some or all of the Shares which are at such time the subject of Redemption Requests to existing Shareholders and/or one or more members of the EQT Firm that wish to purchase such Shares for a price per Share determined by the Manager at such time, giving due consideration to relevant factors (including with respect to the underlying value of the Fund’s investments and external market factors).

Such notification to Shareholders of the Extraordinary Dealing Procedure will also set out details of the procedures in respect of outstanding subscription requests, Redemption Requests, conversion requests and transfer requests submitted prior to the commencement date of the Extraordinary Dealing Procedure.

For the avoidance of doubt, except where it has determined so itself, at no time shall the Board of Directors be obliged to invoke an Extraordinary Redemption Procedure.

Merger, Split or Transfer of Sub-Funds or Classes

The Board of Directors may decide to allocate the assets of any Sub-Fund or Class to those of another existing Sub-Fund or Class within ENXF SICAV or to another undertaking for collective investment or to another Sub-Fund or Class within such other undertaking for collective investment (the “**New Sub-Fund**”) and to re-designate the Shares of the relevant Sub-Fund or Class as Shares of another Sub-Fund or Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). The decision to cause a merger may be made, notably, in the event that for any reason the value of the net assets of any Sub-Fund or Class has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level required for such Sub-Fund or Class to be operated in an economically efficient manner, or in case of a substantial modification in the political, regulatory, economic or monetary situation that would have material adverse consequences on the investments of that Sub-Fund or Class, or otherwise as a matter of economic rationalization. Any such merger is in addition to the possibility of terminating such Sub-Fund or Class, as further described below.

A contribution of the assets of any Sub-Fund or Class to a Luxembourg undertaking for collective investment of the contractual type (*fonds commun de placement*) or a foreign based undertaking for collective investment shall be binding only upon such Shareholders who have provided their consent to such merger. ENXF SICAV shall serve a

notice to the holders of Shares in the relevant Sub-Fund or Class prior to the effective date for the merger, which will indicate the procedures applicable to such merger.

The Board of Directors may decide to reorganize a Sub-Fund or Class by means of a division into two or more Sub-Fund or Classes.

Termination of a Sub-Fund or a Class

The Board of Directors may decide to liquidate and terminate a Sub-Fund or a Class by a compulsory redemption of all the Shares of the relevant Sub-Fund or Class, in the event that for any reason the value of the net assets of any Sub-Fund or Class has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level required for such Sub-Fund or Class to be operated in an economically efficient manner, or in case of a substantial modification in the political, regulatory, economic or monetary situation that would have material adverse consequences on the investments of that Sub-Fund or Class, or otherwise as a matter of economic rationalization. The compulsory redemption of all the Shares of the relevant Sub-Fund or Class will be performed at their NAV per Share (taking into account actual realization prices of investments and realization fees, costs and expenses) as calculated on the Valuation Date at which such decision shall take effect. All redeemed Shares shall be cancelled by ENXF SICAV. In such circumstances, ENXF SICAV will serve a written notice to the Shareholders of the relevant Sub-Fund or Class prior to the effective date for such compulsory redemption, which will set forth the reasons for, and the procedure of, the redemption operations.

The liquidation and termination of a Sub-Fund or a Class for any reason other than those set out in the paragraph immediately above, may only occur by proposal of the board and upon a positive vote by the Shareholders of the relevant Sub-Fund or Class at a properly convened general meeting of Shareholders. Such a resolution may be passed without any quorum requirements and by a simple majority of the Shares present or represented.

Any order for subscription and any redemptions shall be suspended as from the date the Shareholders of the relevant Sub-Fund or Class are notified of the termination of the relevant Sub-Fund or Class.

The liquidation of the last Sub-Fund shall cause the liquidation of ENXF SICAV in accordance with the procedures laid down in the Articles, this Prospectus and in the 1915 Law.

6. VALUATION AND CALCULATION OF NET ASSET VALUE

Allocation of assets and liabilities among Sub-Funds

ENXF SICAV constitutes a single legal entity but the assets of each Sub-Fund shall be invested for the exclusive benefit of the Shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

ENXF SICAV will establish a separate pool of assets and liabilities in respect of each Sub-Fund and the assets and liabilities shall be allocated in the following manner:

- (a) within any Sub-Fund, the Board of Directors may determine to issue Classes subject to different terms and conditions, including, without limitation, Classes subject to a specific distribution policy entitling the holders thereof to distributions or no distributions, specific subscription and redemption charges, a specific fee structure and/or other distinct features;
- (b) if a Sub-Fund issues two or more Classes of Shares, the assets attributable to such Classes shall be invested in common pursuant to the specific investment objective, policy and restrictions of the Sub-Fund concerned;
- (c) the net proceeds from the issuance of Shares of a particular Class are to be applied in the books of ENXF SICAV to that Class of Shares and the assets and liabilities and income and expenditure attributable thereto are to be applied to such Class of Shares, in each case subject to the provisions set forth below;
- (d) where any income or asset is derived from another asset, such income or asset is to be applied in the books of ENXF SICAV to the same Sub-Fund or Class (as applicable) as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is to be applied to the relevant Sub-Fund or Class (as applicable);
- (e) where ENXF SICAV incurs a liability which relates to any asset of a particular Sub-Fund or Class or to any action taken in connection with an asset of a particular Sub-Fund or Class, such liability is to be allocated to the relevant Sub-Fund or Class (as applicable) and applied in the books of ENXF SICAV to such Sub-Fund or Class accordingly;
- (f) if any asset or liability of ENXF SICAV cannot be considered as being attributable to a particular Sub-Fund or Class, such asset or liability will be allocated to all the Sub-Funds or Classes *pro rata* to their respective NAVs, or in such other manner as the Board of Directors, acting in good faith, may decide; and
- (g) upon the payment of distributions to the holders of any Class of Shares, the NAV of such Class shall be reduced by the amount of such distributions.

Determination of NAV per Share

It is expected that the NAV for each Sub-Fund and/or Class will, at the latest, first be determined as of the end of the first full month after the later date on which: (i) in respect of such Sub-Fund and/or Class, ENXF SICAV first accepts subscriptions from non-EQT investors; or (ii) ENXF SICAV begins investment operations. Thereafter, the NAV for each Sub-Fund and/or Class will be calculated as at each Valuation Date by the Central Administration Agent under the supervision of the Manager.

In each Sub-Fund and/or Class, the NAV per Share of such Sub-Fund and/or Class is determined in the currency (to four decimal places) of the relevant Sub-Fund and/or Class as at each Valuation Date by dividing the net assets attributable to each Sub-Fund and/or Class by the total number of Shares of such Sub-Fund and/or Class then outstanding and using information available as of such Valuation Date.

As the NAV per Share of any Sub-Fund and/or Class will be determined after the day on which subscription, redemption or conversion requests are made, investors will not know the total number of whole and fractional Shares which they will be issued, nor the net redemption value of their Shares as at the day on which their request for subscription, redemption or conversion is made.

The net assets of the Sub-Fund and/or Class consist of the value of the total assets attributable to such Sub-Fund and/or Class less the total liabilities attributable to such Sub-Fund and/or Class, calculated at such time as the Board of

Directors shall have set for such purpose. The value of the assets of the Sub-Fund and/or Class shall be determined by the Central Administration Agent under the supervision of the Manager as follows:

- (a) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, dividends and interests declared or due but not yet collected will be deemed to be the full face value thereof, unless it is unlikely that such values will be received or recognised in full, in which case the value thereof will be determined by deducting such amount the Manager considers appropriate to reflect the true value thereof.
- (b) Securities and money market instruments admitted to official listing on a stock exchange or which are traded on another regulated market which operates regularly and is recognised and open to the public are valued at the last available price on such stock exchange or market as of the relevant Valuation Date. If the same security or money market instrument is quoted on different exchanges or markets, the quotation of the main market for such security or money market instrument (as determined by the Manager as it considers appropriate) will be used. If market quotations are not readily available, the fair value will be determined in good faith by the Manager using a widely accepted valuation methodology on the Valuation Date.

In some cases, securities will include legal and contractual restrictions that limit their purchase or sale for a period of time. A discount to publicly traded price may be appropriate in those cases and the amount of the discount will be determined by the Manager (as it considers appropriate) based on the time period that must pass before the restricted security becomes unrestricted or otherwise available for sale.

- (c) Investments are generally valued based on the latest NAV reported or provided by the relevant Underlying EQT Fund's or Co-Investment Vehicle's administrator, investment adviser or investment manager. Where an up-to-date NAV of an Underlying EQT Fund or a Co-Investment Vehicle (or one or more of their respective investments), is not available at the time ENXF SICAV is calculating its NAV (e.g. because such Underlying EQT Fund or Co-Investment Vehicle has not been able to make its NAV available in respect of the relevant month in time), the Manager will update the currently available NAV of ENXF SICAV by recognizing any cash flow activity for such Underlying EQT Fund or Co-Investment Vehicle during the month. Cash flows since the reference date of the last NAV received by an Underlying EQT Fund or Co-Investment Vehicle are recognized by adding the nominal amount of the investment related capital calls and deducting the nominal amount of investment related distributions (which are settled with Shareholders and not reinvested in the Fund) from the NAV of ENXF SICAV as reported.

In addition to tracking ENXF SICAV's NAV plus related cash flows of such Investment, the Manager may, but is not obligated to, track broader market-driven events related to such Investment that the Manager believes may have a significant impact on ENXF SICAV's NAV as a whole. Upon the occurrence of such an event and provided that the Manager is aware that such event has occurred, the Manager may, but is not obligated to, make a corresponding adjustment to reflect the current fair value of such Investment using the valuation methodology it deems most appropriate and consistent with widely recognized valuation methodologies and market conditions. In general, the Manager expects that any adjustments to fair values will be calculated promptly after a determination that such a change has occurred and the financial effects of such change are quantifiable by the Manager. However, rapidly changing market conditions or material events may not be immediately reflected in ENXF SICAV's monthly NAV. For the purpose of assessing the impact of a market-driven event on an individual Co-Investment in which the Fund participates, the Manager may also seek to rely on assessments made and provided to the Manager by the manager, operator and/or general partner, or the administrator, of the relevant EQT Fund which is also participating in such Co-Investment.

- (d) Futures are valued on the basis of the exchange settlement price on the futures market. Options are valued on the basis of their last available price on the concerned market.
- (e) Swaps and OTC derivatives in general are valued at their real value, which is based on the last available price of the underlying security.
- (f) Assets expressed in a currency other than the reference currency for the relevant Sub-Fund and/or Share Class shall be converted on the basis of the rate of exchange prevailing on the relevant Valuation Date.
- (g) Any other securities and assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Manager.

The Manager is authorized to apply other generally recognised valuation principles for the assets of ENXF SICAV if the valuation principles set forth above appear impossible to apply in the circumstances or inappropriate for the asset concerned. The Central Administration Agent, acting upon the recommendations provided by the Manager (and under

the supervision of the Board of Directors) shall make all reasonable efforts to correctly assess the value of all portfolio securities based on the information made available to it (including any estimated net asset values of underlying funds), and such valuations are binding upon ENXF SICAV and its Shareholders absent manifest error.

The Central Administration Agent has been appointed, in compliance with the 2013 Law, for the independent calculation of the NAV per Share of each Sub-Fund and/or Class in accordance with Luxembourg laws and regulations. The Central Administration Agent will perform its functions impartially and with the requested due skill, care and diligence.

The ENXF SICAV will not have any control over the valuation methods and accounting rules adopted by the EQT Funds or the Co-Investment Vehicles in which a Sub-Fund may invest and no assurance can be given that such methods and rules will at all times allow ENXF SICAV to correctly assess the value of its assets and investments and none of the ENXF SICAV, the Manager or EQT will have such control with respect to the valuation methods and accounting rules adopted by the underlying funds in and/or alongside which a Sub-Fund may invest. If the value of a Sub-Fund's assets is adjusted after any Valuation Date (as a consequence, for instance, of any adjustment made by an underlying fund to the value of its own assets), the Manager will not be required to revise or recalculate ENXF SICAV's NAV on the basis of which subscriptions, redemptions or conversions of Shares of the Sub-Fund may have been previously accepted and the Manager, the Board of Directors and the Fund (and each of their agents, delegates and representatives) shall not be liable for any losses suffered on any such subscriptions, redemptions and/or conversions as a result of any such adjustments. In the case of any Shares which are listed on a recognised stock exchange, the quoted price of such Shares on such stock exchange may differ from the Manager's and/or the Central Administration Agent's (under the supervision of the Manager) assessment of their prevailing NAV and the Central Administration Agent, the Manager, the Board of Directors and the Fund shall not be required to take into account (or make adjustments for) such pricing on a stock exchange for the purposes of assessing the NAV of any Sub-Fund and/or Class.

In any Sub-Fund, the Board of Directors and/or the Manager may determine to establish reserves, including as a result of a revaluation of assets, and make provisions for contingencies. The value of assets denominated in a currency other than the reference currency of a given Sub-Fund or Class shall be determined by taking into account the rate of exchange prevailing on the relevant Valuation Date. The NAV per Share of a Class, the issue and redemption prices thereof, and the NAV of the units of the ENXF Aggregator SCSp and/or shares or units of Parallel Entities (if any) are available at the registered office of ENXF SICAV and the Luxembourg office of the Central Administration Agent. The Board of Directors may from time to time in their discretion publish the NAV per Share of a Class and Sub-Fund in newspapers of international circulation.

ENXF SICAV shall make public the issue, sale and redemption price of the Shares each time it issues, sells and redeems its Shares, and at least once a month (or in the case of redemptions, at least once a quarter).

CSSF Circular 02-77 regarding the protection of investors in case of NAV calculation error and correction of the consequences resulting from non-compliance with the investment rules is applicable.

Valuation

The Manager will be responsible for ensuring the proper and independent valuation of the assets of ENXF SICAV, including ensuring the valuation function within the Manager with respect to the Fund is independent from the portfolio management function of the Manager. The valuation function will be performed in accordance with article 17(4) of the 2013 Law.

The Manager may engage independent valuation advisors in the future to provide positive assurance or other forms of valuation support for the Fund's valuations.

Liabilities

The Manager will include the fair value of each Class's pro rata portion of the Fund's liabilities as part of the Class's monthly NAV calculation, subject to adjustments made to reflect any liabilities which are attributable to one or more specific Classes but not all Classes generally, as determined by the Manager in good faith. These liabilities are expected to include the Management Allocation, fees payable to the Manager, amounts accrued, allocable and/or payable in respect of the Underlying EQT Funds and/or Co-Investments, any accrued Co-Investment Carried Interest, accounts payable, accrued operating expenses, any portfolio-level credit facilities, other borrowings and other

liabilities. All of the Fund's borrowings will generally be valued monthly, other than those without readily available market quotes, which will be valued quarterly (or more frequently at the Manager's discretion in exceptional circumstances). All liabilities will generally be valued using widely accepted methodologies specific to each type of liability.

The Manager (or one or more affiliates) will advance all of the Fund's Organizational and Offering Expenses (as defined below) on the Fund's behalf (other than Subscription Fees and Servicing Fees) through to the date on which the Fund accepts its first subscription from a non-EQT investor (the "Effective Date"). The Fund will reimburse the Manager for such advanced Organizational and Offering Expenses rateably over the 60 months following Effective Date. For purposes of calculating the Fund's NAV, the Organizational and Offering Expenses paid by the Manager through to the Effective Date are not recognized as expenses or as a component of equity and will not be reflected in the Fund's NAV until the Fund reimburses the Manager for these costs.

For purposes of calculating a monthly NAV, the Servicing Fee for each applicable Class of Shares will be calculated by multiplying the accrued monthly Servicing Fee rate (1/12th of the total annual Servicing Fee rate for each applicable Class of Shares) by the aggregate NAV of such Class of Shares for that month. The Manager's valuation of each Investment's liabilities, including any third-party incentive fee payments or investment level debt, deal terms and structure will not be reviewed by the Fund's independent valuation advisors or appraised.

Temporary Suspension of NAV Calculations and of Subscriptions, Conversions and Redemptions of Shares

The Board of Directors and/or the Manager may suspend the determination of ENXF SICAV's NAV and therefore suspend or limit the issuance, the redemption and the conversion of Shares in certain limited circumstances, including:

- (a) during any period (other than ordinary holidays or customary weekend closings) when any market or stock exchange is closed, which is the main market or stock exchange for any Sub-Fund, its Share Classes or its investments or in which trading therein is restricted or suspended; or
- (b) during any breakdown in the means of communication normally employed in determining the values of any of the Sub-Fund's investments or of current values on any stock exchange; or
- (c) when for any reason the values of any investment owned by the Sub-Fund cannot be reasonably, promptly or accurately ascertained (including where up-to-date valuations from the Underlying EQT Funds and/or Co-Investment Vehicles are not available); or
- (d) during a period when remittance of monies that will or may be involved in the purchase or sale of any of the Sub-Fund's investments cannot, in the opinion of the Board of Directors, be carried out at normal rates of exchange; or
- (e) following a decision to liquidate or dissolve ENXF SICAV or one or several Sub-Funds; or
- (f) whenever exchange or capital movement restrictions prevent the execution of transactions on behalf of ENXF SICAV or in case purchase and sale transactions of ENXF SICAV's assets are not realisable at normal exchange rates; or
- (g) during any period when the net asset value of one or more UCI, in which a Sub-Fund has invested and the units or the shares of which constitute a significant part of the assets of the Sub-Fund, cannot be determined accurately so as to reflect their fair market value as at the Valuation Date.

Any such suspension shall be notified to the existing Shareholders, as well as to the Shareholders requesting subscription, conversion or redemption of Shares as soon as reasonably possible. Pending subscription, conversion and Redemption Requests can be withdrawn after written notification as long as these notifications reach ENXF SICAV before the end of the suspension. Pending requests will be considered on the first Subscription Date, Redemption Date or Valuation Date (as applicable) following the end of the suspension.

7. FEES, ALLOCATIONS AND EXPENSES OF THE FUND

Management Allocation

Z Sub-Class Shareholders will bear, in respect of their Z Sub-Class Shares, a management allocation equal to, in the aggregate, 1.35% of Adjusted NAV per annum. Y Sub-Class Shareholders will bear, in respect of their Y Sub-Class Shares, a management allocation equal to, in the aggregate, 1.25% of Adjusted NAV per annum. In each case, such management allocation being the “**Management Allocation**”. Class H Shares will not bear any Management Allocation. The Management Allocation will be calculated, accrue and be settled monthly in arrears. In the event other Share Classes are created from time to time, the applicable Management Allocation with respect to such Share Classes will be disclosed on the Fund’s website or other relevant online portal.

The Management Allocation represents an amount to be borne out of the Fund’s assets and may (at the election of the Manager) be borne by ENXF SICAV or, alternatively and without duplication, by ENXF (Master) FCP, the ENXF Aggregator SCSp and/or the Parallel Entities (in each case, on behalf of ENXF SICAV). The Management Allocation will be computed based on Adjusted NAV as of the close of business on the last calendar day of each month, before giving effect to any accruals for the Management Allocation, the Servicing Fee, Co-Investment Carried Interest, any redemptions, conversions or distributions for that month and any impact to NAV solely caused by currency fluctuations and/or currency hedging activities for non-Euro Share Classes, non-Euro classes of units of ENXF (Master) FCP or the ENXF Aggregator SCSp and/or non-Euro classes of shares or units of Parallel Entities (where applicable). The Management Allocation will be due and settled in arrears within 20 Business Days of the end of each month (or as soon as practicable following the calculation of Adjusted NAV for the relevant month).

In the event the Management Allocation is borne by ENXF (Master) FCP, ENXF Aggregator SCSp and/or Parallel Entities, such amount shall be treated as borne on behalf of ENXF SICAV. Where an allocation similar in nature to the Management Allocation is calculated and borne by ENXF (Master) FCP, ENXF Aggregator SCSp and/or a Parallel Entity on the basis of such ENXF (Master) FCP’s, ENXF Aggregator SCSp’s and/or Parallel Entity’s own NAV (whether or not such allocation is calculated and borne on the same basis as the Management Allocation), such allocations will be borne without duplication, and the NAV of ENXF (Master) FCP, the ENXF Aggregator SCSp and/or such Parallel Entity will be disregarded for the purposes of the calculation of the Management Allocation to be borne by the other Fund vehicles.

Alternative Receipt of Management Allocation

In lieu of the Management Allocation being satisfied by cash settlement, the Manager may determine in its discretion that the Management Allocation will instead be satisfied in the form of Shares or other units or interests (or the equivalent) of one or more Fund entities and/or relevant Co-Investment Vehicles being issued of an equivalent value. If the Management Allocation is satisfied in the form of any such Shares or other units or interests, then they will not be taken into account for the purpose of calculating the 5% quarterly Net Redemption limitation set out in Section 5: “*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*” and they may be redeemed at the Manager’s (or such other relevant entity’s) request and will not be subject to any of the limitations in Section 5: “*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*”. Shareholders should note that this may have the effect of delaying any Redemption Requests made by Shareholders for their own Shares, as well as diluting their indirect interests in the underlying assets held by the Fund. To the extent that the proceeds received following any such redemption exceed the amount that would have been received had the Management Allocation instead been settled in cash, then the recipient(s) of the Management Allocation in the form of such Shares, units or interests shall be entitled to retain such excess and shall not be liable to account for such excess to the Fund or any Shareholder. Similarly, to the extent that the proceeds received following any such redemption are lower than the amount that would have been received had the Management Allocation instead been settled in cash, then there shall be no entitlement to recoup the difference and the Fund and Shareholders shall not be liable for the same.

Deferral of Receipt of Management Allocation

The Manager may determine in its discretion that settlement of the Management Allocation by the Fund should be deferred in respect of any given month. Where the Manager makes such a determination, all or part of such amount of deferred Management Allocation may be settled in any subsequent month (in addition to any Management Allocation otherwise due for any such subsequent month), as determined by the Manager in its discretion.

Interaction of Management Allocation and Underlying EQT Fund PPS – No Double Recovery

The Fund is expected to bear (directly or indirectly) fees, costs, expenses, specific profit allocations and liabilities associated with its investment in the Underlying EQT Funds. This will include any priority profit share (or the equivalent) or management fees (or the equivalent), borne or payable (as applicable) by the Fund in respect of its participation as an investor in such Underlying EQT Funds (the “**Underlying EQT Fund PPS**”).

Accordingly, the Manager will make arrangements to avoid Shareholders indirectly bearing any such priority profit share (or the equivalent) and/or management fees (or the equivalent) in addition to the Management Allocation (with the general intention that there should be no ‘double-recovery’).

In order to effect the no ‘double recovery’ principle referred to above, the Manager may arrange for the Management Allocation in any relevant period to first be applied in satisfaction of all or any portion of the Underlying EQT Fund PPS (and therefore reduce the management fee (if any) to be received by the Manager by an equivalent amount). To the extent that the Management Allocation for any relevant period exceeds the amount of the Underlying EQT Fund PPS for any relevant period (and, accordingly, a portion of the Management Allocation remains following any such application against the Underlying EQT Fund PPS), then the Manager (as a delegate of the Board of Directors) may determine, at its discretion that the Fund should retain and/or apply all, or any portion, of such excess: (i) as a reserve or advance (as applicable) against any anticipated future amounts of Underlying EQT Fund PPS to be borne (directly or indirectly) by ENXF SICAV; and/or (ii) in repayment or discharge of any amounts owing under any credit facility (or similar) arranged for the benefit of the Fund and utilised to cover a shortfall in satisfying Underlying EQT Fund PPS that arises as a result of there being insufficient Management Allocation borne during a prior relevant period to satisfy the Underlying EQT Fund PPS shortfall (as further described in the paragraph below). Where it is determined that all or part of such excess should not be so retained or applied, then such excess shall be paid to the Manager for its own account as a management fee.

To the extent that, on the other hand, the Management Allocation for any relevant period is less than the amount of the Underlying EQT Fund PPS, then the Manager may in its discretion: (a) arrange, for the benefit of the Fund, for all or any part of such shortfall to be covered by amounts available under any credit or similar facility (including as may be provided by a third-party or one or more members of the EQT Firm, and for which the Fund may be required to bear costs and fees (including interest charges), and grant security, in respect thereof); or (b) make arrangements with the general partner and/or manager of the relevant Underlying EQT Fund for all or part of such shortfall to be deferred and recovered as and when Management Allocations are subsequently available to be applied in satisfying such deferred Underlying EQT Fund PPS (or that, where all or any part of such shortfall is deferred, any deferred amounts: (x) be waived in the event that they are unable to ultimately be settled by the end of the term of a relevant Underlying EQT Fund or otherwise offset by the manager, general partner or operator of the relevant Underlying EQT Fund against amounts otherwise due to the Fund from such Underlying EQT Fund; or (y) not be deemed by the relevant Underlying EQT Fund to be due and/or outstanding unless Management Allocations are subsequently available to be applied in satisfying such deferred Underlying EQT Fund PPS).

Alternatively, the Manager may elect to implement other arrangements such that any Management Allocation pertaining to a relevant period will be applied against the Underlying EQT Fund PPS otherwise to be borne (directly or indirectly) by ENXF SICAV. The Manager (together with the general partner(s) and/or manager(s) of relevant Underlying EQT Funds) may make such other, alternative, arrangements from time-to-time (including with respect to one or more Underlying EQT Fund(s) specifically) as they reasonably and in good faith determine are necessary or appropriate to give effect to the general intention outlined in this section “*Interaction of Management Allocation and Underlying EQT Fund PPS – No Double Recovery*”, including alternative offset or rebates to avoid both the Management Allocation, and a corresponding amount regarding an Underlying EQT Fund in respect of a priority profit share (or the equivalent) or management fee (or the equivalent), being borne by Fund investors.

Shareholders should note that similar arrangements to those described in this sub-section “*Interaction of Management Allocation and Underlying EQT Fund PPS – No Double Recovery*” will not apply in respect of Co-Investments in which the Fund participates.

Carried Interest

Fund Investments

ENXF SICAV will be required to bear its proportionate share of any fees, costs, expenses, priority profit share and carried interest borne by the Fund in connection with its investments in the Underlying EQT Funds.

The carried interest entitled in an Underlying EQT Fund may differ from fund to fund and depending on the fund strategy. However, strictly for informative purposes only and not as an indication of carried interest entitlement in Underlying EQT Funds, several (but not all) established Underlying EQT Funds provide for carried interest at a rate equal to approximately 20%.

Co-Investments

Where ENXF SICAV participates in a Co-Investment, it will be required to bear its proportionate share of fees, costs and expenses (which may include any broken deal expenses) and priority profit share or the equivalent (where applicable) in respect of such Co-Investment.

It is expected that the Fund will participate in Co-Investments through one or more co-investment vehicles (each a “**Co-Investment Vehicle**”), typically structured as limited partnerships, which will generally invest alongside the relevant EQT Fund which is making the investment, into the portfolio investment which is the subject of the Co-Investment. Where a Co-Investment is being made by the Fund, the relevant Co-Investment Vehicle’s special limited partner or alternatively one or more other members of the EQT Firm as designated by the general partner, manager and/or operator of such Co-Investment Vehicle (the “**Carried Interest Recipient**”) will be entitled to receive carried interest (or the equivalent) in respect of the investments made by such Co-Investment Vehicle (the “**Co-Investment Carried Interest**”). Such Co-Investment Carried Interest shall be calculated as, in respect of the Fund’s participation in Co-Investments attributable to all Share Classes, save for Class H Shares only, 15% of Total Return subject to a 5% annual Hurdle Amount and a High Water Mark with 100% Catch-Up (each as defined below). There will be no Co-Investment Carried Interest in respect of the Fund’s participation in Co-Investments attributable to Class H Shares. The Co-Investment Carried Interest will be assessed on the basis of the Total Return attributable to Share Classes which bear Co-Investment Carried Interest.

Such Co-Investment Carried Interest will be measured and settled on a quarterly basis and accrue monthly (subject to pro-rating for partial periods).

Specifically, the Carried Interest Recipient will be allocated Co-Investment Carried Interest in an amount equal to:

- First, if the Total Return for the applicable period exceeds the sum of (i) the Hurdle Amount for that period and (ii) the Loss Carryforward Amount (any such excess, “**Excess Profits**”), 100% of such Excess Profits until the total amount allocated to the Carried Interest Recipient equals 15% of the sum of (x) the Hurdle Amount for that period and (y) any amount allocated to the Carried Interest Recipient pursuant to this sub-paragraph (any such amount being, the “**Catch-Up**”); and
- Second, to the extent there are remaining Excess Profits, 15% of such remaining Excess Profits.

The Carried Interest Recipient will also be allocated Co-Investment Carried Interest with respect to all interests in Co-Investment Vehicles that are redeemed (or that would have been redeemed if such Co-Investment Vehicle interests were redeemed in order to fund the redemption of Shares) in connection with redemptions of Shares in an amount calculated as described above with the relevant period being the portion of the Reference Period for which such Co-Investment Vehicles’ interests were outstanding (or that would have been outstanding if such Co-Investment Vehicle interests were redeemed in order to fund the redemption of Shares), and proceeds for any such redemption of interests will be reduced by the amount of any such Co-Investment Carried Interest.

“**Total Return**” for any period since the end of the prior Reference Period shall equal the sum of:

- (i) all distributions accrued or paid (without duplication) in respect of interests in the Co-Investment Vehicles outstanding at the end of such period since the beginning of the then-current Reference Period; *plus*
- (ii) the change in aggregate NAV of the Co-Investment Vehicles since the beginning of the Reference Period before giving effect to any allocation/accrual of the Co-Investment Carried Interest; *minus*
- (iii) all fees, costs, expenses and liabilities of the Co-Investment Vehicles.

For the avoidance of doubt, the calculation of Total Return will (i) include any appreciation or depreciation in the NAV of interests in the Co-Investment Vehicles issued during the then-current Reference Period, (ii) treat any withholdings tax on distributions paid by or received by the Co-Investment Vehicles as part of the distributions accrued or paid in respect of interests in the relevant Co-Investment Vehicle, and (iii) exclude (a) the proceeds from the initial issuance of such interests and (b) any impact to Total Return solely caused by currency fluctuations and/or currency hedging activities and costs for non-Euro interests in the Co-Investment Vehicles.

“**Hurdle Amount**” for any Reference Period means that amount that results in a 5% annualized internal rate of return on the NAV of interests in the Co-Investment Vehicles outstanding at the beginning of the then-current Reference Period and all interests in the Co-Investment Vehicles issued since the beginning of the then-current Reference Period, calculated in accordance with recognised industry practices and taking into account:

- (i) the timing and amount of all distributions accrued or paid (without duplication) on all such interests minus all fees, costs and expenses of the Co-Investment Vehicles; and
- (ii) all issuances of interests in Co-Investment Vehicles over the period.

The ending NAV of the Co-Investment Vehicles used in calculating the internal rate of return will be calculated before giving effect to any allocation/accrual to the Co-Investment Carried Interest. For the avoidance of doubt, the calculation of the Hurdle Amount for any period will exclude: (a) any interests in the Co-Investment Vehicles redeemed during such period, which interests will be subject to the Co-Investment Carried Interest upon redemption as described above; and (b) any impact to the Hurdle Amount solely caused by currency fluctuations and/or currency hedging activities and costs for non-Euro interests in the Co-Investment Vehicles.

Except as described in “Loss Carryforward Amount” below, any amount by which Total Return falls below the Hurdle Amount will not be carried forward to subsequent periods.

The Carried Interest Recipient will not be obligated to return any portion of the Co-Investment Carried Interest paid due to the subsequent performance of the Co-Investment Vehicles or the Fund.

“**Loss Carryforward Amount**” shall initially equal zero and shall cumulatively increase by the absolute value of any negative quarterly Total Return and decrease by any positive quarterly Total Return; provided, that the Loss Carryforward Amount shall at no time be less than zero and provided further that the calculation of the Loss Carryforward Amount will exclude the Total Return related to any interests in Co-Investment Vehicles redeemed during the applicable Reference Period, which interests will be subject to the Co-Investment Carried Interest upon redemption as described above. The effect of the Loss Carryforward Amount is that the recoupment of past quarterly Total Return losses will offset the positive quarterly Total Return for purposes of the calculation of the Co-Investment Carried Interest. This is referred to as a “**High Water Mark.**”

“**Reference Period**” means the period ending 31 March, 30 June, 30 September or 31 December (subject to pro-rating for partial periods).

If there are multiple Co-Investment Vehicles, the Co-Investment Carried Interest, Total Return, Hurdle Amount and Loss Carryforward will be measured across the relevant Co-Investment Vehicle and such other Co-Investment Vehicles on a combined basis.

Alternative Receipt of Co-Investment Carried Interest

The Carried Interest Recipient may elect to be allocated (or elect that an affiliate of it should be allocated on its behalf) the Co-Investment Carried Interest in the form of cash, Shares or other units or interests (or the equivalent) in the Fund or a relevant Co-Investment Vehicle of an equivalent value (including shares, units or interests (as applicable) in ENXF (Master) FCP, ENXF Aggregator SCSp or any Parallel Entities (where applicable)), and such Shares, units or interests may be redeemed at the Carried Interest Recipient’s request and will not be subject to the volume limitations in Section 5: “*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*” above, the Lock-Up or the Early Redemption Deduction. Such Shares, units or interests will not be taken into account for the purpose of calculating the 5% quarterly Net Redemption limitation set out in Section 5: “*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*”. Investors should note that this may have the effect of delaying any redemption requests made by investors for their own Shares and diluting their indirect interests in the underlying assets held by the Fund.

Deferral of Receipt of Co-Investment Carried Interest and Settlement

The Carried Interest Recipient may elect in its discretion that settlement of the Co-Investment Carried Interest by the relevant Co-Investment Vehicle(s) be deferred in respect of any given quarter. Where the Carried Interest Recipient makes such an election, all or part of such amount of deferred Co-Investment Carried Interest may be settled at any subsequent time (in addition to any Co-Investment Carried Interest otherwise due at such time (if any) and irrespective of any subsequent change in value in respect of the underlying assets of the Co-Investment Vehicle(s)), as determined by the general partner, manager and/or operator of the relevant Co-Investment Vehicle(s) in its discretion. For the avoidance of doubt, where the settlement of Co-Investment Carried Interest has been deferred, the Carried Interest

Recipient will be entitled to the full amount of deferred Co-Investment Carried Interest at the date of its settlement, irrespective of the Total Return and Loss Carryforward Amount during the intervening period between the relevant date on which such deferred Co-Investment Carried Interest originally accrued and the actual date of settlement of such deferred Co-Investment Carried Interest. The settlement of any Co-Investment Carried Interest that becomes due may be out of any available amounts (and is not tied to returns generated with respect to any specific Co-Investment), including, for the avoidance of doubt, proceeds relating to or derived from other, unrelated, Co-Investments and/or investments of the Fund more generally (as applicable).

Alternative Co-Investment Structure

Where appropriate, the Carried Interest Recipient may be allocated Co-Investment Carried Interest by such other vehicle as the EQT Firm may determine (including one or more Fund entities), instead of the relevant Co-Investment Vehicle, and to which the relevant sections of this Prospectus in respect of Co-Investment Carried Interest would be applied, instead of the relevant Co-Investment Vehicle. In addition, where the general partner, manager and/or operator of a relevant Co-Investment Vehicle determines appropriate, the allocation of Co-Investment Carried Interest may be instead structured in a different manner, including, but not limited to, a fee or bonus.

While Co-Investment Vehicles are expected to be typically structured as limited partnerships, the structures of Co-Investment Vehicles may evolve over time and one or more Co-Investment Vehicles may not necessarily be structured as one or more limited partnerships (and may, for instance (but not necessarily), take the form of a corporate structure whereby their investors (including the Fund) hold shares rather than limited partnership interests). Furthermore, where the Manager determines it to be appropriate, the Fund's participation in a Co-Investment may be structured differently, including (without limitation) so that the Fund participates directly rather than through a Co-Investment Vehicle or so that one or more alternative investment structures are utilised for the Fund's participation. Where a Co-Investment Vehicle is structured differently or where the Fund's participation in a Co-Investment is structured differently, relevant adjustments may be made to provide for the entitlement of Co-Investment Carried Interest (or the relevant equivalent) to be on substantially the same basis as is described above in this sub-section "*Carried Interest*".

Subscription Fees

Certain financial intermediaries through which a Shareholder was placed in ENXF SICAV may charge such Shareholder upfront selling commissions, placement fees, subscription fees or similar fees ("**Subscription Fees**") on Shares sold in the offering that are paid by the Shareholder outside of its investment in ENXF SICAV and not reflected in ENXF SICAV's NAV. In certain circumstances the Subscription Fees may be paid to the EQT Firm and reallocated, in whole or in part, to the financial intermediary that placed the Shareholder into ENXF SICAV. No Subscription Fees will be paid with respect to automatic reinvestments in the Fund of distributions.

Servicing Fee

Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class K Shares and Class L Shares will bear a servicing fee ("**Servicing Fee**") in amounts equal (on an annualized basis) to the following:

Class A Shares, Class K Shares and Class L Shares: 0.85%;

Class B Shares: 0.60%;

Class C Shares: 0.45%; and

Class F Shares 0.25%,

in each case of the NAV of such Class of Shares (before deducting the Servicing Fee for that month and before giving effect to any redemptions for that month (if applicable)) as of the last day of each month. For the avoidance of doubt, the Servicing Fees will be payable by ENXF SICAV and Shareholders will not be invoiced or charged separately for payment of the fees. No Servicing Fee will be payable with respect to Class G Shares, Class I Shares, Class J Shares, Class D Shares, Class H Shares or Class M Shares. The Servicing Fee will be calculated on the NAVs of Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class K Shares and Class L Shares before giving effect to accruals for the Servicing Fee or distributions payable on such Shares.

The Servicing Fee is allocated to a Shareholder's representative at the financial intermediary through which such Shareholder was placed in ENXF SICAV. Any amounts allocated in accordance with the foregoing sentence will compensate such representative for reporting, administrative and other services provided to a Shareholder by such representative. The receipt of the Servicing Fee by a Shareholder's representative will result in a conflict of interest.

Organizational and Offering Expenses

The Manager has agreed to advance all of the Fund's organizational and offering expenses through to the date on which a subscription to the Fund by a non-EQT investor is first accepted. Such expenses will, among others, include:

- (i) legal, accounting, printing, mailing, subscription processing and filing fees and expenses;
- (ii) due diligence expenses of participating broker-dealers, placement agents or financial intermediaries supported by detailed and itemised invoices;
- (iii) costs in connection with preparing sales materials, design and website expenses;
- (iv) fees and expenses of the Fund's (including any Parallel Entity's, the ENXF (Master) FCP's and the ENXF Aggregator SCSp's, as applicable) transfer agent, administrator and depositories;
- (v) fees to attend retail seminars sponsored by participating broker-dealers and financial intermediaries; and
- (vi) reimbursements for customary travel, lodging, and meals,

(collectively, "**Organizational and Offering Expenses**") but exclude Subscription Fees and Servicing Fees. The Fund will reimburse the Manager for all such advanced expenses rateably over the 60 months following the applicable date on which a subscription to the Fund by a non-EQT investor is first accepted.

Following the applicable date on which the first subscription by a non-EQT investor is accepted, ENXF SICAV, the ENXF (Master) FCP and the ENXF Aggregator SCSp and any other relevant Fund entity, as applicable, will reimburse the Manager for any Organizational and Offering Expenses that it has incurred on each entity's behalf as and when incurred (or as soon as practicable thereafter).

The Manager will determine what Organizational and Offering Expenses are attributable to ENXF SICAV (including each Sub-Fund thereof), the ENXF (Master) FCP, the ENXF Aggregator SCSp or any of their respective parallel vehicles, in its discretion.

Fund Expenses

ENXF SICAV will bear all fees, costs, expenses and liabilities, together with any value added tax or other relevant taxes, if any, relating to its and the ENXF (Master) FCP's: (a) operation, management, maintenance and administration; (b) investment-related activities (including researching, sourcing, negotiating, acquiring, holding and disposing of actual and potential investments); and (c) to the extent applicable, termination and winding-up, including in each case its attributable share (directly or indirectly) of any such fees, costs, expenses liabilities and taxes (if any) related to the ENXF Aggregator SCSp and any other holding vehicles or similar investment structures utilised from time to time (directly or indirectly) by ENXF SICAV in connection with one or more investments. Such fees, costs, expenses and liabilities (including any relevant taxes) will include fees, costs, expenses and liabilities:

- (i) as an investor (indirectly) in Underlying EQT Funds and in one or more Co-Investments, of identifying, investigating (and conducting diligence with respect to), evaluating, structuring, negotiating, consummating, holding, managing, monitoring, maintaining, financing, refinancing, hedging or selling potential and actual investments, including brokerage commissions, clearing and settlement charges, investment banking fees, bank charges, placement, underwriting, syndication and solicitation fees, arranger fees, sales commissions and other investment, execution, closing and administrative fees, costs and expenses;
- (ii) in connection with travel (including costs and expenses of commercial first-class and charter airfare, costs and expenses of accommodations, meeting spaces and meals and costs and expenses related to attending trade association meetings, conferences or similar meetings for the purposes of evaluating actual or potential investment opportunities);
- (iii) of lawyers, accountants, auditors and other advisors (including allocable compensation, fees and expenses of EQT Industrial Advisors related to the Fund's activities) or service providers, including finders, brokers, appraisers, valuation experts (including the cost of any valuation of, or fairness opinion relating to, any investment or other asset or liability, or potential transaction, of the Fund), consultants, administrators, depositories, custodians, trustees, relevant software providers (including, in each case, the fees, costs, expenses, liabilities and taxes associated with personnel or resources seconded from any of the foregoing to one or more members of the EQT Firm or the Fund, and which are providing services in respect of the Fund) and the pro rata cost of employees of the Manager and one or more members of the EQT Firm employed to provide services in lieu of such third party service providers (including without limitation, in connection with designing, implementing and monitoring compliance and operational "best practices" programmes, tools and initiatives),

- which service providers may include one or more members of the EQT Firm provided that they are engaged on a basis consistent with arms' length terms;
- (iv) incurred in connection with any procurement, digitalisation, underwriting or finance services provided by any member of the EQT Firm to an investee company (to the extent not borne by such investee company itself or a third party) or to the Fund itself (including any holding or investment structures utilised by the Fund);
 - (v) associated with portfolio and risk management and liabilities incurred in relation to the Fund's hedging activities and borrowing activities (including, without limitation, principal, interest on and fees, costs and expenses relating to or arising out of all borrowings made by the Fund, including fees, costs and expenses incurred in connection with the negotiation and arranging of the relevant credit facility, credit support or other relevant arrangements with respect to such borrowings or activities or related to securing the same whether by mortgage, pledge or other encumbrance or form of security, if applicable) and;
 - (vi) related to valuations (including, as the case may be, in respect of any investments or assets to be acquired following any warehousing arrangements implemented by another party), Shareholder reporting and filings and compliance with the Manager's disclosure, reporting, filing and information assistance obligations under the Fund Documentation or otherwise in connection with participation by Shareholders in the Fund;
 - (vii) incurred in relation to tax, legal and regulatory compliance in respect of the Fund, its operation and its investments;
 - (viii) in respect of developing, implementing, structuring, participating in, operating, liquidating and winding-up direct and indirect administrative and other investment structures in various jurisdictions formed for, invested in or used by the Fund (including, without limitation, any travel and accommodation expenses of the Manager or any other member of the EQT Firm and the pro rata cost of employees of the Manager or any other member of the EQT Firm who provide directorship, accounting, legal, administrative or back-office services in respect of such structures and/or the entities which comprise them);
 - (ix) of any administrators, custodians, depositaries (including the Depositary appointed pursuant to the AIFM Directive), placement agent(s) or financial intermediary (including any distributor or distribution platform provider) in respect of the subscription by Shareholders admitted through such a placement agent or financial intermediary (to the extent such fees or expenses are not borne by such Shareholders directly), locally licensed intermediaries that a Fund entity (including, but not limited to, ENXF SICAV and ENXF (Master) FCP) is required to engage as a result of one or more Fund shareholders or unitholders being domiciled in, or otherwise affiliated with a particular jurisdiction and any representative or paying agent appointed pursuant to the relevant legislation or guidance and the implementation thereof (including Swiss representatives or agents) in relevant jurisdictions related to the activities of the Fund;
 - (x) of the Board of Directors and any third-party advisory committees (including, without limitation, incurred in relation to maintaining professional indemnity insurance and directors' and officers' insurance);
 - (xi) in relation to any litigation or other proceedings, examinations, inquiries, investigations or audits involving or relating to the Fund and the amount of any judgment or settlement entered into in connection therewith;
 - (xii) of holding any annual or other meeting of the Shareholders (including meal, event, entertainment and other similar fees, costs and expenses and travel and accommodation costs of members of the Board of Directors, EQT Executives and EQT Industrial Advisors attending such annual or other information meetings);
 - (xiii) otherwise associated with the Fund's administration, including in relation to receiving subscriptions from and making distributions to the Shareholders, the administration of assets, financial planning and treasury activities, the preparation and delivery of all of the Fund's financial statements and tax returns (including any successors thereto), other reports and notices and other required or requested information (including the cost of any third-party administrator that provides accounting and administrative services to one or more Fund entities), providing access to such reports or information (including through platforms such as a website, an email client or other portal, and the fees, costs and expenses associated with the development and maintenance of any such portal, email client or website) and any other operational, secretarial or postage expenses relating thereto or arising in connection with the distribution thereof (and including, in each case, technology development and support with respect to such activities, other administrative support therefor and allocable compensation and overhead of EQT Executives engaged in the aforementioned activities and EQT Executives providing oversight of the Central Administration Agent or of any other third-party administrator engaged in the aforementioned activities);
 - (xiv) marketing, advertising, press releases and public relations relating to the Fund (including all such expenses incurred by the Manager and any other member(s) of the EQT Firm);
 - (xv) related to the offering of Shares and units of any Parallel Entity (including expenses associated with updating the offering materials, expenses associated with printing such materials, expenses associated with

- subscriptions, redemptions and conversions, and travel expenses relating to the ongoing offering of Shares and units of any Parallel Entity) or a transfer of Shares or redemption;
- (xvi) in connection with the listing or de-listing of any Shares on any recognised stock exchange and in connection with the ongoing obligations, maintenance and requirements in respect of any such listing or de-listing;
 - (xvii) incurred in connection with any amendments, restatements or other modifications to, and compliance with this Prospectus, the Articles any other constituent or related documents of ENXF SICAV, including the solicitation of any consent, waiver or similar acknowledgment from the Shareholders or preparation of other materials in connection with compliance (or monitoring compliance) with such documents (and the advice of legal and other professional advisors in interpreting and applying relevant provisions of the Fund Documents);
 - (xviii) related to the indemnification obligations of ENXF SICAV, as set out further in Section 13: “*Regulatory and Tax Considerations*”
 - (xix) related to procuring, developing, implementing or maintaining information technology, data subscription and license-based services, research publications, materials, equipment and services, computer software or hardware and electronic equipment used in connection with providing services to the Fund (including in connection with reporting and valuations), including risk analysis software;
 - (xx) in connection with broken deals including termination fees (or similar), hedging costs, guarantee fees and all out-of-pocket fees, costs and expenses fairly allocable (as determined by Manager in its discretion) to ENXF SICAV: (1) in developing, negotiating and structuring prospective or potential Investments that are not ultimately made, including any travel-related costs and expenses incurred in connection therewith (including costs and expenses of accommodations and meals, any deposits or down payments of cash or other property that are forfeited in connection with, or amounts paid as a penalty for not consummating, a proposed investment that is not ultimately made; and (2) for diligence and other services performed by the Manager, any other member of the EQT Firm, the Investment Advisory Professionals and/or the EQT Industrial Advisors in connection with their investment activities, in each case including fees, costs and expenses of the type described in this sub-section “*Fund Expenses*”, provided that for the avoidance of doubt, with respect to any such diligence or other services performed by the Manager pursuant to this sub-paragraph (2), the Manager shall only be reimbursed for its out-of-pocket costs and expenses; and
 - (xxi) incurred in connection with assessing and reporting the social and environmental impact and environmental, social and governance performance of investments and potential investments (including fees, costs and expenses payable to any third-party service provider and/or allocable compensation and overhead of EQT Executives engaged in such activities) and of outside counsel, accountants, auditors, consultants and other similar outside advisors and service providers incurred in connection with designing, implementing and monitoring any impact assessment programme.

In addition, ENXF SICAV will bear all taxes and all fees or other charges levied by any governmental agency, tax authority or regulatory body against ENXF SICAV and the ENXF (Master) FCP in connection with the Fund’s investments or otherwise (together with the fees, costs, expenses, liabilities and taxes listed in sub-paragraphs (a) to (c) (and therefore including sub-paragraphs (i) to (xxi)) in this sub-section, “**Fund Expenses**”). For the avoidance of doubt, ENXF SICAV and its affiliates will not bear any taxes due in respect of the taxation of income owed by Shareholders and where ENXF SICAV is due to pay a tax attributable to a Shareholder, ENXF SICAV will be entitled to recover such tax paid or to be paid from the such Shareholder, including (without limitation) by way of set off or redemption of such Shareholder’s Shares. The fees, costs, expenses, liabilities and taxes incurred by ENXF SICAV will be allocated on a fair and reasonable basis as determined by the Manager amongst all relevant Share Classes and in the event that: (i) ENXF SICAV has more than one Sub Fund, the fees, costs, expenses, liabilities and taxes incurred by ENXF SICAV will be allocated on a fair and reasonable basis as determined by the Manager amongst all such Sub-Funds, and (ii) there are Parallel Entities, then the fees, costs, expenses, liabilities and taxes incurred by the Fund will be allocated on a fair and reasonable basis as determined by the Manager amongst all such Parallel Entities.

Notwithstanding the allocation arrangements set above, the Manager may in its discretion allocate fees, costs, expenses, liabilities and/or taxes to the Fund, to one or more specific Fund entities, to one or more specific Sub Funds or to one or more specific Share Classes, in each case, **as a whole**, where the Manager reasonably determines it to be impracticable to allocate on the basis of the paragraph immediately above (including, for example, where it or the Fund would otherwise incur a disproportionate administrative or financial burden in determining the requisite allocations or where the cost or administrative burden in seeking such allocation would outweigh the benefits). This may include circumstances where such fees, costs, expenses, liabilities and/or taxes have only been borne for the benefit of one investor or a subset of investors (irrespective of if they are former, current or potential future investors)

participating in the Fund, specific Fund entities, specific Sub Funds or specific Share Classes, provided that the Manager will use its reasonable efforts, where practicable, to limit or mitigate circumstances where such fees, costs, expenses, liabilities and/or taxes are borne by investors participating in a particular Fund entity, Sub Fund or Share Class (or across the Fund generally) but are solely incurred in respect of investors participating in one or more other Fund entities, Sub-Funds or Share Classes.

Fees related to Services Performed by the EQT Firm

The Fund, the EQT Funds and/or one or more of their investee companies (as applicable) may retain one or more members of the EQT Firm to perform services relating to an investment and/or the activities of the Fund, including, without limitation, liquidity management and other services for compensation by the Fund, the relevant EQT Fund and/or the relevant investee companies, and any engagements in respect of such services between: (i) the Fund, the relevant EQT Fund and/or the relevant investee companies, and (ii) the relevant members of the EQT Firm, shall be made on a basis consistent with arm's length terms where such compensation will not offset the Management Allocation, the priority profit share, management fee or similar in respect of an EQT Fund, or any carried interest received by a member of the EQT Firm (subject to terms of the EQT Funds, in the case of an EQT Fund or its investee company being involved).

Fees arising at multiple levels within the Fund

To the extent the Management Allocation for a relevant period may apply at the level of ENXF SICAV, the ENXF (Master) FCP, the ENXF Aggregator SCSp and/or any other intermediary vehicle or Parallel Entity in the Fund, Shareholders will only bear such Management Allocation by the Manager or the EQT Firm once.

8. DISTRIBUTIONS

Shareholders will generally have amounts which would otherwise be distributed and settled in respect of their Shares, automatically reinvested in the Fund. However, the Manager (as a delegate of the Board of Directors) may from time to time determine (in its discretion) to settle all or part of such distributions to such Shareholders. Any distributions made by ENXF SICAV are at the discretion of the Manager (as a delegate of the Board of Directors), considering factors such as earnings, cash flow, capital needs, reserved for actual or contingent liabilities (including amounts subject to recall by an Underlying EQT Fund or a Co-Investment Vehicle), taxes and general financial condition and the requirements of applicable law, in each case on an actual and prospective basis. As a result, ENXF SICAV's distribution rates may vary from time to time. There is no assurance ENXF SICAV will declare distributions in any particular amount or frequency, if at all, and the availability of distributions will in large part be a factor of when amounts are received by the Fund in respect of its investments in Underlying EQT Funds and/or Co-Investments, over which the Fund will not have any control. Any declaration of distributions to Shareholders will be made in accordance with the 1915 Law and the 2010 Law.

In the discretion of the Manager (as a delegate of the Board of Directors), ENXF SICAV may declare distributions in-kind. In the event that any in-kind distributions are to be made, the independent auditor of ENXF SICAV or any other auditor qualifying as *réviseur d'entreprises agréé* shall establish a report in respect of the in-kind distribution. The costs associated with such in-kind distributions (in particular the report of ENXF SICAV's independent auditor or any other auditor qualifying as *réviseur d'entreprises agréé*) shall be borne by the Shareholder(s) receiving the in-kind distribution or a third party but will not be borne by ENXF SICAV unless the Manager (as a delegate of the Board of Directors) considers that the distribution in kind is in the interest of ENXF SICAV or made to protect the interest of the Shareholders.

The per Share amount of distributions on Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class K Shares and Class L Shares on the one hand and Class G Shares, Class I Shares, Class J Shares, Class D Shares, Class H Shares and Class M Shares on the other hand, will generally differ because of different Class-specific Servicing Fees that are deducted from the gross distributions for each Class. Specifically, distributions on Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class K Shares and Class L Shares may be lower than Class G Shares, Class I Shares, Class J Shares, Class D Shares, Class H Shares and Class M Shares because ongoing Servicing Fees apply with respect to the Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class K Shares and Class L Shares compared to Class G Shares, Class I Shares, Class J Shares, Class D Shares, Class H Shares and Class M Shares. In addition, the per Share amount of distributions will also differ because of different Class-specific arrangements with respect to the Management Allocation and Co-Investment Carried Interest, such that distributions on Share Classes which bear the highest rate of Management Allocation and/or Co-Investment Carried Interest will be lower than distributions on Share Classes which bear lower or no Management Allocation and/or Co-Investment Carried Interest.

Shareholders with a functional currency other than Euro are exposed to fluctuations of the Euro foreign exchange rate and/or hedging costs, which may lead to variations on the amount to be distributed.

9. MANAGEMENT AND ADMINISTRATION OF ENXF SICAV

EQT

EQT is a purpose-driven global investment organization focused on active ownership strategies. With a Nordic heritage and a global mindset, EQT has built a track record of delivering consistent and attractive returns across multiple geographies, sectors and strategies. EQT has investment strategies covering all phases of a business' development, from start-up to maturity. EQT Partners AG, which, together with its affiliates, parent and subsidiaries, advises the general partners, managers and/or operators of the funds within EQT's various investment strategies, is a wholly-owned subsidiary of EQT AB.

The Board of Directors

The members of the Board of Directors will be elected by the general meeting of shareholders subject to the approval of the CSSF. The Board of Directors is vested with the broadest powers to act on behalf of the Fund and to take any actions necessary or useful to fulfil the Fund's corporate purpose, subject to the powers expressly assigned by law or the Articles to the general meeting of shareholders.

The Board of Directors is responsible for conducting the overall management and business affairs of the Fund in accordance with the Articles. In particular, the Board of Directors is responsible for defining the investment objective and policy of the Sub-Funds and their risk profile, subject to the principle of risk diversification, and for the overall supervision of the management and administration of the Fund, including the selection and supervision of the Manager and the general monitoring of the performance and operations of the Fund.

The Board of Directors of currently composed of the following directors:

Maria Samuelsson von Oldenskiöld is Head of Fund Control, Reporting and Capital Events of EQT. Mrs. Samuelsson von Oldenskiöld is responsible for the ongoing daily work and operational development of the aforementioned fields of the EQT Funds and related third-party deal co-invest and employee vehicles globally. This includes providing instructions, taking management decisions and approving the NAV, investor and regulatory reporting of financial and investment information as well as the capital related transactions with investors and employees related to those transactions. Such role also involves overseeing the external audit activities for EQT Funds and further enhancing the operational aspects of EQT Funds. She has 20 years of experience within the private markets and alternative investments industry. Prior to joining EQT, Mrs. Samuelsson von Oldenskiöld was globally in charge of Financial and Regulatory reporting at Partners Group (which managed circa USD 120 billion of assets), a Swiss Private markets fund manager, where she was involved in service provider selection and operations of open ended private markets structures, investment accounting, development of systems for investment and investor information, acquisitions and disposals of investments, with a focus on special purpose vehicles, structuring of funds and execution of investments. Eventually she headed up the global funds audit process (with a budget of USD 18m), including an audit transformation project aiming at doubling the audit scope (up to 1200 entities), reducing the cost, digitizing the financial statements preparation process and optimizing the audit process. Previously, she worked at Ashland Inc. as a legal entity controller with focus on system and legal entity integration, as well as, operational improvements. Ahead of this experience she spent 6 years at PwC as an external auditor, within the alternative investment space in Luxembourg and Zürich, Switzerland. Mrs. Samuelsson von Oldenskiöld holds a master's degree from the University of Gothenburg and is a Certified Chartered Accountant. She is a Fellow of Certified Chartered Accountants, ACCA.

Joshua Stone joined EQT in October 2015. He is one of the directors of EQT Fund Management S.à r.l., EQT's regulated fund manager and Manager for the Fund, and acts as Head of Strategic Initiatives within EQT's Fund Operations (FO) department. Serving as a strategic partner to the Heads of Fund Management and Fund Operations, Josh leads the development of strategic initiatives for FO, providing recommendations on critical initiatives or projects to solve some of the most difficult challenges for the business and acting as sponsor for such initiatives throughout their implementation. Such initiatives will range from due diligence and integration of group acquisitions, onboarding of investors, deal execution, treasury, governance setup and human resources. Josh formerly acted as the regulated portfolio manager for EQT's Credit and Large Buyout strategies. Josh is active in the Luxembourg Private Equity & Venture Capital Association (LPEA), currently acting as Co-Chair of the Large Buy-Out Group. Prior to joining EQT,

Josh worked as an Auditor for PricewaterhouseCoopers, New York, for 3 years and subsequently with PricewaterhouseCoopers, Luxembourg, for 4 years, focusing on a wide range of asset management vehicles with a specialization in private equity. Josh holds a B.Sc. in Accounting from University of Kentucky, U.S.A., a M. Sc. in Business Administration from Sacred Heart University, Luxembourg, and is a Certified Public Accountant (CPA).

Ann-Charlotte Lawyer is a Luxembourg Non-Executive Director specialising in servicing investment funds as well as fund management companies. Ann-Charlotte has a long senior banking and asset management career behind her, and started out as a trader of FX and money market products. In 2005 Ann-Charlotte relocated to Luxembourg, and between 2007-2020 she has headed two Luxembourg based 3rd party fund management companies. She has served on a number of company, management company, and fund boards since 1998 and today sits on the boards of Luxembourg management companies, UCITS, Part II funds, SIFs and RAIFs. Ann-Charlotte holds a Bachelor of Arts in Economics from Lawrence University and is a Certified Anti Money Laundering Specialist as well as a member of ILA, the Luxembourg Association of Directors and of ALCO, the Luxembourg Association of Compliance Officers.

The Manager

EQT Fund Management S.à r.l. has been appointed as alternative investment fund manager of the Fund. Its role will be to perform investment management (including both risk management and portfolio management), oversight, valuation and certain other functions with respect to the Fund in accordance with the requirements of the AIFM Directive. Up-to-date lists of the members comprising the Manager's investment committee in relation to the Fund and the members of the Manager's board of directors which ultimately take decisions in respect of investments and portfolio management in relation to the Fund, can each be obtained at the registered office of the Manager.

The Manager operates independently of EQT Partners and is part of an EQT fund management network covering several jurisdictions. The Manager is represented by suitably qualified and experienced individuals, with relevant professional backgrounds, including in banking, auditing, treasury, risk management and fund administration.

The Manager has appointed EQT Partners to provide recommendations in respect of potential and actual investments and to assist the Manager, where applicable, in carrying out its duties and functions with respect to the Fund, including the monitoring of the performance of the Fund's investments. In identifying and selecting investment opportunities, the Manager may in its discretion also appoint an Investment Advisory Committee, the role of which may include providing recommendations in respect of investment opportunities.

Non-Exclusivity

The functions and duties which members of the Board of Directors, the Manager and/or any of their affiliates undertake on behalf of, or with respect to, ENXF SICAV will not be exclusive and they perform similar functions and duties for themselves and for others and may act as manager, investment advisor, operator and/or general partner (or similar) in respect of other funds, accounts or other products.

Depository and Central Administration Agent

The Depository of ENXF SICAV

ENXF SICAV has appointed Bank of New York Mellon SA/NV, Luxembourg Branch, currently having its registered office at 2-4 Rue Eugene Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg, as depository bank and paying agent of ENXF SICAV (the "**Depository**") pursuant to the 2010 Law and the terms of a depository bank and paying agent agreement entered into between ENXF SICAV, the Manager and the Depository (the "**Depository Agreement**"), effective as of the incorporation date of ENXF SICAV.

The duties of the Depository (as further detailed in the Depository Agreement) include:

- (a) the safekeeping of ENXF SICAV's financial instruments that can be held in custody and record keeping and verification of ownership of the other assets of ENXF SICAV,
- (b) oversight duties, and
- (c) cash flow monitoring.

Bank of New York Mellon SA/NV, Luxembourg Branch is registered with the RCS under number B 105.087. It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector (the “**1993 Law**”), as amended, and specializes in custody, fund administration and related services.

Delegation

The Depositary has been authorized by ENXF SICAV to delegate its safekeeping duties to sub-custodians in relation to financial instruments and to open securities accounts with such sub-custodians subject to compliance with Luxembourg law and the depositary agreement.

An up to date description of any safekeeping functions delegated by the Depositary and an up to date list of the delegates and sub-custodians may be obtained, upon request, from the Depositary.

The Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the ENXF SICAV and the Shareholders in the execution of its duties under the 2010 Law and the Depositary Agreement.

Under its oversight duties, the Depositary will:

- ensure that the sale, issue, repurchase, redemption and cancellation of Shares effected on behalf of ENXF SICAV are carried out in accordance with the 2010 Law and with ENXF SICAV’s articles of incorporation and this Prospectus;
- ensure that the value of Shares is calculated in accordance with the 2010 Law and ENXF SICAV’s articles of incorporation and this Prospectus;
- carry out the instructions of ENXF SICAV and the Manager unless they conflict with the 2010 Law or ENXF SICAV’s articles of incorporation and this Prospectus;
- ensure that in transactions involving ENXF SICAV’s assets, the consideration is remitted to ENXF SICAV within the usual time limits; and
- ensure that the income of ENXF SICAV is applied in accordance with the 2010 Law or ENXF SICAV’s articles of incorporation and this Prospectus.

As paying agent of ENXF SICAV, the Depositary may receive contributions from Shareholders, deposit such payments in the cash accounts of ENXF SICAV that may be opened with the Depositary and pay any distributions and/or withdrawal amounts to the Shareholders from time to time; *provided*, that such services are currently expected to be performed by other financial entities, which may include EQT and its affiliates, in compliance with applicable law.

The Depositary will also ensure that cash flows are properly and effectively monitored in accordance with the 2010 Law and the Depositary Agreement.

Prime Broker

ENXF SICAV has not yet appointed a prime broker.

The Central Administration Agent of ENXF SICAV

Bank of New York Mellon SA/NV, Luxembourg Branch has been appointed as transfer and registrar agent and central administration agent of ENXF SICAV (the “**Central Administration Agent**”) pursuant to an investment fund services agreement entered into between ENXF SICAV, the Manager and the Central Administration Agent (the “**Administration Agreement**”) and effective as of the incorporation date of ENXF SICAV.

The duties of the Central Administration Agent (as further detailed in the Administration Agreement) include, primarily, keeping the accounts and holding the books and records of ENXF SICAV, calculating the net asset value of ENXF SICAV/any Sub-Fund(s) of ENXF SICAV, drawing up the annual financial statements of ENXF SICAV, maintaining the register of Shareholders of ENXF SICAV and recording any subscription, redemption or transfer of

Shares in such register. The Central Administration Agent may be assisted by one or more members of the EQT Firm in the performance of any of these services as further specified in the Prospectus.

A summary of the fees which Bank of New York Mellon SA/NV, Luxembourg Branch is entitled to receive from ENXF SICAV in consideration for its services as Depositary, Paying Agent and Central Administration Agent is available to investors at the registered office of the Manager.

In order to provide these services, Bank of New York Mellon SA/NV, Luxembourg Branch must enter into outsourcing arrangements with third party service providers within or outside its group (the “**BNY Sub-contractors**”). As part of those outsourcing arrangements, Bank of New York Mellon SA/NV, Luxembourg Branch may be required to disclose and transfer personal and confidential information and documents about a Shareholder and individuals related to the Shareholder (the “**Related Individuals**”) (such as identification data – including the Shareholder and/or the Related Individual’s name, address, national identifiers, date and country of birth, etc. – account information, contractual and other documentation and transaction information) (the “**Confidential Information**”) to the BNY Sub-contractors. In accordance with Luxembourg law, Bank of New York Mellon SA/NV, Luxembourg Branch is required to provide a certain level of information about those outsourcing arrangements to ENXF SICAV, which, in turn, must provide such information to the Shareholders. In this respect, information on ENXF SICAV’s processing of personal data (to the extent containing Confidential Information) is included in Section 13: “*Regulatory and Tax Considerations*”.

The nature of the outsourced activities includes IT system management, operation, development and maintenance services, reporting, and investor services activities.

In any event, Bank of New York Mellon SA/NV, Luxembourg Branch is legally bound to, and has committed to ENXF SICAV that it will, enter into outsourcing arrangements with BNY Sub-contractors which are either subject to professional obligations of confidentiality by application of law or which will be contractually bound to comply with strict confidentiality rules. Confidential Information will therefore only be accessible to a limited number of persons within the relevant BNY Sub-contractor, on “a need to know” basis and following the principle of the “least privilege.”

Secretarial Services Provider

ENXF SICAV has appointed Citco Fund Services (Luxembourg) S.A., having its registered office at 20, rue de la Poste, L-2346 Luxembourg, Grand Duchy of Luxembourg (“**Citco**”), to provide company secretarial services to ENXF SICAV.

Global Distributor and Sub-Distributors

The Manager, in its capacity as the Global Distributor, will manage the global distribution of this offering. The Manager may utilize its affiliates to perform some of its functions. The Manager (and/or its delegates) agrees to, among other things, manage ENXF SICAV’s relationships with third-party registered investment advisers, financial intermediaries (including distributors and distribution platform providers) and broker-dealers engaged by the Manager (and/or its delegates) to participate in the distribution of Shares. The Manager (and/or its delegates), will also coordinate ENXF SICAV’s marketing and distribution efforts with participating financial intermediaries (including distributors and distribution platform providers), broker-dealers and their registered representatives with respect to communications related to the terms of the offering, investment strategies, material aspects of operations and subscription and redemption procedures.

To the extent there are any such fees, a summary of the fees payable by the Fund to the relevant participating financial intermediaries (including distributors and distribution platforms) in connection with the offering and distribution of the Fund, to the exclusion of the Servicing Fee, is available to prospective investors and Shareholders upon request at the registered office of the Manager.

10. INDEPENDENT AUDITOR

KPMG, or any replacement as appointed by the general meeting of Shareholders upon proposal by the Board of Directors, will act as approved statutory auditor (*réviseur d'entreprises agréé*) of ENXF SICAV and will audit ENXF SICAV's annual report.

11. MEETINGS OF SHAREHOLDERS

The annual general meeting of Shareholders of ENXF SICAV will be held at the registered office of ENXF SICAV or at such other place in Luxembourg, as determined by the Board of Directors, within the six months following the end of each Financial Year.

The general meeting shall be convened in accordance to the 1915 Law and the Articles. The requirements as to attendance, quorum and majorities at all general meetings are those laid down in the 1915 Law and in the Articles. As set out in more detail in the Articles, Shareholders have the right to vote on amendments of the Articles. Please also see Section 15: “*Documentation and Information / Amendments to Fund Documentation*”

Each entire Share is entitled to one vote. Shareholders shall be entitled to split their shareholding for voting purposes such that a Shareholder may vote in favour of a resolution with respect to a portion of the Shares it holds and vote against the same resolution with respect to the balance of Shares it holds.

Resolutions of meetings of Shareholders apply to ENXF SICAV as a whole and to all Shareholders of ENXF SICAV; *provided*, that any amendment affecting only the rights attached to the Shares of any particular Class and/or Sub-Fund(s) and the rights of the holders of such Shares may be submitted only to a vote of the Shareholders of the Class and/or Sub-Fund(s) as far as the Shareholders of the Class and/or Sub-Fund(s) in question are present or represented (and resolutions are therefore made based on the votes of such Shareholders only, and not all Shareholders).

Except as otherwise required by the 1915 Law or as otherwise provided in the Articles, resolutions at a meeting of Shareholders duly convened are passed by a simple majority of the votes cast regardless of the proportion of the capital represented.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders for them to take part in any meeting of Shareholders.

12. REPORTS

Reporting

ENXF SICAV will prepare, distribute and submit for approval its audited annual report, established in accordance with Luxembourg GAAP, to the Shareholders within the six months following the end of each Financial Year. The audited annual report will contain financial statements audited by a Luxembourg auditor (*réviseur d'entreprises agréé*).

In addition and in accordance with the requirements of the 2010 Law, ENXF SICAV will prepare and distribute an unaudited semi-annual report to investors within three months following the period to which it refers.

The Board of Directors may, in its discretion, decide to provide Shareholders with additional unaudited reports at a higher frequency, and any other form of information or communication it deems appropriate.

To the extent the Prospectus does not include all the information required to be provided to investors pursuant to Art. 21 of the 2013 Law, the Manager will make such information available to investors in the audited annual financial report, the unaudited semi-annual financial reports, or such other periodic reports as determined by the Manager, a copy of which will be available at the registered office of ENXF SICAV.

13. REGULATORY AND TAX CONSIDERATIONS

Organization

ENXF SICAV is a multi-compartment Luxembourg investment company with variable capital (*société d'investissement à capital variable*) governed by Part II of the law of 17 December 2010 relating to undertakings for collective investment, as amended (the “**2010 Law**”) and established as a public limited liability company (*société anonyme* or “**SA**”) in accordance with the law of 10 August 1915 on commercial companies (the “**1915 Law**”) and qualifies as an alternative investment fund within the meaning of the 2013 Law. ENXF SICAV is authorized and supervised by the CSSF.

The Fund is operated through several entities and the term “Fund” is used throughout this Prospectus to refer to the programme as a whole. The primary vehicle for investors to subscribe for shares is the ENXF SICAV and it may, subject to the discretion of the Manager, also be possible for investors to subscribe for units in the ENXF (Master) FCP. ENXF (Master) FCP is the master fund for ENXF SICAV and both entities are umbrella funds with one or more sub-funds. The Fund may also have Parallel Entities for investors to subscribe to, which may be formed to address investors’ legal, tax and/or regulatory requirements and/or other reasons. As an investment programme which invests in Underlying EQT Funds and alongside EQT Funds, the Fund makes its investments through a number of entities established for structuring purposes, which will be held (directly or indirectly, in whole or in part) by the ENXF Aggregator SCSp, a subsidiary of the ENXF (Master) FCP and any Parallel Entities.

This Prospectus offers an investment in ENXF SICAV. ENXF SICAV will invest, as a feeder fund, all or substantially all of its assets into class F units of a sub-fund of the ENXF (Master) FCP, as the master fund to ENXF SICAV. The sub-fund of the ENXF (Master) FCP will invest its assets into a subsidiary, ENXF Aggregator SCSp, established for the purpose of indirectly holding the ENXF (Master) FCP’s investments.

The investment objective and strategies, related risk factors and potential conflicts of interest, subscription and redemption terms, calculation of net asset value, fees and expenses, tax and regulatory considerations, and other aspects of the activities of the ENXF (Master) FCP and ENXF SICAV are substantially the same except as specifically identified in the relevant prospectus.

Term

ENXF SICAV will continue for an unlimited period of time, unless put into liquidation in certain specified circumstances, including as described below under Section 14: “*Dissolution and Liquidation of ENXF SICAV*”. Each Sub-Fund may have an unlimited duration or a limited duration, as further described in its relevant appendix.

Financial Year

Each financial year of ENXF SICAV will start on 1 January and end on 31 December of each year.

Accounting Standard

Accounts are prepared in accordance with Luxembourg GAAP.

Temporary Suspension of Calculation of NAV, Subscriptions, Redemptions and Conversions of Shares

The Board of Directors and/or the Manager may, but is not obligated to, suspend the determination of NAV and/or ENXF SICAV’s offering and/or conversions and/or redemptions where circumstances so require and provided the suspension is justified having regard to the interests of Shareholders, as further described under Section 6: “*Valuation and Calculation of Net Asset Value*”. Any such suspension shall be notified to the concerned Shareholders. For the avoidance of doubt, the redemption programme shall only be suspended in exceptional circumstances and not on a systematic basis, as further described under Section 5: “*Subscriptions, Redemptions and Other Transactions*”.

Certain Regulatory Matters

Alternative Investment Fund Managers' Directive and Certain Luxembourg Regulatory Considerations

The AIFM Directive was transposed in Luxembourg law on 22 July 2013. The AIFM Directive regulates (i) alternative investment fund managers based in the European Economic Area (“EEA”), (ii) the management of any alternative investment fund established in the EEA and (iii) the marketing in the EEA of any alternative investment fund, such as ENXF SICAV. The AIFM Directive imposes detailed and prescriptive obligations on alternative investment fund managers established in the EEA, including the Manager.

The corpus of rules formed by the AIFM Directive, the Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 (“**AIFM Regulation**”) and any binding guidelines or other delegated acts and regulations issued from time to time by the European Union relevant authorities pursuant to the AIFM Directive and/or the AIFM Regulation, as well as by any national laws and regulations that are taken in relation to (or transposing either of) the foregoing are hereafter referred to as the “**AIFM Rules**”.

The Alternative Investment Fund Manager of ENXF SICAV

The Manager, EQT Fund Management S.à r.l., has been appointed as alternative investment fund manager of ENXF SICAV. Its role will be to operate ENXF SICAV and to perform risk management and portfolio management with respect to ENXF SICAV in accordance with the requirements of the AIFM Directive.

The Manager will also manage the global distribution of this offering, in its capacity as the Global Distributor.

Description of Duties

The Board of Directors has exclusive responsibility for the management and control of the activities and affairs of ENXF SICAV. Subject to the terms of this Prospectus, the Manager has full power and authority to do all things necessary to carry out the purposes of ENXF SICAV in accordance with the AIFM Rules and the 2010 Law. In carrying out its functions as alternative investment fund manager of ENXF SICAV, the Manager is responsible for implementing the investment policy of ENXF SICAV, as well as for determining investment and exit opportunities, and acquiring and disposing of investments for the account of ENXF SICAV. The Manager is responsible for monitoring the performance of the investments.

Professional Liability

In accordance with the requirements of Article 9(7) of the AIFM Directive, the Manager is holding additional own funds which are appropriate to cover potential liability risks arising from professional negligence.

Delegation

The Manager has appointed advisors to assist in carrying out its duties and functions with respect to ENXF SICAV, including EQT Partners, which is engaged to provide advice in relation to investment opportunities and to assist in the monitoring of the performance of the investments.

Certain local regulatory controls and tax considerations may require the appointment of one or more third parties with respect to the operations of ENXF SICAV or its investments, including to manage some or all of ENXF SICAV's investments in certain jurisdictions. Although typically the Manager oversees the operations of the ENXF SICAV's investments, such third parties will be delegated responsibilities and may have influence over the affairs and operations of the applicable investments.

Fees, Allocations and Expenses

In addition to the Fund bearing the Management Allocation, the Manager (or its affiliates, as applicable) shall be entitled to reimbursement by the Fund of any Organizational and Offering Expenses and/or Fund Expenses it has incurred on behalf of the Fund.

AIFMD Leverage

ENXF SICAV may employ up to 300% of leverage under the gross method and up to 300% of leverage under the commitment method, in each case for the purposes of the AIFM Rules. Compliance with the maximum levels of leverage will be determined on a quarterly basis. If these limits are ever exceeded after leverage has been incurred by ENXF SICAV, the Manager will make commercially reasonable efforts to bring ENXF SICAV's exposure back into compliance with the maximum levels of leverage, but such event will not constitute a breach of an investment restriction adopted by ENXF SICAV or a "trade error" for any purpose. The Manager may increase ENXF SICAV's maximum leverage exposure from time to time. If the Manager increases such maximum level of exposure, it will provide notice in writing to Shareholders in the next regularly scheduled notice to Shareholders.

Shareholders' Rights against Service Providers

It should be noted that Shareholders will only be able to exercise their rights directly against ENXF SICAV and will not have any direct contractual rights against the service providers of ENXF SICAV appointed from time to time. The foregoing is without prejudice to other rights which investors may have under ordinary rules of law or pursuant to specific legislation (*e.g.*, a right of access to and rectification of personal data).

Shareholders' Rights in Case of Financial Intermediary

Shareholders' attention is drawn to the fact that they will only be able to fully exercise their rights directly against ENXF SICAV, notably the right to participate in general meetings of Shareholders, if they are registered in their own name in the register of Shareholders of ENXF SICAV. In cases where a Shareholder invests in a Sub-Fund through a financial intermediary as provided for above, it may not always be possible for the Shareholders to exercise certain rights directly against ENXF SICAV.

Indemnification

ENXF SICAV will indemnify or reimburse the Manager, any other member of the EQT Firm, their respective affiliates and their and ENXF SICAV's respective directors, officers, partners, agents, delegates, representatives, consultants and employees and members of the IAC (if established), from and against any and all claims, liabilities (including liabilities in contract, tort or otherwise), together with any fees, costs or expenses arising in connection with their respective activities for ENXF SICAV (including losses and liabilities arising due to a representative of the Manager or other member of the EQT Firm serving on the board of an investee company of an EQT Fund). ENXF SICAV may also indemnify the Central Administration Agent, Depository, sub-custodians and other service providers, subject to applicable laws.

ENXF SICAV will purchase or bear premiums, fees, costs and expenses (including any expenses or fees of insurance brokers) to insure ENXF SICAV, investee companies of EQT Funds (where applicable), the Manager, any other member of the EQT Firm, their respective affiliates and their and ENXF SICAV's respective directors, officers, partners, agents, delegates, representatives, consultants and employees and members of the IAC (if established) and other indemnified parties, against liability (including, without limitation, with respect to liabilities arising from relevant litigation or breaches of representations and/or warranties and cybersecurity) in connection with the activities of ENXF SICAV. This includes a portion of any premiums, fees, costs and expenses for one or more "umbrella" group or other insurance policies maintained by EQT that cover one or more of EQT and Other EQT Accounts, the Manager and/or EQT (including their respective directors, officers, partners, agents, delegates, representatives, consultants and employees, and members of the Board of Directors of ENXF SICAV and other indemnified parties).

Applicable Laws and Jurisdiction

ENXF SICAV was incorporated on 14 April 2023 and continues for an indefinite period until ENXF SICAV is put into liquidation in the manner set forth in the Articles and this Prospectus. ENXF SICAV is governed by the laws of the Grand Duchy of Luxembourg. By entering into a subscription document, the Shareholder will enter into a contractual relationship governed by the subscription document, the terms of this Prospectus, the Articles and applicable laws and regulations.

Any action or proceeding against the parties relating in any way to the Articles or this Prospectus shall be brought and enforced exclusively in the District Court of the city of Luxembourg. The subscription document will contain similar terms.

Regulation (EU) No 1215/2012 of the European Parliament and of the Council of 12 December 2012 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters has force of law in Luxembourg. In accordance with its provisions, a judgment obtained in the courts of another EU jurisdiction will in general be recognized and enforced in Luxembourg without review as to its substance, save in certain exceptional circumstances.

Fair and Preferential Treatment

The Manager intends that all Shareholders will be treated fairly in accordance with the relevant requirements of the AIFM Directive, the 2013 Law, the 2010 Law and applicable laws and regulations.

Notwithstanding the foregoing paragraph, a Shareholder may be granted “preferential treatment” within the meaning of, and to the widest extent allowed by, this Prospectus and the Articles. To the extent that a Shareholder obtains a “preferential treatment” or the right to obtain a “preferential treatment,” a brief description of that preferential treatment, the type of Shareholder who obtained such “preferential treatment” and, where relevant, their legal or economic links with ENXF SICAV or the Manager will be made available on a confidential basis upon request at the registered office of the Manager to the extent required by applicable law (and not otherwise disclosed, including as part of this Prospectus) and, in particular, in accordance with Article 21 of the 2013 Law.

Other Information

ENXF SICAV will prepare, distribute and submit for approval its audited annual report, established in accordance with Luxembourg GAAP, to the Shareholders within six months after the end of each Financial Year. The audited annual report will contain financial statements audited by a Luxembourg auditor (*réviseur d'entreprises agréé*).

In addition and in accordance with the requirements of the 2010 Law, ENXF SICAV will prepare and distribute an unaudited semi-annual report to investors within three months following the period to which it refers.

The Board of Directors may, in its discretion, decide to provide Shareholders with additional unaudited reports at a higher frequency, and any other form of information or communication it deems appropriate.

Acquisition of Major Holdings and Control of Non-Listed Companies

If ENXF SICAV, directly or indirectly, acquires or disposes of certain holdings in a non-listed company, the Manager may be subject to certain reporting obligations set out in Articles 24 and following of the 2013 Law.

Best Execution

The Manager is required to act in the best interest of ENXF SICAV when executing investment decisions. While the Manager is required to act in the best interest of ENXF SICAV, Shareholders should note that it will also be required to act in the best interest of the relevant Underlying EQT Fund in respect of which it separately acts as manager, in which ENXF SICAV would be expected to be a minority investor (as further described in Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations-EQT Fund Management S.à r.l.*”).

Investment transactions for ENXF SICAV that require the use of a service provider generally will be allocated to service providers based on an assessment of best execution, the evaluation of which includes, among other considerations, such service provider’s provision of certain investment-related services and research that the Manager believes to be of benefit to ENXF SICAV. Shareholders should note that one more of such service providers may be members of the EQT Firm as further described in Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations-Related Party Transactions*”.

Remuneration

The Manager has established a remuneration policy which shall be applicable to all identified staff members as specified in the AIFM Regulation and the ESMA Guidelines 2013/201. Any relevant disclosures shall be made in the financial statements, if applicable, in accordance with the 2013 Law.

Risk Management

The Manager has established and maintains a dedicated risk management function that implements effective risk management policies and procedures in order to identify, measure, manage and monitor on an ongoing basis all risks relevant to ENXF SICAV's investment objective including in particular market, credit, liquidity, counterparty, operational and all other relevant risks. Furthermore, the risk management process ensures an independent review of the valuation policies and procedures as per Article 70 (3) of the AIFM Regulation.

ENXF SICAV may use all financial derivative instruments for the purpose of hedging or investment.

Liquidity Risk Management

The Manager maintains a liquidity risk management process to monitor the liquidity risk of ENXF SICAV, which includes, among other tools and methods of management, the use of stress tests under both normal and exceptional liquidity conditions. Further details regarding the liquidity risk management process of ENXF SICAV are available upon request at any reasonable time during normal business hours (after furnishing reasonable advance written notice to the Manager) at the registered office of the Manager.

The Manager will comply with the ESMA Guidelines ESMA34-39897 on liquidity stress testing.

Anti-Money Laundering and Fight Against Terrorism Financing

Pursuant to EU and Luxembourg laws, regulations and guidance including, but not limited to: (i) Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015, on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, as amended (the “**5th Anti-Money Laundering Directive**”); (ii) the Luxembourg law of 12 November 2004, on the fight against money laundering and financing of terrorism, as amended (the “**Lux AML Law**”); (iii) the Grand Ducal Regulation of 1 February 2010, providing details on certain provisions of the Lux AML Law; (iv) the CSSF Regulation 12-02 on the fight against money laundering and terrorist financing, as amended; (v) the Luxembourg Law of 13 January 2019, on the register of beneficial owners, as amended; (vi) relevant CSSF regulations, circulars and guidelines or relevant EU guidelines, including but not limited to: (a) CSSF Circular 18/698 on the authorization and organization of investment fund managers incorporated under Luxembourg law; and (b) the European Banking Authority (EBA) Guidelines (EBA/GL/2021/02) on customer due diligence and the factors credit and financial institutions should consider when assessing the money laundering and terrorist financing risk associated with individual business relationships and occasional transactions under Articles 17 and 18(4) of the 5th Anti-Money Laundering Directive; (vii) the laws and regulations enforcing the Targeted Financial Sanctions Lists (as defined below), including the obligation to detect the countries, persons, entities and groups identified on such list; and (viii) 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 (collectively, the “**AML/KYC Rules**”). For these purposes, “**Targeted Financial Sanctions Lists**” means the laws and regulations enforcing the international targeted financial sanctions lists issued from time to time by the United Nations and the EU, including the Luxembourg Law of 19 December 2020, on the implementation of restrictive measures in financial matters, as amended.

As a result of such regulation and guidelines, the Central Administration Agent, acting on its own account and on behalf of the Board of Directors and/or the Manager, must ascertain the identity of each Shareholder. The Central Administration Agent, acting on its own account and on behalf of the Board of Directors and/or the Manager, will require investors to provide any information and documentary evidence it deems necessary to effect such identification.

In case of delay or failure by an investor to provide the information or documents required, the application for subscription will not be accepted and in case of withdrawal, payment of redemption proceeds will be delayed and/or may be withheld indefinitely. None of the Manager, the Board of Directors (or any of their delegates, agents or representatives, as applicable), the Central Administration Agent nor ENXF SICAV nor any affiliate thereof will have

any liability for delays or failure to process subscriptions or payments, or withholding of any payments, as a result of an investor providing unsatisfactory information or no, or only incomplete, documentation.

Shareholders (and underlying investors, as applicable) are expected to provide additional or updated information or identification documents from time to time pursuant to ongoing client due diligence requirements under the AML/KYC Rules.

The Board of Directors, or any delegate thereof, may maintain the Luxembourg beneficial owner register (the “**RBO**”) created pursuant to the Law of 13 January 2019, by establishing a register of beneficial owners with relevant information about any Shareholder or, as applicable, beneficial owner thereof, qualifying as a beneficial owner of ENXF SICAV within the meaning of Article 1(7) of the Lux AML Law. To the extent required by, and subject to the conditions of the AML/KYC Rules, such information shall be made available to persons who have been granted access to the RBO. By executing a subscription documents with respect to ENXF SICAV, each Shareholder (and underlying investor, as applicable) acknowledges that failure by a Shareholder, or, as applicable, beneficial owner thereof, to provide the Board of Directors, or any delegate thereof, with any relevant information and supporting documentation necessary for the Board of Directors, or any delegate thereof, to comply with its obligation to provide information and documentation to the RBO, is subject to criminal fines and other potential sanctions in Luxembourg.

ENXF SICAV and the Manager (by itself and/or through its delegates or affiliates) shall ensure that due diligence measures on ENXF SICAV’s Investments are applied on a risk-based approach in accordance with the AML/KYC Rules.

Where Shares of ENXF SICAV are subscribed through an intermediary acting on behalf of its customers, due diligence will be performed (or procured that it is performed) both on such intermediary, as well as the customers (including any beneficial owners) in accordance with the AML/KYC Rules or equivalent standards, including by performing any enhanced due diligence required by the AML/KYC Rules and the Manager’s policies with respect to investors investing in ENXF SICAV in such manner.

Data Protection

Prospective investors should be aware that, in making an investment in ENXF SICAV, and interacting with ENXF SICAV, its affiliates and/or delegates by:

- (a) submitting the subscription documents;
- (b) communicating through telephone calls, online investor platforms, written correspondence, and emails (all of which may be recorded); or
- (c) providing personal data within the meaning given to it under data protection laws that apply to ENXF SICAV’s processing of personal data, and includes any information that relates to, describes, identifies or can be used, directly or indirectly, to identify an individual (such as name, address, date of birth, personal identification numbers, sensitive personal information, passport information, financial information, and economic information) (“**Personal Data**”),

they will be providing ENXF SICAV, its affiliates and/or delegates with Personal Data.

ENXF SICAV is committed to maintaining the privacy and integrity of all Personal Data contained in any document provided by the prospective investors and any further Personal Data collected in the course of the relationship with ENXF SICAV. ENXF SICAV shall process Personal Data in compliance with the applicable data protection laws, including, but not limited to, Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of Personal Data and on the free movement of such data (the “**GDPR**”).

ENXF SICAV has prepared a data privacy notice (“**DPN**”) detailing how ENXF SICAV will collect Personal Data, where it collects it from, and the purposes for which the Personal Data is used. This DPN explains what rights are given to individuals, how long Personal Data will be retained, who it will be shared with, the purposes of the processing, safeguards put in place where Personal Data is transferred internationally, and relevant contacts.

All new investors can access the DPN as part of the process to subscribe for Shares in ENXF SICAV, via the following website: www.eqt nexus.com, and by any other means that the DPN is provided to them by or on behalf of ENXF

SICAV. All investors should read the DPN carefully before sharing any Personal Data in accordance with the steps noted in paragraphs (i), (ii) and (iii) above.

The prospective investors acknowledge having read and understood the DPN.

If you have any questions or concerns regarding the processing of Personal Data, please contact Dataprotection@eqtpartners.com.

Professional Secrecy

Prospective investors are hereby notified that Bank of New York Mellon SA/NV, Luxembourg Branch is the Depositary and is also the Central Administration Agent of ENXF SICAV and that Citco is the secretarial services provider of ENXF SICAV. The Depositary, the Central Administration Agent and Citco outsource certain services to third party service providers and therefore transfer certain personal and confidential data with respect to a prospective investor or Shareholder to such service providers.

There is no direct contractual relationship between (i) the Depositary, the Central Administration Agent and Citco and (ii) the prospective investors and/or Shareholders. ENXF SICAV is the client of the Depositary, the Central Administration Agent and Citco within the meaning of article 41 (2bis) of the 1993 Law. The outsourcing of certain services by the Depositary, the Central Administration Agent and Citco may be necessary for the efficient management of ENXF SICAV. Therefore, ENXF SICAV has consented or will consent, as the case may be, to the outsourcing and the transfer of confidential investor data to third parties. Each prospective investor that subscribes for Shares in ENXF SICAV is informed about the transfer of its confidential data in the context of the outsourcing of certain services by the Depositary, the Central Administration Agent and Citco to third party service providers. Please refer to the risk disclosures in Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Professional Secrecy and Outsourcing*” regarding potential risks related to the transfer of information to the entities that provide the outsourced services.

Website Disclosure

The Fund’s website at www.eqtnexus.com will contain important communications, notices to investors, material information and other additional information about ENXF SICAV or EQT, including financial information. However, the contents of the Fund’s website are not incorporated by reference in or otherwise a part of this Prospectus.

Foreign Account Tax Compliance Act

Capitalized terms used in this Chapter should have the meaning as set forth in FATCA Law (as defined below), unless provided otherwise herein.

FATCA (sections 1471-1474 of the U.S. Internal Revenue Code and the regulations thereunder) generally imposes a reporting regime and potentially a 30% withholding tax with respect to certain U.S. source income (including allocated dividends and paid interest) (“**Withholdable Payments**”). As a general matter, the rules are designed to require foreign financial institutions (“**FFIs**”) to report U.S. persons’ direct and indirect holding of non-U.S. accounts and ownership of non-U.S. entities to the U.S. Internal Revenue Service (the “**IRS**”). The 30% withholding tax regime may apply if there is a failure to provide required information regarding U.S. holding/ownership or otherwise comply with the requirements of FATCA.

Generally, the FATCA rules subject all Withholdable Payments received by ENXF SICAV to 30% withholding tax (including the share that is allocable to non-U.S. Shareholders) unless ENXF SICAV enters into an agreement (a “**FFI Agreement**”) with the IRS to provide information, representations and waivers of non-U.S. law (including any information notice relating to data protection) as may be required to comply with the provisions of the FATCA rules, including, information regarding its direct and indirect U.S. account holders, or otherwise qualifies for an exemption, including an exemption under an intergovernmental agreement (an “**IGA**”) between the United States and a country in which the non-U.S. entity is resident or otherwise has a relevant presence.

The governments of Luxembourg and the United States have entered into an IGA regarding FATCA, implemented by the Luxembourg law transposing the Intergovernmental Agreement concluded on March 28, 2014 between the Grand

Duchy of Luxembourg and the United States of America (the “**FATCA Law**”). Provided ENXF SICAV adheres to any applicable terms of the FATCA Law, ENXF SICAV will not be subject to withholding or generally required to withhold amounts on Withholdable Payments it makes under FATCA. Additionally, ENXF SICAV will not have to enter into an FFI Agreement with the IRS and instead will be required to obtain information regarding its Shareholders and to report such information to the Luxembourg tax authority, which, in turn, will report such information to the IRS.

Any amounts withheld pursuant to FATCA or the FATCA Law that arise as a result of a Shareholder’s failure to comply with any requests for information required by ENXF SICAV to comply with FATCA and the FATCA Law, as well as any interest, penalties or other additions to tax in respect thereof, be deemed to have been distributed to such Shareholder to the extent the taxes reduce the amount otherwise distributable to such Shareholder.

Each prospective Shareholder and each Shareholder should consult its own tax advisors regarding the requirements under FATCA with respect to its own situation.

Each Shareholder and each transferee of a Shareholder’s interest in ENXF SICAV shall furnish (including by way of updates) to the Manager, or any third party designated by the Manager (a “**Designated Third Party**”), in such form and at such time as is reasonably requested by the Manager (including by way of electronic certification) any information, representations, waivers and forms relating to the Shareholder (or the Shareholder’s direct or indirect owners or account holders), including a FATCA self-certification form before investing in ENXF SICAV, as shall reasonably be requested by the Manager or the Designated Third Party to assist it in obtaining any exemption, reduction or refund of any withholding or other taxes imposed by any taxing authority or other governmental agency (including withholding taxes imposed pursuant to the FATCA Law, or any similar or successor legislation or intergovernmental agreement, or any agreement entered into pursuant to any such legislation or intergovernmental agreement) upon ENXF SICAV, amounts paid to ENXF SICAV, or amounts allocable or distributable by ENXF SICAV to such Shareholder or transferee. In the event that any Shareholder or transferee of a Shareholder’s interest fails to furnish such information, representations, waivers or forms to the Manager or the Designated Third Party, the Manager or the Designated Third Party shall have full authority to take any and all of the following actions: (i) withhold any taxes required to be withheld pursuant to any applicable legislation, regulations, rules or agreements; (ii) redeem the Shareholder’s or transferee’s interest in ENXF SICAV, and (iii) form and operate an investment vehicle organized in the United States that is treated as a “domestic partnership” for purposes of section 7701 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), and transfer such Shareholder’s or transferee’s interest in ENXF SICAV or interest in ENXF SICAV’s assets and liabilities to such investment vehicle. If requested by the Manager or the Designated Third Party, the Shareholder or transferee shall execute any and all documents, opinions, instruments and certificates as the Manager or the Designated Third Party shall have reasonably requested or that are otherwise required to effectuate the foregoing.

Data protection information in the context of FATCA processing

In accordance with the FATCA Law, Luxembourg Financial Institutions (“**FIs**”) are required to report annually to the Luxembourg tax authority (i.e. *Administration des Contributions Directes*, the “**Luxembourg Tax Authority**”) information regarding reportable persons such as defined in the FATCA Law.

ENXF SICAV is considered a “Sponsored Investment Entity” under Section IV.A. of Annex II of the IGA between Luxembourg and the United States and as such, as a non-reporting Luxembourg financial institution and shall be treated as a deemed compliant foreign FI as foreseen by FATCA. ENXF SICAV is the data controller and processes personal data of Shareholders and their Controlling Persons for FATCA purposes.

The Shareholders undertake to inform their Controlling Persons, if applicable, of the processing of their data by ENXF SICAV.

The Manager and the Central Administration Agent process personal data concerning Shareholders or their Controlling Persons for the purpose of complying with ENXF SICAV’s legal obligations under the FATCA Law. These personal data include the name, date and place of birth, address, U.S. tax identification number, the country of tax residence and residence address, the phone number, the account number (or functional equivalent), the account balance or value, the total gross amount paid or credited to the Shareholder with respect to the account, standing instructions to transfer funds to an account maintained in the United States, and any other relevant information in

relation to the Shareholders or their Controlling Persons for the purposes of the FATCA Law (the “**FATCA Personal Data**”).

The FATCA Personal Data will be reported by the Manager to the Luxembourg Tax Authority. The Luxembourg Tax Authority, under its own responsibility, will in turn pass on the FATCA Personal Data to the IRS in application of the FATCA Law.

In particular, Shareholders and Controlling Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg Tax Authority. The Shareholders will be required to inform ENXF SICAV within 30 days of receipt of these statements should any included personal data not be accurate. The Shareholders will further be required to promptly inform ENXF SICAV of, and provide ENXF SICAV with all supporting documentary evidence of any changes related to the information after occurrence of such changes.

FATCA Personal Data may also be processed by ENXF SICAV’s data processors (“**Processors**”) which, in the context of FATCA processing, may include the Manager and the Central Administration Agent amongst others.

ENXF SICAV’s ability to satisfy its reporting obligations under the FATCA Law will depend on each Shareholder or Controlling Person providing ENXF SICAV with the FATCA Personal Data, including information regarding direct or indirect owners of each Shareholder, along with the required supporting documentary evidence. Upon request of ENXF SICAV, each Shareholder or Controlling Person must provide ENXF SICAV with such information. Failure to do so within the prescribed timeframe may trigger a notification of the account to the Luxembourg Tax Authority.

Although ENXF SICAV will attempt to satisfy any obligation imposed on it to avoid any taxes or penalties imposed by the FATCA Law, no assurance can be given that ENXF SICAV will be able to satisfy these obligations. If ENXF SICAV becomes subject to a tax or penalty as result of the FATCA Law, the value of the Shares may suffer material losses.

Any Shareholder or Controlling Person that fails to comply with ENXF SICAV's documentation requests may be charged with any taxes and penalties of the FATCA Law imposed on ENXF SICAV (in particular, withholding under section 1471 of the Code, a fine of up to €250,000 which may be increased by an amount of up to 0.5 percent of the amounts that should have been reported and a lump sum fine of €10,000 for late or no reporting) attributable to such Shareholder's or Controlling Person's failure to provide the information and ENXF SICAV may, in its sole discretion, redeem the Shares of such Shareholders.

Shareholders and Controlling Persons should consult their own tax advisor or otherwise seek professional advice regarding the impact of the FATCA Law on their investment.

FATCA Personal Data will be processed in accordance with the provisions of the data protection notice which will be made available in the subscription document issued by ENXF SICAV to the Shareholders.

Common Reporting Standard

Capitalised terms used in this Section should have the meaning as set forth in CRS-Law, unless provided otherwise herein.

ENXF SICAV may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the “**Standard**”) and its Common Reporting Standard (the “**CRS**”) as set out in the Luxembourg law dated 18 December 2015 (as amended from time to time) implementing Council Directive 2014/107/EU of 9 December 2014 as regards mandatory automatic exchange of information in the field of taxation (the “**CRS-Law**”).

Under the terms of the CRS-Law, ENXF SICAV is to be treated as a Luxembourg Reporting Financial Institution (a “**Reporting FI**”). As such, and without prejudice to other applicable data protection provisions, ENXF SICAV will be required to annually report to the Luxembourg Tax Authority personal and financial information related, inter alia, to the identification of, holdings by and allocations made to (i) certain shareholders as per the CRS-Law (the “**Reportable Persons**”) and (ii) Controlling Persons of certain non-financial entities (“**NFEs**”) which are themselves

Reportable Persons. This information, as exhaustively set out in Annex I of the CRS-Law (the “**Information**”), will include personal data related to the Reportable Persons.

ENXF SICAV’s ability to satisfy its reporting obligations under the CRS-Law will depend on each Shareholder providing ENXF SICAV with the Information, along with the required supporting documentary evidence. Shareholders will be required to provide such information in the form of a self-certification form documenting their CRS status and/or tax residence (and, potentially, information regarding their Controlling Persons) before investing in ENXF SICAV. In this context, the Shareholders are hereby informed that the Manager will process the Information for the purposes as set out in the CRS-Law. The Shareholders undertake to inform their Controlling Persons, if applicable, of the processing of their Information by ENXF SICAV.

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

The Shareholders are further informed that the Information related to Reportable Persons within the meaning of the CRS-Law will be disclosed to the Luxembourg Tax Authority annually for the purposes set out in the CRS-Law. In particular, Reportable Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg Tax Authority.

Similarly, the Shareholders undertake to inform ENXF SICAV within 30 days of receipt of these statements should any included personal data not be accurate. The Shareholders further undertake to immediately inform ENXF SICAV of, and provide ENXF SICAV with all supporting documentary evidence of any changes related to the Information after occurrence of such changes.

Although ENXF SICAV will attempt to satisfy any obligation imposed on it to avoid any taxes or penalties imposed by the CRS-Law, no assurance can be given that ENXF SICAV will be able to satisfy these obligations. If ENXF SICAV becomes subject to a tax or penalty as result of the CRS-Law, the value of the Shares may suffer material losses.

Any Shareholder that fails to comply with ENXF SICAV’s Information or documentation requests may be held liable for penalties imposed on ENXF SICAV and which are attributable to such Shareholder’s failure to provide the Information.

Data protection information in the context of CRS processing

In accordance with the CRS-Law, FIs are required to report to the Luxembourg Tax Authority information regarding Reportable Persons such as defined in the CRS-Law.

As a Luxembourg Reporting FI, ENXF SICAV is the data controller and processes personal data of Shareholders and Controlling Persons as Reportable Persons for the purposes set out in the CRS-Law.

In this context, ENXF SICAV may be required to report to the Luxembourg Tax Authority the name, residence address, TIN(s), the date and place of birth, the country of tax residence(s), the account number (or functional equivalent), the account balance or value, the total gross amount paid or credited to the Shareholder with respect to the account, as well as any other information required by applicable laws (i) of each Reportable Person that is an account holder, and (ii), in the case of a Passive NFE within the meaning of the CRS-Law, of each Controlling Person that is a Reportable Person (the “**CRS Personal Data**”).

CRS Personal Data regarding the Shareholders or the Controlling Persons will be reported by the Reporting FI to the Luxembourg Tax Authority. The Luxembourg Tax Authority, under its own responsibility, will in turn pass on the CRS Personal Data to the competent tax authorities of one or more CRS reportable jurisdiction(s). ENXF SICAV processes the CRS Personal Data regarding the Shareholders or the Controlling Persons only for the purpose of complying with ENXF SICAV’s legal obligations under the CRS-Law.

In particular, Shareholders and Controlling Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg Tax Authority.

CRS Personal Data may also be processed by the Processors, which, in the context of CRS processing, may include the Manager and the Central Administration Agent.

ENXF SICAV's ability to satisfy its reporting obligations under the CRS-Law will depend on each Shareholder or Controlling Person providing ENXF SICAV with the CRS Personal Data, including information regarding direct or indirect owners of each Shareholder, along with the required supporting documentary evidence. Upon request of ENXF SICAV, each Shareholder or Controlling Person must provide ENXF SICAV with such information. Failure to do so within the prescribed timeframe may trigger a notification of the account to the Luxembourg Tax Authority.

Tax Information and Tax Liability

Each Shareholder shall provide in a timely manner any information, form, disclosure, certification or documentation ("**Tax Information**") that ENXF SICAV and/or the Manager may reasonably request in writing in order to maintain appropriate records, report such information as may be required to be reported to the Luxembourg tax authorities or any other tax or competent authority (the "**Tax Reporting Regimes**") and provide for withholding amounts, if any, in each case relating to each Shareholder's interest in or allocations from ENXF SICAV, including, without limitation, any information requested in order to comply with:

- a) The FATCA provisions, including, for the avoidance of doubt, the agreement reached between the Government of the Grand Duchy of Luxembourg and the Government of the United States of America to improve international tax compliance and to implement the Foreign Account Tax Compliance Provisions, signed on March 28, 2014, and approved within the Law of 24 July 2015 as amended from time to time, or any other agreement between the United States of America and any other jurisdiction implementing the Foreign Account Tax Compliance Provisions; or
- b) European Union Council Directive 2014/107/EU, as amended, on the mandatory automatic exchange of information between tax administrations (the "**Exchange of Information Directive**"); or
- c) European Union Council Directive 2011/16/EU (the "**DAC**"), as amended; or
- d) The Multilateral Competent Authority Agreement on the Automatic Exchange of Financial Account Information signed by the Government of the Grand Duchy of Luxembourg on October 29, 2014 in relation to agreements with the participating jurisdictions listed in the table in Schedule A to said agreement to improve international tax compliance based on the standard for automatic exchange of financial account information developed by the OECD; or
- e) The directive (EU) 2017/952 of 29 May 2017 amending directive (EU) 2016/1164 as regards hybrid mismatches with third countries pursuant to which each Shareholder should be able to confirm that its investment does not give rise to a hybrid mismatch; or
- f) Any law, rule or regulation pursuant to or implementing any of the FATCA, the Exchange of Information Directive, the DAC, the CRS or any other regime requiring the exchange of Tax Information; or
- g) General tax rules whereby information on the Shareholder would be required for ENXF SICAV and/or the Manager to conduct ENXF SICAV's affairs (including but not limited to ensuring tax deductibility of allocations made by ENXF SICAV and its affiliates).

The Shareholder shall use all reasonable endeavours to promptly supply to ENXF SICAV and/or the Manager such information, affidavits, certificates, representations and forms that may reasonably be requested by ENXF SICAV and/or the Manager in order for ENXF SICAV to comply with any applicable or future legal, or regulatory or tax requirements pursuant to this section.

Each Shareholder further agrees to update or replace any such Tax Information promptly to the extent such Shareholder is aware of any changes to any of the Tax Information it has provided, or that such Tax Information has become obsolete. In addition, each Shareholder shall take such actions as ENXF SICAV and/or the Manager may request in order to enable any relevant entity to comply with any Tax Information requirements or mitigate any taxation and hereby authorizes each relevant entity to take such actions as it determines are needed in order to enable

any relevant entity to comply with any Tax Information requirements, or mitigate any taxation (including but not limited to the disclosure of personal data).

A Shareholder shall indemnify ENXF SICAV and the other Shareholders for all loss, costs, expenses, damages, claims and/ or requests (including, but not limited to, any withholding tax, penalties or interest borne by ENXF SICAV and/ or the Shareholders or any non-deductibility of a payment and/ or allocation made by ENXF SICAV or its affiliates) arising as a result of such Shareholder's failure to comply with any of the requirements set out in this section or any requests of ENXF SICAV and/ or the Manager under this section in a timely manner.

If requested by ENXF SICAV and/ or the Manager, the Shareholders shall promptly execute any and all documents or take such other actions as ENXF SICAV and/ or the Manager may require pursuant to this section. ENXF SICAV and/ or the Manager may exercise the power of attorney granted to them as described in the last paragraph of this section to execute any such documents or take such actions on behalf of any Shareholder in connection with the above if the Shareholder fails to do so.

In the event that any Shareholder fails to establish that payments and allocations to it are exempt from withholding (or other deductions) or fails to comply with any of the requirements and fails to rectify any such failure, in each case in a timely manner (without regard as to whether such information was not provided due to the fact that it was not reasonably practicable for the Shareholder to obtain such information) and ENXF SICAV and/ or the Manager reasonably considers that any of the following is necessary or advisable, with respect to the Tax Reporting Regimes compliance matters, having regard to the interests of ENXF SICAV and Shareholders generally, ENXF SICAV and/ or the Manager shall have full authority (but shall not be obliged) to take any and all of the following actions:

- a) withhold any withholding tax required to be withheld pursuant to any applicable legislation, regulations, rules or agreements;
- b) allocate to a Shareholder any taxation and/ or other costs which are attributable to that Shareholder, including any additional tax resulting from the non-deduction of an otherwise tax deductible payment (including, but not limited to, as a result of a hybrid mismatch in the sense of directive (EU) 2017/952 of 29 May 2017 amending directive (EU) 2016/1164 as regards hybrid mismatches with third countries);
- c) request such Shareholder to withdraw from ENXF SICAV;
- d) transfer such Shareholder's interests to a third party (including, but not limited to, any existing Shareholder) in exchange for the consideration negotiated by ENXF SICAV and/ or the Manager in good faith for such interests; and/ or
- e) take any other action that ENXF SICAV and/ or the Manager deem, in good faith, to be reasonable in order to mitigate any adverse effect of such failure on ENXF SICAV or any other Shareholder.

Irrespective of the application of the "*Tax Information and Tax Liability*" section above, in the event that ENXF SICAV and/ or the Manager or any of their associates incurs a liability (e.g. in case of denial of the tax deductibility of certain charges) for any tax whether directly or indirectly, as a result of the participation of a particular Shareholder (or particular Shareholders) in the Fund, ENXF SICAV and/ or the Manager may, in its discretion, determine that an amount equal to such tax liability shall be treated as an amount that has been allocated and distributed to such Shareholder (in which case such deemed allocation and distribution will be made between the relevant Shareholders on such appropriate pro rata basis as ENXF SICAV and/ or the Manager may determine in their discretion) or give rise to indemnification by this investor. ENXF SICAV and/ or the Manager will give notice of such deemed allocation and distribution to the particular Shareholder (or particular Shareholders) concerned.

The following discussion of the tax reporting in the jurisdictions stated is intended as a general guide only and should not be construed as tax advice. Some Shareholders may be subject to special rules which are not covered by the section and, therefore, potential investors should seek their own professional advice regarding the tax consequences of acquiring, holding and disposing of Shares, based on their own individual circumstances.

Each Shareholder, by executing a subscription document issued by ENXF SICAV to such Shareholder, irrevocably appoints ENXF SICAV and/ or the Manager (and its duly appointed attorney) as its true and lawful attorney to do all things and to execute any documents as may be required in connection with this section and each such Shareholder undertakes to ratify and confirm whatever ENXF SICAV and/ or the Manager (and/ or its duly appointed attorneys) shall lawfully do pursuant to such power of attorney.

ATAD III

On 22 December 2021, the European Commission published a draft proposal for a new EU Directive setting out rules aimed at tackling the abusive use of so-called ‘shell companies’ (“**ATAD III Proposal**”). Expected to apply from 2025, it targets entities resident in EU Member States holding mostly foreign assets and deriving most of their income from outside their Member State of incorporation and whose daily management and decision-making is outsourced. Once an entity is qualified as a shell company, it would lose benefits under double tax treaties and EU Directives. In addition, the shell company would no longer receive a certificate of tax residency and such classification would be exchanged with other Member States. If the Directive is approved and implemented in accordance with the current draft, ENXF SICAV as an AIF should, in principle, not be impacted by the ATAD III Proposal. However, it may impact the intermediary vehicles through which ENXF SICAV invests and lead to increased costs associated with the operation of such intermediary vehicles which may ultimately reduce returns to investors. Furthermore, if not addressed properly any such intermediary vehicle may suffer additional tax which may adversely impact the return of ENXF SICAV and ultimately the returns of investors.

Investors’ Taxation

In connection with their participation in ENXF SICAV, investors should note that they may be taxable in, and in accordance with the local rules (applicable to their participation in ENXF SICAV) of, their jurisdiction of residency. Upon request, ENXF SICAV may, but is not obligated to, provide an investor with relevant information reasonably required in order for such investor to complete their tax filing obligations within their jurisdiction of residency.

Prospective investors should seek advice from their own local tax advisers inform themselves of the local tax consequences in connection with being an investor in ENXF SICAV and should inform themselves as to the relevant legal, tax and exchange control regulations in force in the jurisdictions of their respective citizenship, residence or domicile (as applicable).

Fund Taxation

This section is a short summary of certain important Luxembourg tax principles in relation to ENXF SICAV. The summary is based on the laws and practice currently in force and applied in Luxembourg at the date of this Prospectus. Provisions may change at short-term notice, possibly with retroactive effect.

This section does not purport to be a complete summary of tax law and practice currently applicable in Luxembourg and does not contain any statement with respect to the tax treatment of an investment in ENXF SICAV in any other jurisdiction. Furthermore, this section does not address the taxation of ENXF SICAV in any other jurisdiction or the taxation of any subsidiaries or intermediary companies of ENXF SICAV or of any investment structure in which ENXF SICAV holds an interest in any jurisdiction.

Prospective investors should inform themselves of, and where appropriate take advice on, the laws and regulations (such as those relating to taxation, foreign exchange controls and being a non-eligible investor) applicable to the subscription, purchase, holding, and redemption of Shares in the country of their citizenship, residence or domicile, and of the current tax status of ENXF SICAV in Luxembourg.

At the date of this Prospectus, under current law and practice, ENXF SICAV is as an entity regulated under the 2010 Law not liable for any Luxembourg direct tax other than an annual subscription tax (*taxe d’abonnement*) of 0.05% per annum of the total net assets, calculated and payable at the end of each quarter. However, and in accordance with the 2010 Law, a reduced subscription tax rate of 0.01% per annum is applicable to any Sub-Fund whose exclusive object is the collective investment in money market instruments, the placing of deposits with credit institutions, or both. A reduced subscription tax rate of 0.01% per annum is also applicable to any Sub-Fund or individual class within a Sub-Fund provided that their Shares are only held by one or more institutional investors within the meaning of article 174 of the 2010 Law (an “**Institutional Investor**”).

Other reduced subscription tax rates are available depending on the percentage of net assets invested in sustainable economic activities (as defined by article 3 of the Regulation (EU) 2020/852 - “**Qualifying Assets**”).

An exemption from subscription tax applies, among other, to:

- the portion of any Sub-Fund's assets (*pro rata*) invested in a Luxembourg investment fund or any of its sub-fund to the extent it is subject to the subscription tax;
- any Sub-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 Sub-Fund meeting (ii) above, only those Classes meeting (i) above will benefit from this exemption.

The income and gains of ENXF SICAV will not be subject to corporate income tax, municipal business tax and net wealth tax in Luxembourg.

Distributions by ENXF SICAV, whether paid to resident or non-resident investors, are not subject to Luxembourg withholding tax.

ENXF SICAV will comply with any tax filing requirements regarding the holding of real estate investments in Luxembourg if subject to the Real Estate Levy (*prélèvement immobilier*) introduced by the 2021 Budget Law (Law of 19 December 2020).

No duty or other tax will be paid in Luxembourg on the issue of Shares of ENXF SICAV except for a fixed registration duty of EUR 75 paid by ENXF SICAV upon incorporation and upon future modification (if any) of the Articles of ENXF SICAV.

Dividends and interest, if any, received by ENXF SICAV from Investments may be liable to taxes and/or withholding taxes in the countries concerned at varying rates, such (withholding) taxes usually not being recoverable.

No VAT liability arises in principle in Luxembourg in respect of any payments by ENXF SICAV to its investors to the extent such payments are linked to their subscription to interests and do not constitute the consideration received for taxable services supplied.

Other Tax Considerations

The following discussion of the tax reporting in the jurisdictions stated is intended as a general guide only and should not be construed as tax advice. Some Shareholders may be subject to special rules which are not covered by the section and, therefore, potential investors should seek their own professional advice regarding the tax consequences of acquiring, holding and disposing of Shares, based on their own individual circumstances.

In addition, the below commentary assumes that investors are holding the Shares directly in ENXF SICAV for personal investment purposes and not for the undertaking of a financial trade.

Austrian Tax Considerations

1. General Information regarding the taxation of investors in ENXF SICAV

ENXF SICAV is expected to fall within the definition of an alternative investment fund and be a tax reporting fund registered with the *Oesterreichische Kontrollbank* (“**OeKB**”). Alternative investment funds are transparent according to Austrian tax law. This means that income from ENXF SICAV is not taxed at ENXF SICAV level but at investor level (tax transparency).

ENXF SICAV will appoint an Austrian tax representative to calculate and report deemed distributed income (“**DDI**”) to the OeKB. The OeKB publishes the DDI figures on their website for Austrian depository banks and investors to apply withholding tax or include in their tax returns, as relevant.

2. Taxation of Austrian resident individuals

Taxation of investors on distributions (actual and DDI distributions)

Austrian residents will be taxable on distributions. The additional accumulated income derived by a tax reporting investment fund is taxable annually as DDI on the investors. Accordingly, any income distributions to investors that

have already been brought into tax and reported to the OeKB are subtracted from the year end DDI calculations and as such, are not subject to double taxation.

The annual DDI is subject to ‘*Kapitalertragsteuer*’ tax (“**KEST**”) for Austrian resident individuals. If the Shares are held in a securities account with an Austrian bank, the KEST is directly withheld by the Austrian bank as a final tax. Thus, the investor does not need to include the DDI in their personal tax returns.

If the Shares are held in a securities account with a foreign bank, the tax withholding (i.e. KEST) does not apply and the taxable DDI must be included in the individual’s personal income tax return.

Taxation of investors on the sale/redemption of Shares

If Austrian resident individuals sell their Shares, the difference between the sales price and the adjusted purchase price is subject to KEST irrespective of the holding period.

The adjusted purchase price is the initial purchase price of the Shares increased by already taxed DDI on undistributed income at the time of the redemption. Expenses related to ENXF SICAV income and incidental acquisition costs (such as redemptions charges) may not be recognised for tax purposes when calculating the gain.

If the Shares are held in a securities account with an Austrian bank, the tax on the capital gain is withheld by the Austrian bank as a final tax.

If the Shares are held in a securities account with a foreign bank, the tax withholding related to the capital gain does not apply and the realized gains from the sale of the Shares must be included in the individual’s personal income tax return.

Belgian Tax Considerations

General information on taxation of investors in ENXF SICAV

A Belgian-resident individual investor is subject to Belgian personal income tax pursuant to the rules applicable to the different categories of income (i.e. earned professional income, income from immovable property, income from movable property and miscellaneous income). Distributions from ENXF SICAV are taxable as income from ‘movable property’.

Taxation of investors on distributions (actual and deemed distributions)

Capital gains realised on Shares are generally not taxable provided the individual holds the Shares for private investment purposes (private assets).

However, pursuant to Article 19 bis of the Belgium Income Tax Code 1992, capital gains realized on the redemption of Shares of a collective investment company that invests directly or indirectly more than 10% in debt-related assets (generally including bonds and cash deposits) are in part taxable. With the investment strategy of ENXF SICAV, it is expected that ENXF SICAV will be a collective investment company that invests directly or indirectly more than 10% in debt-related assets.

ENXF SICAV will perform the Belgian Asset Test (“**BAT**”), in which the value of debt-related assets it holds is divided by the value of all of the assets it holds. The result of the BAT for a year will be made available to Belgian investors and Belgian paying agents (if one is involved). Should the Belgian investor redeem their Shares in the following year, the result of the BAT is multiplied by the realized gain on redemption to provide:

- A proportion in relation to the non-debt-related assets, which is treated as a not taxable capital gain; and
- A proportion in relation to the debt-related assets, which is treated as taxable income

If a Belgian paying agent is involved, the tax will be levied as a (final) withholding tax. Otherwise, private individual investors will have to declare the taxable income in their personal income tax return, and the taxation will be made through the income tax assessment notice (the prevailing tax rate would be applicable, unless the individual opts for globalization of income). It should also be noted that capital losses are never deductible.

ENXF SICAV will provide a valid BAT to enable investors or Belgian paying agents to apply to realized capital gains.

Tax on securities accounts

Although there is no general wealth tax in Belgium, there is a similar tax i.e. the tax on securities accounts. Since February 2021, Belgian residents are subject to tax on their Belgian and foreign securities accounts to the extent the amount held on average exceeds EUR 1,000,000. The taxable base is equal to the total average value of the amounts held in the securities accounts calculated on a quarterly basis.

Shares in collective investment companies (such as ENXF SICAV) held in a securities account will be taken into account in determining whether the above EUR 1,000,000 threshold is met.

3. Tax on stock exchange transactions and certain other transactions

Neither the subscription for, nor redemption of the Shares is subject to the Belgian Tax on Stock Exchange Transactions (“TSET”). However, Belgian individual and corporate investors may be liable for TSET in relation to sales and purchases on the secondary market of Shares.

TSET may apply to Belgian individual investors to redemptions and disposals of shares in investment companies provided that the transaction is executed via a Belgian financial intermediary. The tax is also due if shares are purchased or sold via a non-Belgian financial intermediary, provided the order for the transaction was given by a Belgian-resident investor. In such cases, Belgian investors are the debtors of stock exchange tax, unless they can prove that the stock exchange tax has already been paid.

As a general rule, transactions for monetary consideration on the Shares of ENXF SICAV is subject to a TSET provided that (i) the transaction is concluded or executed through a professional intermediary and (ii) the transaction is (deemed) concluded or executed in Belgium.

German Tax Considerations

General information on the taxation of investors in ENXF SICAV

From a German tax perspective, ENXF SICAV should qualify as an opaque investment fund pursuant to sec. 1 (2) of the German Investment Tax Act (*Investmentsteuergesetz*, “GITA”), but not as a special investment fund pursuant to sec. 26 GITA. ENXF SICAV intends to submit an application with the German Tax Authorities to obtain a status certificate within the meaning of sec. 7 (3) GITA to confirm its status as an opaque investment fund in Germany.

Due to its investment strategy and the nature of the assets to be held, ENXF SICAV should not qualify as an equity fund, mixed fund or (foreign) real estate fund pursuant to sec. 2 (6), (7) and (9) GITA. As such, partial tax exemptions pursuant to sec. 20 GITA should not be available for the Investment Income received by the German Investors. Due to the qualification as an investment fund also the tax exemptions pursuant to sec. 3 no. 40 of the German Income Tax Act and sec. 8b of the German Corporate Income Tax Act should not be available for German corporate and business investors.

Taxation of investors on distributions (actual and deemed distributions)

Investors resident in Germany should be taxable on the following so-called ‘Investment Income’ arising over the calendar year (“Year X”) which is made of:

1. distributions by ENXF SICAV during the calendar year/Year X (including capital repayments, subject to exceptions);
2. a yearly lump sum amount (so-called *Vorabpauschale*) deemed to arise on the first business day of the calendar year/Year X; and
3. capital gains from a disposal of Shares in ENXF SICAV during the calendar year/Year X.

The lump sum amount referred to as item 2 above is calculated as follows:

$(70\% \text{ of the redemption price of ENXF SICAV shares at the beginning of the previous calendar year/Year X-1}) \times (\text{the basic interest rate \% for the previous calendar year/Year X-1}) - \text{distributions of the previous calendar year/Year X-1} = \text{lump sum amount}$

The basic interest rate used in the formula above is published yearly by the German Federal Ministry of Finance. If the basic interest rate is negative, zero percent is used in the formula, effectively removing the lump sum amount. For example, the basic interest rate for 2022 was -0.05%, therefore the lump sum to be attributed on 2 January 2023 would be zero. However, the interest rate for 2023 has increased to 2.55%, so there will be a positive lump sum amount if the fund did not distribute sufficiently to cover the taxable basis for the year 2023.

The lump sum amount is creditable against the capital gains from a later disposal of ENXF SICAV Shares.

Exceptions to the taxation of Investment Income and in particular the lump sum amount may apply in certain cases.

German resident individual investors holding Shares as private assets (‘Private Investors’) will be taxed on the Investment Income at a flat German income tax rate generally to be levied by the German depositary bank of the German investor by way of a final (i.e. non-creditable / non-refundable) withholding at source. Under certain circumstances (e.g. if no German withholding tax has been imposed) a German income tax assessment may be necessary for which an income tax return has to be filed that includes the relevant Investment Income.

The German CFC rules have to be considered, in particular if a German Investor either on its own or together with affiliated persons (including person ‘acting in concert’ with him) directly or indirectly participates in the share capital, voting rights, profits or liquidation proceeds of ENXF SICAV or its subsidiaries to more than 50%.

Swiss tax considerations

General information on taxation of investors in ENXF SICAV

ENXF SICAV should be treated as transparent for Swiss income tax purposes for Swiss private investors.

Swiss individual investors who hold shares in tax transparent collective investment schemes for private investment purposes (private assets), and who are subject to unlimited Swiss tax liability, may consider the following general tax rules based on circular letter no. 25 published by the Swiss Federal Tax Administration. This information does not take into consideration special tax treatments in specific cases (e.g. collective investment schemes held as business assets, corporate investors).

In the following, the tax information provided is applicable for distributing and accumulating share classes of a tax transparent, open-ended foreign collective investment scheme unless it is stated otherwise.

Taxation of investors on distributions and accumulations

Income distributions received by distributing funds of ENXF SICAV are considered as taxable income at federal, cantonal, and communal level (all cantons) for Swiss individual investors unless they are proven to come from tax-exempt capital gains. In case, the fund exceptionally retains a small proportion (less than 30%) of the taxable income including income carried forward, that retained income is, as a rule, not taxable (carried forward to the next business year). However, if the distributing share class retains more than 30% of the investment income determined according to the rules set out in the circular letter 25, it will lose its qualification as distributing fund and, as a consequence, distributed as well as retained investment income may be taxable.

For accumulation funds, the accumulated investment income is considered as taxable income at federal, cantonal, and communal levels for Swiss private investors. Thus, retained investment income of an ‘accumulation fund’ is taxable income of investors although it will not be distributed.

ENXF SICAV will provide Swiss tax reporting and publish the income tax values on the official Swiss rate list (via the official Swiss Federal Tax Administration website “**ictax**”).

Capital gains

Capital gains realized on the redemption of the Shares in ENXF SICAV should generally not be subject to tax for Swiss private investors.

UK Tax Considerations

1. General information on taxation of investors in ENXF SICAV

Offshore funds and reporting fund status (“RFS”)

ENXF SICAV meets the criteria of an offshore fund under UK taxation legislation and an application is intended to be made to HM Revenue & Customs (“**HMRC**”) for ENXF SICAV to be treated as a reporting fund. In broad terms, a ‘reporting fund’ is an offshore fund that meets certain upfront and annual reporting requirements to HMRC and its shareholders. Unless expressly stated otherwise, the following is a general summary of certain UK tax consequences expected to be applicable to UK tax resident individual investors that are taxed on an arising basis, who are UK domiciled, deemed UK domiciled or not UK domiciled but to whom the UK’s remittance basis of taxation does not apply. UK resident but non-UK domiciled prospective investors who claim the remittance basis of taxation for UK tax purposes should not be subject to tax on non-UK source income and gains that are not remitted to the UK.

The Board of Directors intends to manage the affairs of ENXF SICAV such that these upfront and annual duties for UK RFS are met and continue to be met on an ongoing basis.

Bond funds - Qualifying investments test

Given the investment strategy of ENXF SICAV, it is not expected that ENXF SICAV will be regarded as a ‘bond fund’ for UK tax purposes. This is on the basis that the market value of the “qualifying investments” of ENXF SICAV will be less than 60% of the market value of all of its investments (excluding cash awaiting investment). “Qualifying investments” for these purposes include assets in interest bearing (or similar) form (including assets held as collateral for the investment strategy).

2. Taxation of UK resident individuals

Taxation of investors on distributions (actual and deemed distributions)

ENXF SICAV intends to publish the investor tax report, detailing the excess reportable income per share figures for each period.

As ENXF SICAV will not be regarded as a bond fund for UK tax purposes, the reportable income (distributed and undistributed) for a relevant accounting period should be treated and taxed as dividend income. This means that the relevant tax rates will be those applying to dividends.

Taxation of investors on redemptions of Shares in ENXF SICAV

As ENXF SICAV will be a reporting fund, any gains on redemptions of Shares would be subject to capital gains tax as opposed to income tax (if it were not a reporting fund). In calculating the investor's capital gains, the initial purchase price of the Shares can be adjusted to include any excess reportable income, which has already been taxed, to the extent such income has not been distributed at the time of the redemption.

3. Other UK tax considerations

The Shares issued by ENXF SICAV are not expected to be subject to UK stamp duty.

Certain U.S. Tax Considerations

The following summary describes certain U.S. federal income tax consequences to a "U.S. Person" (i.e., a citizen or resident of the United States, a corporation or partnership created or organized in the United States or any state thereof, or an estate or trust, the income of which is includible in income for U.S. federal income tax purposes, regardless of its source) of owning Shares. The summary is based on the Code, the U.S. Treasury Regulations promulgated thereunder, rulings of the U.S. Internal Revenue Service (the "IRS") and court decisions, all as in effect or in existence on the date of the Prospectus and all of which are subject to change, possibly with retroactive effect. This summary is necessarily general and does not consider the Medicare tax on "net investment income" or the specific tax circumstances of any Investor and is not intended to be applicable to all categories of investors, including those subject to special tax treatment under the Code. Additionally, this summary does not address the specific tax consequences of U.S. Persons owning, directly or indirectly, of 10% or more of ENXF SICAV.

If a partnership (or an entity or other arrangement treated as a partnership for U.S. federal income tax purposes) holds Shares in ENXF SICAV, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. Partners of a partnership holding Shares in ENXF SICAV should consult their own tax advisers.

ENXF SICAV organized as an entity that is expected to be treated as a per se corporation for U.S. Federal Income Tax purposes under current law.

ENXF SICAV is expected to be operated in a manner that it will not be deemed to be engaged in a trade or business in the United States, and as a result, it is expected that ENXF SICAV will not be subject to U.S. federal income tax on a net basis on any of its trading profits. Moreover, it is expected that ENXF SICAV will not receive a significant amount of income that will be subject to U.S. federal withholding tax, except as described above in "*Foreign Account Tax Compliance Act*".

Taxation of Shareholders that are U.S. Persons

ENXF SICAV may be treated as a "passive foreign investment company" (a "PFIC") under the Code. ENXF SICAV intends to (but may not be able to, if such information is not in the possession of ENXF SICAV) provide information to the Shareholders that would permit U.S. Persons to make a "qualified electing fund" election for United States federal income tax purposes. U.S. Persons making a qualified electing fund election will be required to provide certain information in its tax return. The responsibility and cost of preparing such information is entirely that of the U.S. Persons. Where ENXF SICAV does not provide this information, by investing in ENXF SICAV, taxable U.S. Persons would likely subject themselves to certain material adverse tax consequences, including, (i) the treatment of gain recognized on a disposition (including a redemption) of Shares as ordinary income, rather than capital gain, (ii) the imposition of tax (at rates determined under the Code) on any such gain and any "excess distribution" (generally, the amount by which distributions in a taxable year exceed 125 per cent of the average distributions in the preceding three taxable years) as if such items had been earned ratably over each day in the taxable U.S. Person's holding period for the Shares, (iii) the imposition of an interest charge (which in the case of individual U.S. Persons would be non-

deductible) on the tax liability attributable to income allocated to prior years as if such liability had been due with respect to such prior years, and (iv) the loss of the step-up in basis for individual Shareholders at death. Moreover, a U.S. Person that is treated as an indirect shareholder of ENXF SICAV under the relevant Treasury Regulations relating to investments in PFICs, including as a result of being a beneficiary of a charitable remainder trust, may also be subject to the aforementioned adverse U.S. federal income tax consequences described above, notwithstanding that such investment may be held through a non-U.S. corporation or through a tax-exempt charitable remainder trust. The application of the PFIC rules is very complex and uncertain in many respects. Each prospective investor that is a U.S. Person and each U.S. Person that would be treated as indirectly owning Shares in ENXF SICAV is advised to consult with its own tax adviser with respect to the U.S. federal, state, local and non-U.S. tax consequences of the purchase, ownership and disposition of Shares.

Shareholders that are U.S. Tax-Exempt Persons

Dividends received with respect to stock of a corporation, and gain derived from the sale or redemption of such stock are generally not treated as unrelated business taxable income (the “UBTI”), except that a portion of any such gain or dividend income may be treated as UBTI if the stock is debt financed property. Under these principles, dividends and gains derived from an investment in Shares by a Shareholder that is a U.S. Person exempt from federal income taxes (a “U.S. Tax-Exempt Person”) should not result in UBTI notwithstanding that ENXF SICAV may use debt financing, unless such Shareholder itself, directly or indirectly, debt finances the acquisition of its Shares. Moreover, while ENXF SICAV may be a PFIC within the meaning of Section 1297 of the Code, U.S. Tax-Exempt Persons that own Shares and do not debt-finance the acquisition of their Shares generally should not be subject to the interest charge for “deferred tax amounts” applicable to taxable U.S. Tax Persons owning PFIC stock. However, if a U.S. Tax-Exempt Person, directly or indirectly, debt finances the acquisition of its Shares, any redemption, disposition or “excess distribution” (as defined in Section 1291 of the Code) with respect to such Shares would, in the absence of an election to include in income currently its share of ENXF SICAV’s earnings, be subject to the interest charge (treated as an addition to tax) for “deferred tax amounts” imposed under the PFIC rules.

U.S. Reporting Obligations

A U.S. Person, including a U.S. Tax-Exempt Person, that transfers cash to ENXF SICAV in exchange for Shares may be required to file IRS Form 926 (Return by a U.S. Transferor of Property to a Foreign Corporation) if (1) immediately after the transfer, such U.S. Person holds (directly, indirectly or by attribution) at least 10% of the total voting power or the total value of ENXF SICAV, or (2) the amount of cash transferred by such U.S. Person (or any related person) to ENXF SICAV during the 12-month period ending on the date of the transfer exceeds USD100,000. In addition, any U.S. Person that directly or indirectly owns 10% or more (taking certain attribution rules into account) of either the combined voting power or total value of the Shares of ENXF SICAV may be required to file IRS Form 5471 (Information Return of U.S. Persons with Respect to Certain Foreign Corporations). Such form requires certain disclosures concerning the filing Shareholder, other Shareholders, and ENXF SICAV. Upon request, ENXF SICAV will make reasonable efforts to provide all of the information about ENXF SICAV or its Shareholders needed to complete these forms. Under certain circumstances, a U.S. Person may be subject to the disclosure requirements of the Treasury Regulations under Section 6011 of the Code directed at tax shelters (including the filing of IRS Form 8886 (Reportable Transaction Disclosure statement)) with respect to ENXF SICAV. Moreover, U.S. Persons that are direct or indirect shareholders of ENXF SICAV may be required to file IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund), and individual US Persons that own an interest of greater than USD50,000 in ENXF SICAV will likely be subject to reporting obligations with respect to such interest (including the filing of an IRS Form 8938 (Statement of Specified Foreign Financial Assets)) as a result of it being treated as a foreign financial asset under Section 6038D of the Code. Substantial penalties may be imposed for failure to make, on a timely basis, the filings referred to in this paragraph. Shareholders that are U.S. Persons are urged to consult their own tax advisers concerning these and any other reporting requirements, including any reporting obligations relating to foreign financial accounts.

The tax and other matters described in this Prospectus do not constitute, and should not be considered as, legal or tax advice to prospective shareholders.

Certain Benefit Plan Considerations

The following is a summary of certain considerations associated with an investment in ENXF SICAV by (i) “employee benefit plans” within the meaning of Section 3(3) of ERISA that are subject to Title I of ERISA, (ii) plans, individual retirement accounts (“IRAs”) and other arrangements that provide for retirement income, a deferral of income in contemplation of retirement or payments to be made upon termination of employment that are subject to Section 4975 of the Code or provisions under any other U.S. or non-U.S. federal, state, local, foreign or other laws or regulations that are similar to such provisions of ERISA or the Code (collectively, “**Similar Laws**”), and (iii) entities whose underlying assets are considered to include the assets of any of the foregoing described in clauses (i) and (ii) (each of the foregoing described in clauses (i), (ii) and (iii) referred to herein as a “**Plan**”).

General Fiduciary Matters

ERISA and the Code impose certain duties on persons who are fiduciaries of a Plan subject to Title I of ERISA or Section 4975 of the Code (a “**Covered Plan**”) and prohibit certain transactions involving the assets of a Covered Plan and its fiduciaries or other interested parties. Under ERISA and the Code, any person who exercises any discretionary authority or control over the administration of a Covered Plan or the management or disposition of the assets of a Covered Plan, or who renders investment advice for a fee or other compensation to a Covered Plan, is generally considered to be a fiduciary of the Covered Plan.

In considering an investment in ENXF SICAV of a portion of the assets of any Plan, a fiduciary should determine, particularly in light of the risks and lack of liquidity inherent in an investment in ENXF SICAV, whether the investment is in accordance with the documents and instruments governing the Plan and the applicable provisions of ERISA, the Code or any Similar Law relating to a fiduciary’s duties to the Plan including, without limitation, the prudence, diversification, delegation of control and prohibited transaction provisions of ERISA, the Code and any other applicable Similar Laws. Furthermore, absent an exemption, the fiduciaries of a Plan should not invest in ENXF SICAV with the assets of any Plan if the Manager or any of its affiliates is a fiduciary with respect to such assets of the Plan.

Section 406 of ERISA and Section 4975 of the Code prohibit Covered Plans from engaging in specified transactions involving plan assets with persons or entities who are “parties in interest,” within the meaning of ERISA, or “disqualified persons,” within the meaning of Section 4975 of the Code. The acquisition and/or ownership of Shares by a Covered Plan with respect to which ENXF SICAV is considered a party in interest or a disqualified person may constitute or result in a direct or indirect prohibited transaction under Section 406 of ERISA and/or Section 4975 of the Code, unless the investment is acquired and is held in accordance with an applicable statutory, class or individual prohibited transaction exemption. In this regard, the U.S. Department of Labor has issued prohibited transaction class exemptions, or “**PTCEs**,” that may apply to the acquisition and holding of investments in ENXF SICAV. These class exemptions include, without limitation, PTCE 84-14 respecting transactions determined by independent qualified professional asset managers, PTCE 90-1 respecting insurance company pooled separate accounts, PTCE 91-38 respecting bank collective investment funds, PTCE 95-60 respecting life insurance company general accounts and PTCE 96-23 respecting transactions determined by in-house asset managers. Each of the above-noted exemptions contains conditions and limitations on its application. Fiduciaries of Covered Plans considering acquiring Shares in reliance on these or any other exemption should carefully review the exemption to ensure it is applicable. There can be no assurance that all of the conditions of any such exemptions will be satisfied.

Plan Assets

Under ERISA and the regulations promulgated thereunder, as modified by Section 3(42) of ERISA (the “**Plan Asset Regulations**”), when a Covered Plan acquires an equity interest in an entity that is neither a “publicly-offered security” (within the meaning of the Plan Asset Regulations) nor a security issued by an investment company registered under the U.S. Investment Company Act of 1940 (as amended from time to time, the “**1940 Act**”), the Covered Plan’s assets include both the equity interest and an undivided interest in each of the underlying assets of the entity unless it is established either that less than 25% of the total value of each class of equity interest in the entity is held by “benefit plan investors” (the “**25% Test**”) or that the entity is an “operating company,” as defined in the Plan Asset Regulations. For purposes of the 25% Test, the assets of an entity will not be treated as “plan assets” if, immediately after the most recent acquisition of any equity interest in the entity, less than 25% of the total value of each class of equity interests in the entity is held by “benefit plan investors,” excluding equity interests held by persons (other than benefit plan investors) with discretionary authority or control over the assets of the entity or who provide investment advice for a fee (direct or indirect) with respect to such assets, and any affiliates thereof. The term “benefit plan

investors” is generally defined to include employee benefit plans subject to Title I of ERISA or Section 4975 of the Code (including “Keogh” plans and IRAs), as well as any entity whose underlying assets include plan assets by reason of a plan’s investment in such entity (e.g., an entity of which 25% or more of the total value of any class of equity interests is held by benefit plan investors and which does not satisfy another exception under ERISA). Thus, absent satisfaction of another exception under ERISA, if 25% or more of the total value of any class of equity interests of ENXF SICAV were held by benefit plan investors, an undivided interest in each of the underlying assets of ENXF SICAV would be deemed to be “plan assets” of any Covered Plan that invested in ENXF SICAV.

Plan Asset Consequences

If the assets of ENXF SICAV were deemed to be “plan assets” under ERISA, this would result, among other things, in (i) the application of the prudence and other fiduciary responsibility standards of ERISA to investments made by ENXF SICAV, and (ii) the possibility that certain transactions in which ENXF SICAV might seek to engage could constitute “prohibited transactions” under ERISA and the Code. If a prohibited transaction occurs for which no exemption is available, the Manager and/or any other fiduciary that has engaged in the prohibited transaction could be required to (x) restore to the Covered Plan any profit realized on the transaction, and (y) reimburse the Covered Plan for any losses suffered by the Covered Plan as a result of the Investment. In addition, each disqualified person (within the meaning of Section 4975 of the Code) involved could be subject to an excise tax equal to 15% of the amount involved in the prohibited transaction for each year the transaction continues and, unless the transaction is corrected within statutorily required periods, to an additional tax of 100%. Covered Plan fiduciaries who decide to invest in ENXF SICAV could, under certain circumstances, be liable for prohibited transactions or other violations as a result of their investment in ENXF SICAV or as co-fiduciaries for actions taken by or on behalf of ENXF SICAV or the Manager. With respect to an IRA that invests in ENXF SICAV, the occurrence of a prohibited transaction involving the individual who established the IRA, or such individual’s beneficiaries, would cause the IRA to lose its tax-exempt status. Please refer to Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations-ERISA*” for additional information.

The Manager will use commercially reasonable efforts to (i) limit equity participation by benefit plan investors in ENXF SICAV to less than 25% of the total value of each class of equity interests in ENXF SICAV as described above or (ii) prohibit benefit plan investors from acquiring or holding any Shares. However, there can be no assurance that, notwithstanding the commercially reasonable efforts of the Manager, the underlying assets of ENXF SICAV will not otherwise be deemed to include plan assets.

Plans such as governmental plans, non-U.S. plans and certain church plans, while not necessarily subject to the fiduciary responsibility or prohibited transaction rules of Title I of ERISA or Section 4975 of the Code, may nevertheless be subject to Similar Laws which may affect their investment in the Shares. **Each Shareholder which is a Plan subject to any Similar Laws will, by its acquisition and holding of any Shares or any interest in any Shares, be deemed to have represented, warranted and agreed (which representation, warranty and agreement will be deemed to be repeated for so long as such Shareholder holds any Shares or any interest therein) that the assets of the ENXF SICAV will not be deemed to include the assets of any such Plan by reason of an investment therein.** Fiduciaries of any such Plans should consult with their counsel before deciding whether to acquire any Shares.

The Manager will have the power to take certain actions to avoid having the assets of ENXF SICAV characterized as “plan assets,” including, without limitation, the right to cause a Shareholder that is a Plan to withdraw, in whole or in part, from ENXF SICAV. While the Manager and ENXF SICAV do not expect that the Manager will need to exercise such power, neither the Manager nor ENXF SICAV can give any assurance that such power will not be exercised.

Important Notice for Plans

The Fund Documentation (including this Prospectus) does not constitute an undertaking to provide impartial investment advice and it is not the Manager’s intention to act in a fiduciary capacity with respect to any Plan. EQT, the Manager and their respective affiliates (the “**Relevant Entities**”) have a financial interest in the Shareholders’ investment in Shares on account of the fees, allocations and other compensation (directly or indirectly) they expect to receive (as the case may be) from ENXF SICAV and their other relationships with ENXF SICAV as contemplated hereunder and/or any Underlying EQT Fund. Any such fees, allocations and compensation do not constitute fees, allocations or compensation rendered for the provision of investment advice to any Plan. Each Shareholder that is a

Plan will be deemed, by its acquisition and holding of any Share or any interest therein, to represent, warrant and covenant that it is advised by a fiduciary that is (i) independent of the Relevant Entities; (ii) capable of evaluating investment risks independently, both in general and with respect to particular transactions and investment strategies contemplated in the Fund Documentation; and (iii) a fiduciary (under ERISA, Section 4975 of the Code or applicable Similar Law) with respect to the Plan's investment in ENXF SICAV and responsible for exercising independent judgment in evaluating the Plan's investment in ENXF SICAV and any related transactions. Each Plan is advised to contact its own financial advisor and other fiduciary unrelated to ENXF SICAV and the Relevant Entities about any decision with respect to any Shares in ENXF SICAV, as may be appropriate for the Plan's circumstances.

The foregoing discussion is general in nature and is not intended to be all-inclusive. Each Plan fiduciary should consult with its legal advisor concerning the considerations discussed above before making an investment in ENXF SICAV. As indicated above, Plans not subject to Title I of ERISA or Section 4975 of the Code, such as governmental Plans, certain church Plans, and non-U.S. Plans, may be subject to Similar Laws containing fiduciary responsibility and prohibited transaction requirements similar to those under ERISA and the Code (as discussed above). Accordingly, fiduciaries of Plans, in consultation with their advisors, should consider the impact of their respective laws and regulations on an investment in ENXF SICAV.

EACH PLAN FIDUCIARY SHOULD CONSULT WITH ITS LEGAL ADVISOR CONCERNING THE POTENTIAL CONSEQUENCES UNDER ERISA, THE CODE, AND ANY APPLICABLE SIMILAR LAW BEFORE MAKING AN INVESTMENT IN ENXF SICAV.

14. DISSOLUTION AND LIQUIDATION OF ENXF SICAV

ENXF SICAV has been established for an unlimited period of time.

Should ENXF SICAV be voluntarily or compulsorily liquidated, its liquidation will be carried out in accordance with the provisions of Luxembourg law.

ENXF SICAV may at any time be dissolved by a resolution taken by the general meeting of Shareholders, subject to the quorum and majority requirements as defined in the Articles of ENXF SICAV.

Whenever the capital falls below two thirds of the legal minimum capital, the Board of Directors must submit the question of the dissolution of ENXF SICAV to the general meeting of Shareholders. In such circumstances, the general meeting, for which no quorum shall be required, shall decide based on a simple majority of the votes of the Shares represented at the meeting.

The question of the dissolution of ENXF SICAV shall also be referred to the general meeting of Shareholders whenever the capital falls below one quarter of the minimum capital. In such event, the general meeting shall be held without quorum requirements, and the dissolution may be decided by the Shareholders holding one quarter of the Shares represented at that meeting.

The meeting must be convened so that it is held within a period of forty (40) days from when it is ascertained that the net assets of ENXF SICAV have fallen below two thirds or one quarter of the legal minimum, as the case may be.

In the event of a vote for dissolution in accordance with the requirements described above, one or more liquidators shall be appointed by the general meeting of Shareholders to realize the assets of ENXF SICAV, subject to the supervision of the CSSF in the best interests of the Shareholders. The proceeds of the liquidation of ENXF SICAV, net of all liabilities and liquidation expenses and any Management Allocation and/or Co-Investment Carried Interest due in respect of such proceeds, shall be distributed by the liquidators among the holders of Shares in each Class in accordance with their respective rights. The amounts not claimed by Shareholders at the end of the liquidation process shall be deposited, in accordance with Luxembourg law, with the *Caisse de Consignations* in Luxembourg until the statutory limitation period has lapsed.

Any decision to put ENXF SICAV into liquidation will take into account the best interests of the investors and will be subject to the prior non-objection of the CSSF.

15. DOCUMENTATION AND INFORMATION / AMENDMENTS TO FUND DOCUMENTATION

Fund Documentation

The Prospectus, the Articles, audited annual reports and semi-annual reports issued by ENXF SICAV will be available to Shareholders for inspection at the registered office of ENXF SICAV.

PRIIPs KID

A key information document for packaged retail and insurance-based investment products (“**PRIIPs KID**”) in compliance with the relevant provisions of Regulation (EU) 1286/2014, as amended, and Commission Delegated Regulation (EU) 2017/653 is published for each share class available to retail investors within the meaning of Directive 2014/65/EU (“**Retail Investor**”). PRIIPs KIDs are provided to Retail Investors prior to their subscription in ENXF SICAV and are provided (i) in paper form, (ii) using a durable medium other than paper, (iii) available electronically, such as on a website for ENXF SICAV, provided that a paper copy of such PRIIPs KID shall be provided to Retail Investors upon request and free of charge.

Historical Performance Information

If any historical performance information is produced for ENXF SICAV, it will be made available at the registered office of the Manager.

Amendments to Fund Documentation

The Articles may be amended from time to time in accordance with the quorum and majority requirements laid down by the 1915 Law and/or the Articles.

The Prospectus, including particularly the investment objective and/or investment strategy, may be amended from time to time by the Board of Directors with the prior approval of the CSSF in accordance with Luxembourg law and regulations.

16. GLOSSARY OF DEFINED TERMS

“25% Test”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“1915 Law”

The law of 10 August 1915 on commercial companies, as amended;

“1940 Act”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“1993 Law”

The Luxembourg law of 5 April 1993 on the financial services sector;

“2010 Law”

The Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended;

“2013 Law”

The Luxembourg law of 12 July 2013 on alternative investment fund managers, as amended;

“2019 Law”

The Luxembourg law of 13 January 2019 on the register of beneficial owners, as amended;

“5th Anti-Money Laundering Directive”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Anti-Money Laundering and Fight Against Terrorism Financing*”;

“Action Plan”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Environmental, Social and Governance Matters*”;

“Adjusted NAV”

The greater of: (i) the Fund’s NAV, attributable to the relevant Share Class, and (ii) the Fund’s NAV, *less* cash and cash equivalents but *plus* the total of all capital commitments made by the Fund but not yet drawn from the Fund for investment, attributable to the relevant Share Class;

“Administration Agreement”

Has the meaning as given in Section 9: “*Management and Administration of ENXF SICAV*”;

“Advisers Act”

The U.S. Investment Advisers Act of 1940, as amended from time to time;

“Advisory Head of Investment Strategy”

Has the meaning as given in Section 3: “*Investment Information*”;

“AFP”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“Aggregate Net Leverage”

Has the meaning as given in Section 3: “*Investment Information*”;

“AIF”

Alternative investment fund(s);

“AIFM Directive”

Directive 2011/61/EC of the European Parliament and of the Council;

“AIFM Rules”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Alternative Investment Fund Managers’ Directive and Certain Luxembourg Regulatory Considerations*”;

“AIFM Regulation”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Alternative Investment Fund Managers’ Directive and Certain Luxembourg Regulatory Considerations*”;

“AML/KYC Rules”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Anti-Money Laundering and Fight Against Terrorism Financing*”;

“Articles”

Has the meaning as given in Section 2: “*Summary of Terms*”;

“ATAD I”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“ATAD I/II”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“ATAD II”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“AUD” or “AU\$”

The Australian Dollar, the currency of the Commonwealth of Australia;

“AUD Share Classes”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“ATAD III Proposal”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—ATAD IIP*”;

“BAT”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations – Taxation of investors on distributions (actual and deemed distributions)*”;

“BEPS”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“BNY Sub-contractors”

Has the meaning as given in Section 9: “*Management and Administration of ENXF SICAV—Depositary and Central Administration Agent*”;

“Board of Directors”

The board of directors of ENXF SICAV;

“BPEA”

Baring Private Equity Asia;

“Business Day”

Any day on which securities markets in Luxembourg are open;

“Carried Interest Recipient”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“Catch-Up”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“CBDD”

The Cross-border Distribution Directive EU/2019/1160;

“CBDR”

The Cross-border Distribution Regulation EU/2019/1156;

“Central Administration Agent”

Bank of New York Mellon SA/NV, Luxembourg Branch;

“CFIUS”

The Committee on Foreign Investment in the United States;

“CFTC”

The US Commodity Futures Trading Commission;

“CHF”

The Swiss franc, the currency of Switzerland;

“CHF Share Classes”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“CISA”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“Citco”

Citco Fund Services (Luxembourg) S.A.;

“Class”

A class of Shares of ENXF SICAV;

“CMF”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“CO”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“Code”

The U.S. Internal Revenue Code of 1986, as amended;

“Co-Investment Carried Interest”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“Co-Investment Vehicle”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“Co-Investments”

Has the meaning as given in Section 3: “*Investment Information*”;

“Confidential Information”

Has the meaning as given in Section 9: “*Management and Administration of ENXF SICAV*”;

“Controlling Person”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Common Reporting Standard*”;

“Counsel”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Fund Counsel*”;

“Covered Fund Amendments”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Enhanced Scrutiny and Potential Regulation of the Private Equity Industry*”;

“Covered Plan”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“Conversion Cut-Off”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions—Conversions Between Classes*”;

“Conversion Date”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions—Conversions Between Classes*”;

“CRS”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Common Reporting Standard*”;

“CRS-Law”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Common Reporting Standard*”;

“CRS Personal Data”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Data protection information in the context of CRS processing*”;

“CSSF”

Commission de Surveillance du Secteur Financier;

“DAC”

European Union Council Directive 2011/16/EU, as amended;

“DAC6”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—DAC6*”;

“DAC6 Law”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—DAC6*”;

“DDI”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations - Austrian Tax Information - General Information regarding the taxation of investors in ENXF SICAV*”

“Depositary”

Bank of New York Mellon SA/NV, Luxembourg Branch;

“Depositary Agreement”

Has the meaning as given in Section 9: “*Management and Administration of ENXF SICAV—The Depositary of ENXF SICAV*”;

“Designated Third Party”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Foreign Account Tax Compliance Act*”;

“Dodd-Frank Act”

The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act;

“DPN”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Data Protection*”;

“Early Redemption Deduction”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions*”;

“EEA”

European Economic Area;

“Effective Date”

Has the meaning as given in Section 6: “*Valuation and Calculation of Net Asset Value*”;

“eIDAS Regulation”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations— Electronic Signatures*”;

“Eligible Aggregate Subscription Amount”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“Eligible Existing Shares”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“EMIR”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations*”;

“ENXF Aggregator SCSp”

An entity through which ENXF (Master) FCP will invest which is intended to aggregate ENXF (Master) FCP and any fund structures parallel to ENXF (Master) FCP and passively hold the Fund’s investments through other intermediate holding entities;

“ENXF Aggregator SCSp Parallel Vehicles”

Additional vehicles established in parallel to the ENXF Aggregator SCSp;

“ENXF (Master) FCP”

EQT Nexus Fund (Master) FCP, a Luxembourg mutual fund (*fonds commun de placement*) governed by Part II of the 2010 Law, along with its sub-funds;

“ENXF SICAV”

EQT Nexus Fund SICAV, along with its sub-funds;

“ENXF SICAV - I”

ENXF SICAV – I, a Sub-Fund of ENXF SICAV;

“ePrivacy Regulation”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations—Changes in Data Protection Laws and Regulations”*;

“EQT”

Where used on its own, is an umbrella term and may refer interchangeably to the EQT AB Group, the SEP Holdings Group and/or EQT Funds, as the context requires;

“EQT AB Group”

EQT AB and/or any one or more of its direct or indirect subsidiaries;

“EQT Conflicts Committee”

A conflicts of interest committee established by EQT in order to address, and where relevant recommend to the general partner, manager and/or operator of an EQT Fund a course of action with respect to, certain conflicts brought to its attention in respect of the EQT investment strategies and the EQT Funds.

“EQT Executive”

A current or former director, officer, partner, member, manager or employee of any member of the EQT Firm, and **“EQT Executives”** shall be construed accordingly.

“EQT Firm”

Where used on its own, is an umbrella term and may refer interchangeably to any one or more members of the EQT AB Group and/or the SEP Holdings Group, as the context requires and **“a member of the EQT Firm”** shall be construed accordingly.

“EQT Funds”

From time to time, investment vehicles or other arrangements and any of their respective successors, in each case managed and/or operated and/or advised by a member of the EQT Firm including, as the context requires, the Fund, and **“EQT Fund”** shall be construed accordingly;

“EQT Industrial Advisors”

The group of individuals who are not directors or officers of any member of the EQT Firm and who provide a pool of knowledge and experience to EQT on a consultancy basis and **“EQT Industrial Advisor”** shall be construed accordingly;

“EQT Partners”

EQT Partners AG and/or certain of its affiliates, subsidiaries, parent or branches appointed as advisors and/or sub-advisors to the general partners, managers and/or operators of certain EQT Funds, as the context requires;

“ERISA”

U.S. Employee Retirement Income Security Act of 1974, as amended;

“ESG”

Health, safety, environmental, social and corporate governance;

“ESMA”

The European Securities and Markets Authority;

“ETFs”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations— Investments in Exchange-Traded Funds”*;

“EU” or “European Union”

All member states of the European Union as of the date of this Prospectus in addition to any state which subsequently joins the European Union;

“EU Member States”

Member states of the EU;

“Euro” or “EUR” or “€”

The euro, the single currency of the EU;

“EUR Share Classes”

Has the meaning given to it in Section 4: *“Share Class Information”*;

“Eurozone”

Member states of the EU which have adopted the Euro as their currency;

“EUWA”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations”*;

“Excess Profits”

Has the meaning as given in Section 7: *“Fees, Allocations and Expenses of the Fund”*;

“Exchange of Information Directive”

European Union Council Directive 2014/107/EU, as amended, on the mandatory automatic exchange of information between tax administrations;

“Extraordinary Dealing Procedure”

Has the meaning as given in Section 5: *“Subscriptions, Redemptions and Other Transactions-Extraordinary Dealing Procedure”*;

“FATCA”

The U.S. Foreign Account Tax Compliance Act;

“FATCA Law”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Foreign Account Tax Compliance Act*”;

“FATCA Personal Data”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Data protection information in the context of FATCA processing*”;

“FCA”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations*”;

“FCs” and “FC+” and “FC-”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations*”;

“FCPA”

U.S. Foreign Corrupt Practices Act;

“FDI”

Foreign direct investments;

“Feeder Vehicles”

Feeder vehicles to invest through ENXF (Master) FCP;

“FFIs”

Foreign financial institutions;

“FFI Agreement”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations*”;

“FI”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations*”;

“Financial Year”

The financial year of ENXF SICAV which will start on 1 January and end on 31 December of each year;

“FINMA”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“FINSAs”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“FPO”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“FSMA 2000”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“FSOC”

The Financial Stability Oversight Council;

“Fund”

ENXF SICAV, ENXF (Master) FCP, ENXF Aggregator SCSp and the Parallel Entities;

“Fund Documentation”

Has the meaning as given in Section 2: “*Summary of Terms*”;

“Fund Expenses”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“Fund Investments”

Has the meaning as given in Section 3: “*Investment Information*”;

“GBP” or “£”

The pound sterling, the currency of the United Kingdom;

“GBP Share Classes”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“GDPR”

The General Data Protection Regulation (EU 2016/679) on the protection of natural persons with regard to the processing of personal data and on the free movement of such data;

“GITA”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations – German Tax Considerations- General information on the taxation of investors in ENXF SICAV*”;

“Global Distributor”

The Manager, in its capacity as global distributor of Shares and other interests in the Fund;

“High Water Mark”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“Hurdle Amount”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“HMRC”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations – UK Tax Considerations – Offshore funds and reporting status*”;

“IAC” or “Investment Advisory Committee”

The committee established at the initiative of the general partner, manager and/or operator (as applicable) of the relevant EQT Fund whose role is to assist the general partner, manager and/or operator (as applicable) of the relevant EQT Fund in the evaluation of investment opportunities and to act as an independent opinion from the relevant advisory team in respect of all or some of such EQT Fund’s investment matters;

“ictax”

Has the meaning given in Section 13: “*Regulatory and Tax Considerations – Swiss Tax Considerations-Taxation of investors on distributions and accumulations*”;

“IGA”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Foreign Account Tax Compliance Act*”;

“IIR”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“Information”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Common Reporting Standard*”;

“Initial Class” and “New Class”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions*”;

“Institutional Investor”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations*”;

“Investment”

Has the meaning as given in Section 3: “*Investment Information*”;

“Investment Advisory Professional”

An individual advisory professional of EQT Partners and “**Investment Advisory Professionals**” shall be construed accordingly;

“Investment Law”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“IRAs”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“IRS”

The U.S. Internal Revenue Service;

“JPY”

The yen, the currency of Japan;

“JPY Share Classes”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“KEst”

Has the meaning given to in Section 13: “*Regulatory and Tax Considerations - Taxation of investors on distributions (actual and DDI distributions)*”;

“Leverage Limit”

Has the meaning as given in Section 3: “*Investment Information*”;

“Leverage Ratio”

Has the meaning as given in Section 3: “*Investment Information*”;

“LIBOR”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations*”;

“Liquidity Sleeve”

Has the meaning as given in Section 3: “*Investment Information*”;

“Lock-Up”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions*”;

“Loss Carryforward Amount”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“LSP”

Has the meaning as given in Section 1: “*Overview of EQT and the Fund*”;

“Lux AML Law”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Anti-Money Laundering and Fight Against Terrorism Financing*”;

“Luxembourg GAAP”

Generally accepted accounting principles in Luxembourg;

“Luxembourg Tax Authority”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Data protection information in the context of FATCA processing*”;

“Management Agreement”

The alternative investment fund management agreement entered into by the Manager and ENXF SICAV (as amended, restated or supplemented from time to time);

“Management Allocation”

Has the meaning as given in Section 7: *“Fees, Allocations and Expenses of the Fund”*;

“Manager”

EQT Fund Management S.à r.l.;

“MAS”

Has the meaning as given in Appendix B: *“Certain Securities Law Legends”*;

“Member State”

Has the meaning as given in Appendix B: *“Certain Securities Law Legends”*;

“MiFID II”

Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU;

“NAV”

Net asset value;

“NAV Publication Date”

Has the meaning as given in Section 5: *“Subscriptions, Redemptions and Other Transactions”*;

“Net Redemption”

In relation to any Redemption Date, the amount by which the aggregate value of redemptions of interests in the Fund (pursuant to Redemption Requests in respect of such Redemption Date) exceeds the aggregate value of subscriptions to the Fund during the calendar quarter in which such Redemption Date falls;

“New Sub-Fund”

Has the meaning as given in Section 5: *“Subscriptions, Redemptions and Other Transactions”*;

“NFC” and “NFC+” and “NFC-”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations”*;

“NFEs”

Has the meaning as given in Section 13: *“Regulatory and Tax Considerations—Common Reporting Standard”*;

“Non-EQT Board Member”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations”*;

“NS&I Act”

The National Security and Investment Act 2021;

“OeKB”

Has the meaning as given in Section 13: *“Regulatory and Tax Considerations – Austrian Tax Considerations - General Information regarding the taxation of investors in ENXF SICAV”*;

“OFAC”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations—OFAC and Sanctions Consideration”*;

“Organizational and Offering Expenses”

Has the meaning as given in Section 7: *“Fees, Allocations and Expenses of the Fund”*;

“OTC”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations”*;

“Other EQT Accounts”

References throughout this Prospectus to “Other EQT Accounts” describe, as the context requires, individually and collectively, any of the following: investment funds, REITs, vehicles, accounts, products and/or other similar arrangements sponsored, advised, operated and/or managed by any member of the EQT Firm or its affiliates, whether currently in existence or subsequently established (in each case, including any related successor funds, alternative vehicles, supplemental capital vehicles, surge funds, over-flow funds, co-investment vehicles and other entities formed in connection with EQT or its affiliates side-by-side or additional general partner investments with respect thereto);

“Parallel Entities”

Feeder Vehicles, Parallel Vehicles and ENXF Aggregator SCSp Parallel Vehicles;

“Parallel Vehicles”

Has the meaning as given in Section 3: *“Investment Information”*;

“Paying Agent”

Bank of New York Mellon SA/NV, Luxembourg Branch;

“PBGC”

The Pension Benefit Guaranty Corporation;

“PCISO”

Has the meaning as given in Appendix B: *“Certain Securities Law Legends”*;

“Permitted U.S. Person”

An investor who represents and warrants in its subscription document that it is: (i) an “accredited investor” as such term is defined in Regulation D promulgated under the Securities Act, and the rules, regulations and interpretations thereunder; (ii) a “qualified purchaser” as such term is defined in Section 2(a)(51) of the

Investment Company Act; and (iii) exempt from payment of U.S. federal income tax; provided, that the Board of Directors may admit other investors as “Permitted U.S. Persons” in its discretion;

“Personal Data”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Data Protection*”;

“PFIC”

A “passive foreign investment company” under the Code;

“Pillar Two”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“Plan”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“Plan Asset Regulations”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“POI Law”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“PRIIPs KID”

Key information document for packaged retail and insurance-based investment products;

“PRIIPs Regulation”

Has the meaning as given in “Important Information”;

“Processors”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations*”;

“Prohibited Person”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions—Compulsory Redemption with regard to Prohibited Persons*”;

“Prospectus”

This prospectus, as amended, restated or supplemented from time to time;

“PTCEs”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“QES”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Electronic Signatures*”;

“Qualifying Assets”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Fund Taxation*”;

“RBO”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations*”;

“Redemption Date”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*”;

“Redemption Notice”

A notice to ENXF SICAV that the Shareholder requests a certain number of its Shares be redeemed by ENXF SICAV in the form made available by ENXF SICAV;

“Redemption Request”

A request by a Shareholder to have some or all of its Shares redeemed by ENXF SICAV;

“Reference Currency”

Euro (EUR);

“Reference Period”

Has the meaning as given in Section 7: “*Fees, Allocations and Expenses of the Fund*”;

“Reform Act”

The Economic Growth, Regulatory Relief and Consumer Protection Act;

“REIT”

A real estate investment trust;

“Related Individuals”

Has the meaning as given in Section 9: “*Management and Administration of ENXF SICAV—Depositary and Central Administration Agent*”;

“Relevant Entities”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“Reportable Arrangements”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—DAC6*”;

“Reportable Persons”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Common Reporting Standard*”;

“Reporting FI”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Common Reporting Standard*”;

“Retail Investor”

A retail investor within the meaning of Directive 2014/65/EU;

“RFS”

Has the meaning given in Section Section 13: “*Regulatory and Tax Consideration - Offshore funds and reporting fund status*”;

“RFRs”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations*”;

“RTS”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Environmental, Social and Governance Matters*”;

“SA”

Public limited liability company (*société anonyme*);

“Sanctions List”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—OFAC and Sanctions Consideration*”;

“SBS”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“Screening Regulation”

Regulation (EU) 2019/452;

“SEC”

U.S. Securities and Exchange Commission;

“Securities Act”

US Securities Act of 1933, as amended;

“Servicing Fees”

A servicing fee paid by a Class;

“SEP Holdings Group”

SEP Holdings B.V. and/or CBTJ Financial Services B.V. and/or any one or more of their direct or indirect subsidiaries.

“SFA”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“SFDR”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations*”;

“SFTR”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations*”;

“SGD” or “SG\$”

The Singapore dollar, the currency of the Republic of Singapore;

“SGD Share Classes”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“Shareholders”

Shareholders of ENXF SICAV;

“Shares”

Shares of ENXF SICAV;

“SICAV”

An investment company with variable capital (*société d’investissement à capital variable*);

“SIFIs”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Enhanced Scrutiny and Potential Regulation of the Private Equity Industry*”;

“Similar Laws”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Certain Benefit Plan Considerations*”;

“SMV”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“SRD I”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Shareholder Rights Directive*”;

“STTR”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“Sub-Class”

A sub-class of a Class of Shares of ENXF SICAV;

“Sub-Fund”

ENXF SICAV – I and any subsequent sub-fund of ENXF SICAV;

“Subscription Date”

Has the meaning as given in Section 5: “*Subscriptions, Redemptions and Other Transactions—Issuance of Shares*”;

“Subscription Fees”

Subscription or similar fees charged by certain registered investment advisors, financial intermediaries (including distributors and distribution platform providers) or broker-dealers through which a Shareholder is placed in ENXF SICAV;

“Targeted Financial Sanctions Lists”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Anti-Money Laundering and Fight Against Terrorism Financing*”;

“Tax Information”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Tax Information and Tax Liability*”;

“Tax Laws”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Taxation Risk*”;

“Tax Reporting Regimes”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Tax Information and Tax Liability*”;

“Taxonomy Regulation”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Environmental, Social and Governance Matters*”;

“TCA”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—UK Withdrawal from the European Union*”;

“TCFD”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Environmental, Social and Governance Matters*”;

“Total Assets”

Has the meaning as given in Section 3: *“Investment Information”*;

“Total Return”

Has the meaning as given in Section 7: *“Fees, Allocations and Expenses of the Fund”*;

“TSET”

Has the meaning as given in Section 13: *“Regulatory and Tax Considerations - Tax on stock exchange transactions and certain other transactions”*;

“UBTI”

Has the meaning as given in Section 13: *“Regulatory and Tax Considerations—Shareholders that are U.S. Tax-Exempt Persons”*;

“UCI”

An undertaking for collective investment as defined by the 2010 Law;

“UK”

The United Kingdom;

“UK Bribery Act”

UK Bribery Act of 2010;

“UK DPA”

Has the meaning as given in Section 17: *“Risk Factors, Potential Conflicts of Interests and Other Considerations—Changes in Data Protection Laws and Regulations”*;

“Underlying EQT Fund PPS”

Has the meaning as given in Section 7: *“Fees, Allocations and Expenses of the Fund”*;

“Underlying EQT Funds”

Has the meaning as given in Section 2: *“Summary of Terms”*;

“Underlying Fund Documentation”

In respect of an Underlying EQT Fund, the limited partnership agreements and other legal instruments constituting such Underlying EQT Fund;

“United States” or “U.S.”

The United States of America, its territories and possessions, any state thereof and the District of Columbia;

“USD” or “US\$”

The United States Dollar, the currency of the United States.

“USD Share Classes”

Has the meaning given to it in Section 4: *“Share Class Information”*;

“U.S. Person”

A citizen or resident of the United States, a corporation or partnership created or organized in the United States or any state thereof, or an estate or trust, the income of which is includible in income for U.S. federal income tax purposes, regardless of its source;

“U.S. Tax-Exempt Person”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Shareholders that are U.S. Tax-Exempt Persons*”;

“UTPR” and “GloBE rules”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Base Erosion and Profit Shifting*”;

“Valuation Date”

The last calendar day of each month; and

“Valuation Policy”

The valuation policy adopted for ENXF SICAV from time to time.

“Volcker Rule”

Has the meaning as given in Section 17: “*Risk Factors, Potential Conflicts of Interests and Other Considerations—Enhanced Scrutiny and Potential Regulation of the Private Equity Industry*”;

“Wholesale Clients”

Has the meaning as given in Appendix B: “*Certain Securities Law Legends*”;

“Withholdable Payments”

Has the meaning as given in Section 13: “*Regulatory and Tax Considerations—Foreign Account Tax Compliance Act*”;

“Y Sub-Class”

Has the meaning given to it in Section 4: “*Share Class Information*”;

“Z Sub-Class”

Has the meaning given to it in Section 4: “*Share Class Information*”;

17. RISK FACTORS, POTENTIAL CONFLICTS OF INTEREST AND OTHER CONSIDERATIONS

CONFLICTS OF INTEREST

Various potential and actual conflicts of interest may arise from the overall investment activities of EQT. EQT is a global investment organisation and, as such, may have multiple management, advisory, transactional, financial and other interests that may conflict with those of the Fund and its Shareholders. EQT may in the future engage in further activities that may result in additional conflicts of interest not addressed below. In particular, instances may arise where the interests of the Fund and/or one or more of the Shareholders conflict with interests of the Manager, EQT Partners, other members of the EQT Firm, other EQT Funds and/or EQT Executives. This section of the Prospectus highlights certain potential conflicts of interest which should be carefully evaluated before making an investment in the Fund. Shareholders should note that the summary below is not a complete or exhaustive list or explanation of all conflicts of interest that could arise in respect of the operations of the Fund. There can be no assurances that the Manager will resolve all conflicts of interest which may arise in a manner that is favourable to the Fund (or its investments) and Shareholders should note that the Fund Documentation contains provisions that, subject to applicable law, may: (i) reduce, eliminate, waive or otherwise vary the duties (including fiduciary and other duties) to which the Manager and/or Board of Directors would otherwise be subject in respect of its activities relating to the Fund and Shareholders; (ii) consent to conduct of the Manager and/or Board of Directors that might not otherwise be permitted pursuant to such duties; (iii) limit the remedies available to Shareholders in respect of any breaches of such duties; and (iv) not entitle Shareholders to receive notice or disclosure of the occurrence of such conflicts.

By subscribing for Shares, Shareholders will be deemed to have acknowledged the existence of any actual or potential conflicts of interest (including those described in this Prospectus) and, subject to any relevant requirements relating to the resolution of relevant conflicts of interest as set out under the terms of the Fund Documentation, to have consented to, and waived any claim with respect to any liability arising from, the existence of any such conflicts of interest. Any such conflicts will not necessarily be resolved in favour of the Fund, and Shareholders may not be entitled to receive notice or disclosure of the occurrence of such (or other) conflicts. This Prospectus also highlights certain other steps which may be taken with a view to resolving or mitigating conflicts of interest that may arise. Shareholders should, however, be aware that alternative procedures for managing such conflicts of interest may also be established from time to time and, accordingly, any such alternative procedures and steps as are adopted may provide for steps to be taken which are different to those steps outlined below or the modification of such steps.

It is important to note that the approval process for decisions made by the Manager and/or by the Board of Directors with respect to the Fund is independent to that of other EQT Funds (which may include Underlying EQT Funds and EQT Funds alongside which the Fund invests). However, as further described herein, certain entities (and the individuals representing or involved with the activities of such entities) may be involved in the activities of both the Fund and other EQT Funds. For example, the Manager may make investment decisions on behalf of both the Fund and other EQT Funds. Additionally, EQT Partners (and its investment advisory professionals) may provide advice for the benefit of both the Manager of the Fund and the managers of other EQT Funds.

Investing in Underlying EQT Funds

The Fund will invest in one or more Underlying EQT Funds. Conflicts of interest may arise in respect of the Manager's management of the Fund and the Manager's, or an affiliate of the Manager's, management of the relevant Underlying EQT Fund in which the Fund invests, as the case may be. While the Manager is required to act in best interest of Fund, it will also be required to act in best interest of the relevant Underlying EQT Fund as a whole, in which the Fund is expected to be a passive, minority investor. The Underlying EQT Funds in which the Fund invests are generally expected to be structured as one or more limited partnerships (or the equivalent, depending on the jurisdiction), in which case the Fund will participate as a passive, limited partner. As a limited partner in the Underlying EQT Funds, the Fund will be a passive investor in such Underlying EQT Funds and as such, will generally not be able to engage in their activities. As a result, the Fund (and therefore, indirectly the Shareholders), will be wholly reliant on the skills, judgement, methods and management of the general partner(s), manager(s) and/or operator(s) of the Underlying EQT Funds in which the Fund invests and their respective advisors, and the ability of the same to successfully implement

the investment strategy and objectives for the relevant Underlying EQT Fund.

Moreover, while limited partners participating in Underlying EQT Funds will generally be expected to have certain consent and/or voting rights based on their respective commitment amounts to the Underlying EQT Fund (including, for example, the ability to vote to remove the general partner, manager and/or operator of the Underlying EQT Funds in certain circumstances), the expectation is that the Fund, as an investment fund managed, operated and/or advised by either the same or affiliated entities to those managing, operating and/or advising the Underlying EQT Funds in which it invests, will be considered a related-party and therefore not be afforded the benefit of any such voting and/or consent rights under the terms of the Underlying Fund Documentation, as with other, non-related-party, investors. Instead, any voting or consent rights that the Fund might otherwise have in respect of its investment in an Underlying EQT Fund are expected to be treated as 'non-voting interests' and therefore excluded from participating in any consents or votes in connection with the activities of the Underlying EQT Fund. While the interests of investors in an Underlying EQT Fund are generally expected to align, there can be no guarantees of this and investors may vote or exercise consent rights with respect to their interests in an Underlying EQT Fund according to their own respective interest. Shareholders should note therefore, that the exercise of votes and/or consent rights by other investors in a relevant Underlying EQT Fund may not necessarily align with the interests of the Fund (and indirectly its Shareholders) as an investor in the Underlying EQT Fund, and as a result decisions may be made with respect to the operations and activities of the relevant Underlying EQT Fund in a manner disadvantageous to the interests of the Fund (and, indirectly, its Shareholders). For example, circumstances could arise where the EQT manager of an Underlying EQT Fund is replaced by a non-EQT manager (including, subject to the terms of the Underlying Fund Documentation, for no-fault on the part of the outgoing EQT manager), as a result of which certain changes may be made to the investment strategy and/or objectives of the relevant Underlying EQT Fund and/or certain benefits secured by the Fund in respect of its investment in an Underlying EQT Fund may cease to apply, all of which may be detrimental to the Fund's investment in the relevant Underlying EQT Fund.

To the extent that the Fund does secure the benefit of any voting rights / consents with respect to an Underlying EQT Fund, then any such voting rights/consents will be exercised by the Manager on behalf of the Fund at its discretion, and the Manager will not be required to seek any input or direction as to how to exercise such consent or voting right from the Shareholders. Accordingly, while the Manager shall take account of the interests of the Fund in determining how to exercise any such consent or voting rights, it shall not be required to take account of the interests of an individual Shareholder and their specific circumstances. Votes and/or consents may therefore be exercised in a manner that a Shareholder does not agree with, or otherwise considers disadvantageous to its own specific interests and/or circumstances.

Shareholders should also be aware that the terms governing the Fund's investment in an Underlying EQT Fund are not expected to be negotiated on behalf of the Fund. Typically, investors participating in an Underlying EQT Fund will conduct a certain level of due diligence as well as engaging legal counsel and/or other advisors (such as tax and regulatory advisors) prior to subscribing for interests in the relevant Underlying EQT Fund. Given that both the Fund and the Underlying EQT Funds in which it invests are expected to be managed by members of the EQT Firm, and the fact that the Fund is expected to generally be a minority investor in the Underlying EQT Fund, the Manager does not anticipate conducting any such corresponding due diligence or engaging legal or other advisors in connection with its investments. Instead, the Fund will rely on the Manager having knowledge of the investment strategies of the Underlying EQT Funds in which it invests (by virtue of the Manager and/or one or more of its affiliates also acting as the manager or in a similar capacity with respect to the Underlying EQT Fund), together with any negotiations undertaken by other investors in the Underlying EQT Fund which have the effect of benefiting investors in general (i.e. by securing investor-friendly changes to the Underlying Fund Documentation for the relevant Underlying EQT Fund). It should, however, be noted that while the interests of prospective investors in an Underlying EQT Fund are generally expected to align in terms of securing changes to the Underlying Fund Documentation, circumstances may arise where changes are secured that may be viewed as beneficial by certain prospective or actual investors in the Underlying EQT Fund, but not necessarily by all prospective or actual investors (which may include the Fund). Investors negotiate the terms of their investment based on their own specific requirements, and without regard to the interest of any other actual or prospective investors (including the Fund), and the extent of investor negotiations (which could, but will not necessarily, indirectly benefit the Fund) may vary between the Underlying EQT Funds in which the Fund invests (including, in particular, due to the vintage and size of the fund and the relative negotiating power of the investors when making their commitments to the fund) and accordingly no reliance can or should be placed on the due diligence and other assessments made by other investors in determining whether to invest in a relevant Underlying EQT Fund. Similarly, as noted above, investors may during the term of a relevant Underlying EQT Fund consent to

changes that are not necessarily in the interests of the Fund, taking into account its own specific circumstances. In addition, while the Fund is expected to have the benefit of any “Most-Favoured Nations” provision under the terms of the Underlying Fund Documentation, where applicable, it should be noted that certain other investors in the Fund may negotiate the benefit of certain terms related to their investment in a relevant Underlying EQT Fund that are not available to the Fund pursuant to any such “Most-Favoured Nations” process. This may include, for example, terms that are negotiated based on such other investor’s legal, regulatory or tax status or requirements, terms that are available subject to certain conditions being satisfied that may not be met by the Fund (including, for example, discounts to the priority profit share (or similar), management fee (if applicable) and/or carried interest (or similar) and other beneficial economic terms based on the size and/or timing of a commitment made to the Underlying EQT Fund) as well as other beneficial terms that are generally not available for election by other investors as part of such “Most Favoured Nations” process.

Selecting Underlying EQT Funds

In selecting the Underlying EQT Funds in which to invest, the Manager will follow the process outlined in Section 3: “*Investment Information—Investment Recommendation and Decision Making Process*”. Shareholders should note, however, that conflicts may arise in the selection of the Underlying EQT Funds and the allocation of the Fund’s assets to any such Underlying EQT Funds. Subscriptions for interests in the Underlying EQT Funds will generally be made during the fundraising period for such Underlying EQT Funds (i.e. the period during which primary commitments can be accepted to such Underlying EQT Funds) and EQT has an interest in ensuring that any targets or so-called ‘hard-caps’ that are set for the maximum amounts to be raised for the fund are achieved. As a result, the Manager will have an incentive to subscribe for commitments to those Underlying EQT Funds that are at risk of not reaching any such target or ‘hard-cap’ (which could be for a variety of reasons that are not necessarily within the control of EQT, including the attractiveness of the relevant fund strategy in the context of the wider economic environment at the time), which could result in increased subscriptions to such Underlying EQT Funds and correspondingly less to other Underlying EQT Funds. Conversely, circumstances may arise where a relevant Underlying EQT Fund to which the Fund wishes to commit is ‘oversubscribed’, meaning that the amounts prospective investors would ideally like to commit to the relevant Underlying EQT Fund cannot be accepted in full. This may result in the manager of the relevant Underlying EQT Fund (which may be the same as the Manager) adopting a programme of scale-backs, whereby the Underlying EQT Fund accepts less than the full desired commitment of prospective investors, or decides not to accept an offered commitment at all. No guarantees or assurances can be given as to the Fund’s desired subscription to a relevant Underlying EQT Fund being accepted in full or at all (with the acceptance of any subscriptions being at the discretion of the general partner, manager and/or operator of the Underlying EQT Fund). In addition, to the extent that any scale-backs are imposed, such scale-backs may be imposed in such manner and according to such criteria as the general partner, manager and/or operator of the relevant Underlying EQT Fund determines to be appropriate in its discretion. In this regard, it should be noted that such scale-backs may not necessarily be implemented uniformly across all prospective investors (i.e. on a pro-rata basis according to their respective desired commitment amount to the relevant Underlying EQT Fund) but on a selective basis, and therefore certain prospective investors (which could include the Fund) may suffer disproportionate scale-backs as compared with other prospective investors, and other prospective investors may suffer no scale-backs at all. As a result, the Fund may miss-out on investing in high-performing Underlying EQT Funds to the full extent desired, or may not be able to participate at all, which may adversely affect the returns generated by the Fund. The Manager has adopted various procedures and practices with a view to mitigating such potential conflicts, including the investment selection process outlined in Section 3: “*Investment Information—Investment Recommendation and Decision Making Process*”, which seeks to ensure commitments are made not based on the relative fundraising activities of the Underlying EQT Funds, but based upon a desire for building and maintaining a suitably diversified portfolio of investments across Underlying EQT Funds in line with the Fund’s wider investment objectives. For these purposes, there will be an investment committee comprising EQT Executives within EQT Partners and/or within EQT AB in respect of the Fund’s strategy which is independent from the managers/general partners/operators of the Underlying EQT Funds whose primary role will be to assess the allocation of available Fund capital amongst Underlying EQT Funds having regard to the interests of the Fund and its objectives.

Concentration and Availability of Investments

Shareholders should note that the primary focus of the Fund is to invest in Underlying EQT Funds and/or alongside EQT Funds. As a result, Shareholders should not expect to gain any exposure, indirectly through their investment in the Fund, in the investment funds, products or opportunities of any other, non-EQT, investment fund managers,

sponsors of similar asset managers. The universe of investment opportunities the Fund may seek to invest in is therefore, necessarily, limited. This can create risks as certain different types of investment products may be better suited to perform well in certain economic climates or in other situations than others, and the Fund will not necessarily have access to such products. Shareholders should maintain a suitably diversified portfolio of investments and are encouraged to seek the advice of their financial advisors with a view to achieving the same.

Potential Conflicts of Interest between the Fund and other EQT Funds

EQT Fund Management S.à r.l.

The Manager acts as the manager of multiple EQT Funds and, in the future, may act as the manager of other EQT Funds. This may present a conflict of interest if the Manager, as the manager of the Fund and the manager of one or more other EQT Funds, pursues the interests of the Fund and another EQT Fund simultaneously. For example, to the extent the Fund and one or more such other EQT Funds participate in the same investment, then conflicts of interest may arise in respect of such investment. In circumstances where such conflicts arise, the board (*conseil de gérance*) of the Manager may be split such that only certain managers of the Manager will be able to participate in meetings, and vote on matters, relating to the Fund, and such managers shall not be entitled to participate in, or vote on matters relating to, such other EQT Fund. If such a split should not be feasible or practicable, the matter may be referred to the EQT Conflicts Committee for a recommended course of action. The Manager has also established a dedicated investment committee for each EQT Fund in respect of which it acts as the manager, with a view to managing potential conflicts which may arise in acting as the manager for more than one EQT Fund. As mentioned above, alternative procedures for managing such conflicts of interest may also be established from time to time. Accordingly, in circumstances where such a conflict of interest arises, decisions relating to the Fund are, to the extent practicable, sought to be made independently of any decisions made by the Manager as a manager in respect of any other EQT Fund.

Investment Advisory Professionals and other EQT Professionals

The functions and duties that members of the EQT Firm and EQT Executives (including, for the avoidance of doubt, the Advisory Head of Investment Strategy and executives of EQT Partners, some of whom may be members of the Board of Directors) undertake for the benefit of the Fund, or in the case of the Advisory Head of Investment Strategy on behalf of EQT Partners, will not be exclusive and such members of the EQT Firm and the EQT Executives may perform similar functions and duties for other members of the EQT Firm and/or other EQT Funds (including one or more of the Underlying EQT Funds) and conflicts of interest may arise in allocating time, services and/or functions among such other members of the EQT Firm, other EQT Funds and the Fund (and, by extension, the Underlying EQT Funds).

A compensation structure and other economic schemes have been established that the Manager believes will help to reduce or eliminate any artificial incentives to resolve conflicts on a basis that inequitably favours one EQT Fund over another EQT Fund. Certain professionals within the EQT Firm may have been or be invited to make an investment in the EQT Funds, some of which the Fund will participate in or alongside, in exchange for a right to receive certain economic entitlements (such as carried interest, where applicable), thereby creating an indirect alignment of their interest with those of Shareholders. However, professionals within the EQT Firm may hold investments and/or other economic rights or entitlements with respect to multiple EQT Funds which may present conflicts of interest and create incentives to resolve a conflict which is more favourable to one EQT Fund, in which the Fund may *not* be participating in or alongside, than another EQT Fund in which the Fund *is* participating in or alongside, (including as a result of having a greater investment or economic entitlement in one EQT Fund than another EQT Fund, or the matter in respect of which a conflict arises having a disproportionate bearing on such professional's economic entitlement in respect of one EQT Fund as compared with another relevant EQT Fund with respect to the conflict matter at hand). Members of the EQT Firm, and managers, directors, officers and employees of members of the EQT Firm may hold an indirect investment in, or receive other economic entitlements with respect to, the Fund through one or more Fund entities (including a subsidiary investment vehicle) or otherwise invest directly or indirectly alongside the Fund through one or more co-investment schemes established for such purpose.

Board of Directors of ENXF SICAV

The functions and duties that members of the Board of Directors (some of whom may be members of the EQT Firm and EQT Executives) undertake for the benefit of the Fund, will not be exclusive and such members of the Board of

Directors may perform similar functions and duties for other members of the EQT Firm (including, without limitation, the Manager) and/or other EQT Funds (including one or more of the Underlying EQT Funds) and/or third parties and accordingly conflicts of interest may arise in allocating time, services and/or functions among such other members of the EQT Firm, other EQT Funds, one or more third parties and the Fund (and, by extension, the Underlying EQT Funds).

Members of the Board of Directors may be members, employees, officers, managers or directors of entities or advisory teams that provide advice to the general partner, manager and/or operator of other EQT Funds or may be third parties (including third party investment managers and/or service providers). Certain members of the Board of Directors may therefore have significant other responsibilities in addition to their responsibilities in respect of the Fund, including with respect to investee companies of other EQT Funds and/or the funds of other third party sponsors. This may present a conflict of interest if such persons pursue the interests of the Fund or a third party-managed fund and another EQT Fund simultaneously. Certain members of the Board of Directors which are EQT Executives may also, as part of EQT Partners' services to the Manager, be appointed to the board of an investee company of an EQT Fund (generally in a supervisory capacity with a view to monitoring the performance of such investee company in accordance with the relevant EQT Fund's shareholder rights) and situations may arise in which such a member has a duty or an interest to an investee company which conflicts with its duties to, or the interests of, the Fund or an Underlying EQT Fund. Similar conflicts may arise with the interests of members of the Board of Directors which are not EQT Executives, including with respect to their engagement with third party sponsors of investment funds, some of which may compete with the interests of the Fund.

A compensation structure and other economic schemes have been established that the Manager believes will help to reduce or eliminate any artificial incentives to resolve conflicts on a basis that inequitably favours one EQT Fund over another EQT Fund. Certain members of the Board of Directors may have been or be invited to make an investment in the EQT Funds, some of which the Fund will participate in and/or alongside, in exchange for a right to receive economic entitlements (such as carried interest, where applicable), thereby creating an indirect alignment of their interest with those of Shareholders. However, members of the Board of Directors which are professionals within the EQT Firm may hold investments and/or other economic rights or entitlements with respect to by multiple EQT Funds which may present conflicts of interest and create incentives to resolve a conflict which is more favourable to one EQT Fund than another EQT Fund (including as a result of having a greater investment or economic entitlement in one EQT Fund than another EQT Fund, or the matter in respect of which a conflict arises having a disproportionate bearing on such professional's economic entitlement in respect of one EQT Fund as compared with another relevant EQT Fund with respect to the conflict matter at hand). Members of the EQT Firm, and managers, directors, officers and employees of members of the EQT Firm may hold an indirect investment in, or receive other economic entitlements with respect to, the Fund through one or more Fund entities (including a subsidiary investment vehicle) or otherwise invest directly or indirectly alongside the Fund through one or more co-investment schemes established for such purpose.

Non-EQT Board Members

Members of the Board of Directors which are not members of the EQT Firm or managers, directors, officers or employees of one or more members of the EQT Firm (each, a "**Non-EQT Board Member**") may perform similar functions to their functions in respect of the Fund for other EQT Funds and may perform similar functions for, and have duties to, other organisations and businesses that may give rise to conflicts of interest. In certain cases, Non-EQT Board Members may also be appointed to the board of investee companies of other EQT Funds or investment funds of third party sponsors, typically in a non-executive capacity, and have other business interests that give rise to conflicts of interest with the interests of the Fund, and Underlying EQT Fund or one or more of their investee companies. The Non-EQT Board Members may also gain knowledge, expertise and information by virtue of their role with respect to one or more investee companies indirectly held by the Fund which may benefit one or more competing organisations or businesses in respect of which the Non-EQT Board Members separately provide advice or otherwise have an interest. In the event that any Non-EQT Board Member has an actual or potential conflict of interest by virtue of such member's involvement with or investment in other EQT Funds or other business interests, such member shall be required to disclose such interest to the Board of Directors in accordance with the Articles.

EQT Industrial Advisors

Underlying EQT Funds may consult one or more EQT Industrial Advisors in selecting investments and in supporting the operation of an investee company to create income and equity value for holders of interests in such investee

company. The functions undertaken by the EQT Industrial Advisors with respect to the Underlying EQT Fund and any of its investments will not necessarily be exclusive and the EQT Industrial Advisors may perform similar functions for other EQT Funds which are not Underlying EQT Funds and may perform similar functions for, and have duties to, other organisations and businesses that may give rise to conflicts of interest. In certain cases, EQT Industrial Advisors may also be appointed to the board of investee companies of EQT Funds which are not Underlying EQT Funds, typically in a non-executive capacity, and have other business interests that give rise to conflicts of interest with the interests of an Underlying EQT Fund and therefore the Fund. Similarly, the EQT Industrial Advisors may be appointed to the board of an investee company that may give rise to conflicts of interest with the interests of another investee company which is indirectly held by the Fund through its investments in an Underlying EQT Funds and/or alongside an EQT Fund. The EQT Industrial Advisors may also gain knowledge, expertise and information by virtue of their role with respect to one or more investee companies which may benefit one or more competing organisations or businesses in respect of which the EQT Industrial Advisors separately provide advice or otherwise have an interest. The EQT Industrial Advisors are generally not considered to be directors or officers of EQT and may be retained by members of the EQT Firm on a consultancy basis for a fee payable by such members. Further, the EQT Industrial Advisors may receive directors' fees and other cash and non-cash compensation in respect of their roles as a director or officer of an investee company. Shareholders should note in particular that: (i) the EQT Industrial Advisors are permitted to retain all directors' fees (and the equivalent) received by them in respect of acting as a director or officer of an investee company and such fees and other compensation received by EQT Industrial Advisors in respect of their involvement with the investments of the Underlying EQT Funds shall not be credited against the Management Allocation to be borne by Shareholders in respect of their participation in the Fund or against any equivalent entitlement to be borne by investors in the Underlying EQT Funds (including the Fund) or priority profit shares allocated to the general partners of the Underlying EQT Funds; (ii) certain EQT Industrial Advisors may be paid a consultancy fee where they are involved in a specific project relating to an Underlying EQT Fund (such as due diligence with respect to a potential investment), which fee will be paid either by such Underlying EQT Fund or, if applicable, the investee company holding the relevant investment (and therefore indirectly payable by Shareholders in respect of their participation in the Fund, and the Fund's participation in the relevant Underlying EQT Fund); and (iii) in limited situations where the EQT Industrial Advisor has been particularly successful in generating a deal opportunity or has made a material contribution to the successful completion of an investment opportunity, a discretionary success fee may also be payable in which case such fee would be payable by an Underlying EQT Fund or, if applicable, the relevant investee company (and therefore indirectly payable by Shareholders in respect of their participation in the Fund, and the Fund's participation in the relevant Underlying EQT Fund).

Investment Advisory Committee

From time to time, the Manager may consult with the Investment Advisory Committee ("IAC") (if formed) to seek its input on the evaluation of investment opportunities of the Fund. Members of the IAC may be involved on equivalent bodies or otherwise provide advice, or hold interests, in respect of other EQT Funds, may invest in other EQT Funds and may also be more generally involved in separate business interests. This may present conflicts of interest. In the event that any member of the IAC has an actual or potential conflict of interest by virtue of such member's involvement with or investment in other EQT Funds or other business interests, such member shall be required to disclose such interest but may still be called upon to consider the conflicted matter, as determined on a case-by-case basis by the Manager in its discretion. Members of the IAC (amongst other persons) will be entitled to be indemnified out of the assets of the Fund with respect to their activities relating to the Fund and/or the Underlying EQT Funds in which the Fund invests, subject to certain limitations as set out in the Fund Documentation and/or Underlying Fund Documentation (as applicable). Relatedly, where an IAC has been formed with respect to the activities of the Fund, no guarantees can be given that the Manager will always consult with the IAC with respect to the evaluation of investment opportunities, and the Manager shall not be required to follow any recommendation provided by the IAC with respect to any investment opportunity or related matters; all investment related decisions will be taken by the Manager and any views presented by the IAC represent a recommendation only.

Allocation of Investment Opportunities

The Fund's primary investment strategy (and related investment parameters) of participating in Fund Investments, but generally not participating in direct investments (including via Co-Investments) in anything other than a passive capacity, differs from the principal investment strategies (and related investment parameters) of other existing EQT Funds, which generally do not participate in investments similar to Fund Investments but do generally participate as active investors, often with control or co-control positions, in direct investments. Nevertheless, from time to time an investment

opportunity (e.g. a Co-Investment or secondary opportunity) may arise which is suitable for the Fund and another EQT Fund, managed account and/or other investment vehicle (including, as the case may be, a special purpose acquisition vehicle and open-ended investment vehicles similar to the Fund) operated, managed and/or advised by a member of the EQT Firm. Shareholders should note that any co-investment opportunities will be made available to the Fund at the discretion of the general partner, manager and/or operator of the relevant EQT Fund in respect of which such co-investment opportunity arises and, accordingly, the Fund has no guarantees, or preferential rights, with respect to the allocation any co-investment opportunities (which may therefore be granted or made available to other EQT Funds, to one or more investors in those other EQT Funds or to other investors in the Underlying EQT Fund in respect of which such opportunity arises, to members of the EQT Firm or to one or more third parties). In addition, no guarantees can be given as to any allocations in any Underlying EQT Funds in which the Fund may wish to invest. Any subscriptions by the Fund to an EQT Fund may be declined in whole or in part by the general partner, manager and/or operator of the relevant EQT Fund, including where the Fund would not meet any proposed minimum commitment amount to the relevant EQT Fund, would not satisfy any applicable regulatory requirements such as anti-money laundering or qualifying investor status requirements (including, where applicable, as assessed on a look-through basis to the underlying Shareholders in the Fund) or as part of any ‘scale-backs’ that may be imposed (please refer to section above entitled “*Selecting Underlying EQT Funds*”).

Prospective Shareholders in the Fund should note that other EQT funds, managed accounts and/or other investment vehicles may have investment objectives, mandates and/or policies that overlap with those of the Fund and that relevant members of the EQT Firm may in the future establish other investment funds and/or managed account arrangements and/or other types of investment vehicle (including special purpose acquisition vehicles and open-ended investment vehicles similar to the Fund) with investment objectives, mandates and policies that could overlap with those of the Fund. As a result, investment opportunities may arise which are either suitable for investment by both the Fund and any such other investment funds and/or managed account arrangements and/or other types of investment vehicle (including special purpose acquisition vehicles and open-ended investment vehicles similar to the Fund) or which meet only certain, but not all, relevant criteria for allocation to the Fund and as such are offered solely or in part to such other investment funds and/or managed account arrangements and/or other types of investment vehicle (including special purpose acquisition vehicles and open-ended investment vehicles similar to the Fund). No guarantees can be given as to the allocation of suitable investment opportunities to the Fund (including potential Co-Investments), and members of the EQT Firm shall not bear any liability for investment opportunities that may be suitable for investment by the Fund being allocated (in whole or in part) to any other investment funds and/or managed account arrangements and/or other types of investment vehicle (including special purpose acquisition vehicles and open-ended investment vehicles similar to the Fund).

In addition to the foregoing, subject to the terms of the Fund Documentation, circumstances may arise where the Manager determines that a suitable investment opportunity with which it is presented should not be taken-up by the Fund in full or at all, in which case part or all of any such investment (as applicable) may be offered to the general partner, manager and/or operator (as applicable) of another EQT Fund, managed account or other investment vehicle (including special purpose acquisition vehicles and open-ended investment vehicles similar to the Fund) or to co-investors on the basis that the Manager has determined not to participate in the relevant investment opportunity in full or at all. This includes circumstances in which the Manager determines that the Fund should not pursue some or all of an investment opportunity including, but not limited to, situations where such investment is deemed unsuitable having regard to the capital available for deployment by the Fund (after taking account of the need for any reserves and other potential funding and/or liquidity requirements). Please also refer to the sub-section of this Section 17 entitled “*Co-investment opportunities and Broken Deal Expenses*” for further information regarding co-investment opportunities and related conflicts.

To the extent to which the Manager acts as the manager both of the Fund and another EQT Fund, managed account or other investment vehicle (including a special purpose acquisition vehicle and open-ended investment vehicles similar to the Fund) which participate in the same investment, then conflicts of interest may arise in respect of such investment (including, for example, with respect to their ability to exit, participate in follow-on investments (including the price at which the Fund and another EQT Fund may participate in follow-on investments) and other rights with respect to, such investment). In managing any such conflicts, it is expected that the conflict resolution procedures set out in the fund documentation for the relevant other EQT Fund (if any) will generally be followed to determine the extent of the Fund’s and the other EQT Fund’s participation in the relevant potential investment opportunity. Such conflicts procedures may differ from fund to fund (and therefore also differ with respect to how they apply to different investment opportunities) and may evolve and be updated from time to time, but may for example, involve the board (conseil de gérance) of the Manager being split such that only certain managers of the Manager will be able to participate in meetings, and vote on matters, relating to the Fund’s investment, and such managers shall not be entitled to participate in, or vote on matters

relating to, the other EQT Fund's, managed account's or other investment vehicle's (including a special purpose acquisition vehicle's or an open-ended investment vehicle's similar to the Fund) investment where a conflict arises. If such a split should not be feasible or practicable (and alternative arrangements cannot be made to suitably manage potential conflicts, including for example, by forming a sub-committee of the board representing each fund), the matter may be referred to one or more committees of EQT that may be established from time to time for a recommended course of action. In addition, the Fund and such other EQT Fund or managed account or other investment vehicle (including a special purpose acquisition vehicle and open-ended investment vehicles similar to the Fund) (or one or more of their respective holding vehicles) may in such circumstances enter into a shareholders' agreement (or similar arrangement) to govern their future relationship and governance with respect to such jointly held investment, in which case the provisions of such shareholders' agreement (or similar arrangement) may govern with respect to any future matters which arise and present a conflict of interest with respect to their joint holding of an investment. As mentioned above, alternative procedures for managing such conflicts of interest may also be established from time to time.

More generally, Shareholders in the Fund should note that such other EQT Funds, managed accounts or other investment vehicles (including special purpose acquisition vehicles and open-ended investment vehicles similar to the Fund) may provide for certain economic entitlements in favour of one or more members of the EQT Firm and/or EQT Executives (including a management fee (or similar), priority profit share and/or "carried interest") which are more beneficial to members of the EQT Firm and/or EQT Executives than the economic entitlements provided with respect to the Fund. Shareholders should be aware that, while relevant members of, and personnel within, EQT Partners will seek to make recommendations regarding the allocation of investment opportunities, and managers, general partners or operators of EQT Funds will seek to allocate such investment opportunities, in each case, on a fair and reasonable basis having regard to relevant considerations such as those described above, such factors and other similar considerations may nonetheless create incentives to allocate greater amounts in particular investment opportunities, or the whole of any such opportunities, to such other EQT Funds, managed account arrangements or other investment vehicles (including special purpose acquisition vehicles and open-ended investment vehicles similar to the Fund) rather than the Fund.

Other EQT Funds

While the Fund's investment strategy and policy is not generally expected to overlap with the investment strategies and policies applicable to any of the other EQT Funds, the Fund is expected to be offered the opportunity to invest alongside one or more EQT funds in suitable investment opportunities that may arise from time to time. Moreover, one or more Underlying EQT Funds in which the Fund participates as an investor may invest in investments in which another EQT Fund may be a participant, and other funds or investment strategies may develop in the future which potentially overlap with the investment strategy and policies of the Fund or an Underlying EQT Fund. As the basis for investing in a particular investment may differ between such funds, then the views on the management of, and exit from, any such investment may differ; as such there may be conflicts of interest between the Fund and the relevant other EQT Fund, or between an Underlying EQT Fund and another EQT Fund, participating in the investment. The economic and other terms of investments held by the Fund and its objectives and strategy with respect to such investments may conflict with the investments held by the other relevant EQT Fund and its objectives and strategy with respect to such investments. Similar potential conflicts may exist as between one or more Underlying EQT Funds in which the Fund invests and other EQT Funds. In the event of any members of the board (*conseil de gérance*) of the Manager, in relation to a matter for their approval, having a conflict of interest arising as a consequence of their representation on the board of the general partner, manager and/or operator of another EQT Fund, the board (*conseil de gérance*) of the Manager will take all reasonable steps designed to identify, manage and monitor conflicts of interest and may, for example, form a committee of the board (*conseil de gérance*) comprised of a majority of individuals who are not so conflicted. As such, the Manager will seek to determine the terms of a proposed transaction without regard to the interests of the other relevant EQT Fund. In the event that such a committee is not feasible or the relevant conflict of interest may lead to a material adverse effect on one or more of such EQT Funds, the matter may be referred to the EQT Conflicts Committee.

Furthermore, EQT may establish parallel funds which have the purpose of, or which from time to time conduct a strategy of, investing alongside the Fund. This may impact: (i) the allocation of investment opportunities to the Fund as such opportunities may be consummated and held jointly by the Fund and such parallel fund(s); and (ii) subject to the terms of such parallel fund(s), the liquidity profile of the Fund, particularly where such parallel fund(s) have different liquidity requirements from the Fund, which could result in EQT taking steps to secure liquidity in the underlying assets jointly held with the Fund for the benefit of such parallel fund(s) (including by, for example, realising all or a portion of such underlying assets at a discount) which EQT would not otherwise be required to take if such

underlying asset(s) were held only by the Fund.

Additionally, if an asset in which both the Fund and another EQT Fund have invested runs into difficulties, then decisions about what action should be taken and the terms of any work-out or restructuring may raise conflicts of interest. For example, if an investment is in distress, decisions as to restructuring may raise conflicts of interest between the Fund and another EQT Fund participating in the debt of such investment. For instance, another EQT Fund may be best served by a debt restructuring/rescheduling rather than a liquidation of the investment, which would allow debt to be repaid at the expense of the equity providers such as the Fund. To mitigate any potential conflicts when investing in the debt in respect of assets or companies in which the Fund holds an equity interest, the general partners, managers and/or operators of the other EQT Funds will adopt certain conflicts protocols (including requirements for the acquisition of such debt to be consistent with arm's length terms).

Although the Manager believes that this policy will limit the potential for conflicts of interest, situations may arise where applying the above policy may not be in the Shareholders' best interests.

In the event of a restructuring or work-out plan in which contractual terms are altered or additional capital is required to be contributed by the Fund, the IAC will, where applicable and if established, be consulted.

Affiliated Broker-Dealer and Underwriting Activities

EQT may, in the future, determine to form, invest in or utilise one or more broker-dealer (or similar) entities that may, from time to time, either itself or in conjunction with third parties (including as the case may be, through arrangements entered into with third party finance providers) be engaged to manage, or otherwise participate in, underwriting syndicates, or similar activities.

EQT itself may also choose to underwrite and/or provide bridge financing for the benefit of the Fund in respect of all or part of an investment (including in an Underlying EQT Fund) in whole, or in part, using its own balance sheet capital, including to make commitments to, and meet capital commitment calls issued by, an Underlying EQT Fund pending subscriptions from Shareholders, and more generally to meet other liquidity requirements of the Fund from time to time. Shareholders should note, however, that no guarantees can be given as to the availability of any such underwriting and/or bridge financing, which will be made at the discretion of EQT (if at all).

Similar activities may be undertaken, with respect to the securities and debt instruments of investee companies and non-controlled entities in or through which various EQT Funds (including, potentially, the Fund through its participation in Underlying EQT Funds, as well as co-investment vehicles relating thereto), invest. EQT itself may choose to underwrite the financing of all or part of an investment in whole, or in part, using its own balance sheet capital, and may provide capital markets advisory, acquisition financing and syndication services to one or more investee companies of the EQT Funds (including, potentially, indirectly the Fund through its participation in the Underlying EQT Funds).

Any such arrangements would be entered into on terms consistent with an arm's length transaction that EQT determines to be within customary market norms for unaffiliated broker-dealers or providers of such services. EQT and/or one or more of its affiliates engaged in any such activities may receive an underwriting, syndication, arrangement, lending, placement and/or other fees or compensation (as applicable) in connection with such services which may be retained by EQT and/or one or more of its affiliates (as applicable) without any reduction of, or offset against, the Management Allocation which is borne by Shareholders or such equivalent entitlement by the investors of the Underlying EQT Funds (including the Fund) or priority profit share allocable to the general partners of the Underlying EQT Funds.

Certain conflicts of interest in connection with the Fund may arise due to the potential engagement of any such broker-dealers that may be affiliated or otherwise have contractual arrangements in place with EQT, in particular in respect of any investee companies or investment vehicles with respect to which the EQT affiliated brokers-dealers provide services. For example, EQT may be seen as incentivised to: (i) seek to influence the decision by an investee company to retain or otherwise transact with an EQT affiliated broker-dealer, instead of other broker-dealers that may be more appropriate or offer better terms, but who are unaffiliated with EQT; or (ii) structure transactions, including co-investment opportunities, so that they require the use of an EQT affiliated broker-dealer. Conflicts could further arise where EQT may be incentivised to underwrite and/or syndicate securities as a result of the fees that could be earned from EQT itself underwriting the financing of an investment. Similar conflicts may arise in the context of EQT choosing to underwrite and/or provide bridge financing for the benefit of the Fund in respect of all or part of an

investment (including in respect of an investment in an Underlying EQT Fund). Moreover, in situations where an EQT affiliated broker-dealer, as a result of such activities, holds a position in an asset in which an EQT Fund holds investments (including as a result of a shortfall arising as a result of an incomplete or failed syndication), the arrangement may lead to a conflict between the EQT affiliated broker-dealer and the EQT Fund in the event of a default by, or the liquidation of, the asset or a restructuring or renegotiation of the terms of a loan or other relevant securities. In certain circumstances, including by way of an example, where an asset becomes distressed and the participants in the relevant offering have a valid claim against the underwriter, the participating EQT Fund may have a conflict in determining whether to seek recourse or sue an EQT affiliated broker-dealer. While such potential conflicts cannot be excluded, any EQT affiliated broker-dealer will generally seek to provide such underwriting activities as part of an underwriting syndicate where the EQT affiliated broker-dealer would exercise any voting or other rights relating to an asset of the Fund in line with the voting and exercise of corresponding rights held by other, non-EQT affiliate, members of such syndicate, with any fees charged in connection with its services being charged on a consistent basis with other non-EQT affiliated broker-dealers providing similar services as part of such syndicate.

Management Allocation

The Management Allocation will be calculated based on Adjusted NAV which uses the Fund's NAV. The Fund's NAV will be calculated by the Central Administration Agent, based on valuations provided by the Manager. Shareholders should note that the Management Allocation may be received in cash, Shares, or other units or interests in the Fund and its various entities.

While valuations will be undertaken according to the valuation methods and accounting rules adopted by the Underlying EQT Funds in, and/or the EQT Funds alongside, which the Fund invests, and the Fund's NAV (and therefore Adjusted NAV) will be subject to an independent calculation made by the Central Administration Agent, Shareholders should nonetheless be aware that the Manager has an incentive in maximising the valuations on the basis of which the Fund's NAV will be calculated, given this will positively impact the Fund's NAV, and therefore the potential management fee (following the application of the Management Allocation against any Underlying EQT Fund PPS), to which the Manager may be entitled. Moreover, the Manager and the Central Administration Agent will be reliant on the accuracy of the valuations prepared by the general partners, managers and/or operators of the Underlying EQT Funds in which the Fund invests or of the EQT Funds alongside which the Fund participates in investments. Given that the EQT Funds (including the Underlying EQT Funds) will be preparing valuations generally for investors in the EQT Funds (which will include non-EQT affiliated, third-party, investors), this should assist in mitigating potential conflicts in the valuations prepared by the Fund (which will necessarily be based on, and therefore need to reflect, valuations prepared for third parties).

However, such potential conflicts cannot be entirely removed (noting that the managers, operators and/or general partners preparing related valuations for the EQT Funds are expected to be affiliates of the Manager, or the Manager itself) and in the event that the actual values that materialise are different from those on the basis of which the NAV for the Fund is determined (and the Management Allocation entitlement is assessed), then the Manager shall not be required to reverse or recalculate the Fund's (or its constituent entities') NAV or such valuations, or return of any amount of Management Allocations that have been based on such NAV calculations. Shareholders should note that, where that the Manager holds Shares or Fund units or interests following any in-kind remuneration, the Manager will have a further incentive to maximise investment valuations to positively impact the Fund's NAV and the value of such Shares or Fund units or interests. Shareholders should note that, to the extent the Manager receives proceeds following any redemption of such Shares or Fund units or interests, and such proceeds exceed the amount that would have been received had the Manager's remuneration instead been settled in cash, then the Manager shall be entitled to retain such excess and shall not be liable to account for such excess to the Fund or any Shareholder.

More generally, the calculation of the Fund's NAV includes certain subjective judgments with respect to estimating, for example, the value of the Fund's portfolio and its accrued expenses, net portfolio income and liabilities (e.g., exclusion of potentially subjective or contingent liabilities that may arise on or subsequent to the sale of an investment), and therefore, the Fund's NAV may not correspond to realizable value upon a sale of those assets. Furthermore, the Central Administration Agent will be relying on valuations provided by the Manager in determining the NAV of the Fund (and its constituent entities). Moreover, the Manager may benefit from the Fund retaining ownership of its assets at times when Shareholders may be better served by the sale or disposition of the Fund's assets in order to avoid a reduction in its NAV. If the Fund's NAV is calculated in a way that is not reflective of its actual net asset value, then the Management Allocation will be higher than if based on the Fund's actual net asset value and

the purchase price of Shares or the price paid for the redemption of Shareholders' Shares on a given date may not accurately reflect the actual value of the Fund's portfolio, and investors' Shares may be worth less than the purchase price or more than the redemption price.

Carried Interest

The Fund will bear its share of any carried interest or similar profit sharing entitlement of the carried interest partner (or equivalent) in the Underlying EQT Funds in which it invests. The Fund will also bear its share of any Co-Investment Carried Interest or similar profit sharing entitlement of the Carried Interest Recipient (or other designated entity) in respect of any Co-Investment in which the Fund participates.

Any carried interest (or similar) borne by the Fund as an investor in an Underlying EQT Fund and/or in respect of any Co-Investments in which it participates creates a greater incentive for the manager of the relevant EQT Fund to make more speculative investments or to time the purchase or sale of investments in a manner motivated by the personal interest of EQT personnel than if such profit-based compensation did not exist, as the Carried Interest Recipient (and the recipients of carried interest in respect of the relevant EQT Fund) receives a disproportionate share of profits above the preferred return hurdle (if any) for the relevant EQT Fund or Co-Investment. Furthermore, upon the liquidation of an Underlying EQT Fund or a Co-Investment Vehicle, the Carried Interest Recipient (and the recipients of carried interest in respect of the relevant Underlying EQT Fund) may receive carried interest with respect to a distribution in-kind of non-marketable securities. The amount of carried interest will be dependent on the valuation of the non-marketable securities distributed, which, in relevant cases, will be determined by the manager and/or operator of the relevant Underlying EQT Fund or Co-Investment Vehicle (as applicable) and could incentivise such manager and/or operator (which may be the same as the Manager) to value the securities higher than if there were no carried interest. The manager and/or operator of any such Underlying EQT Fund or Co-Investment Vehicle (as applicable) may engage a third party to determine the value of securities distributed in-kind or non-marketable securities and rely upon the third-party opinion of value, but there can be no assurance such an opinion will reflect value accurately.

However, such potential conflicts cannot be entirely removed and in the event that the actual values that materialise are different from those on the basis of which the valuations of Co-Investments are determined (and the Co-Investment Carried Interest is assessed), then the manager and/or operator of the relevant Underlying EQT Fund or Co-Investment Vehicle (as applicable) shall not be required to reverse or recalculate such valuations, or require the return of any amount of Co-Investment Carried Interest that has been based on such valuations. Shareholders should note that, where that the Carried Interest Recipient (or an affiliate) holds Shares, other Fund units or interests or Co-Investment Vehicle interests following any in-kind remuneration, the Manager or the manager and/or operator of the relevant Co-Investment Vehicle (as applicable) will have a further incentive to maximise investment valuations to positively impact the Fund's NAV or the NAV of the Co-Investment Vehicles (as applicable) and the value of such Shares, Fund units or interests or Co-Investment Vehicle interests. Shareholders should note that, to the extent the Carried Interest Recipient (or an affiliate) receives proceeds following any redemption of such Shares, Fund units or interests or Co-Investment Vehicle interests, and such proceeds exceed the amount that would have been received had the Co-Investment Carried Interest instead been settled in cash, then the Carried Interest Recipient shall be entitled to retain such excess and shall not be liable to account for such excess to the Fund or any Shareholder.

Related Party Transactions

In the pursuit of its investment strategy, the Fund is expected to be required to subscribe for and/or purchase interests in other EQT Funds. In such cases, the Manager will be required to select the relevant EQT Funds for which it wishes to make a subscription and approve the terms (including in respect of fees, contractual rights and investor protections) of such subscription, presenting a conflict of interest for the Manager between acting in the best interests of the Fund and acting in the best interests of the relevant EQT Fund in respect of which it may also act as the manager (or in a similar capacity). Shareholders should note that the Manager will not seek to negotiate (or engage any legal, financial or other advisors to negotiate) the terms on which the Fund invests in any EQT Fund, but rather will invest on the terms of the relevant governing documentation for such EQT Fund as agreed with third party investors also participating in such EQT Fund. In addition, and as explained further in the section above entitled "*Selecting Underlying EQT Funds*", the Manager may experience conflicts where, for example, an EQT Fund has limited traction with prospective investors and the Fund is considering participating in such EQT Fund. In this scenario, the Manager will have an incentive to subscribe to a greater extent than it otherwise would in order to compensate for such limited traction and assist with the overall fundraising efforts of EQT (noting that any management fees, priority profit share (or the equivalent) and the ability to generate carried interest will often be a function, in some measure, of the total

commitments raised for the relevant EQT Fund and amounts available for investment). Conversely where an EQT Fund is popular with prospective investors such that certain investors' subscriptions may need to be 'scaled-back', there may be circumstances where the Manager (as the manager of the such EQT Fund) or one of its affiliates determines that scaling-back the Fund's subscription rather than a third-party would be beneficial in preserving EQT's relationship with such third-party investor. Please also refer to the section entitled "*Selecting Underlying EQT Funds*" for further information regarding such potential conflicts.

Circumstances may arise where the Fund (and/or one or more of the Underlying EQT Funds and/or their investee companies) acquires or sells an investment from, or sells an investment to, one or more other EQT Funds (and/or to one or more of their respective investee companies), which may, without limitation, include instances where the Fund is required to sell assets for liquidity purposes. In such circumstances, any purchase or sale by the Fund would be made on a basis consistent with arm's length terms. Where appropriate, the Manager may (in its discretion) take such steps as it considers necessary in order to support such transaction being made on a basis consistent with arm's length terms, including, for example, procuring a fairness opinion (at the cost of the Fund) issued by an independent, professionally-recognised investment bank, accountancy firm or other suitably qualified valuation specialist that supports the fairness, from a financial point of view, of the valuation of such transaction. Alternatively, the Manager may, for example, rely on the participation of third parties in the transaction alongside the Fund to demonstrate the arm's length nature of such transaction, including in circumstances where such valuation has been validated by a third-party also participating in such transaction on the basis of the same valuation.

The Fund, the Underlying EQT Funds and/or one or more of their investee companies (as applicable) may retain one or more members of the EQT Firm to perform services relating to an investment and/or the activities of the Fund in return for compensation by the Fund, as further described in Section 7: "*Fees, Allocations and Expenses of the Fund-Fees related to Services Performed by the EQT Firm*". Such arrangements shall generally be made on a basis consistent with arm's-length terms and any compensation accrued, allocated or received by one or more members of the EQT Firm in connection with such arrangements will not offset the Management Allocation, the priority profit share or similar (or management fee, if applicable) in respect of an Underlying EQT Fund, or any carried interest received by a member of the EQT Firm (subject to terms of the Underlying EQT Funds, in the case of an Underlying EQT Fund or its investee company being involved). The Manager can, nonetheless, be expected to experience conflicts of interest in agreeing to these arrangements. There can be no assurance that the Fund, the Underlying EQT Funds and/or one or more of their investee companies (as applicable) will enter into such arrangements with the relevant related parties on terms as favourable to the Fund, the Underlying EQT Funds and/or one or more of their investee companies (as applicable) as would apply if the counterparties were unrelated. The Manager may, in its discretion and in addition, refer such arrangements to the EQT Conflicts Committee for its review and recommendation as to whether such arrangements should take place on the terms proposed. Any such conflicts will not necessarily be resolved in favour of the Fund (or the relevant investments), and Shareholders may not be entitled to receive notice or disclosure of the occurrence of these (or other) conflicts.

Members of the board of the Manager (*conseil de gérance*) or ENXF SICAV may be officers, managers or directors of entities which are not part of EQT and which provide advice or services to, or engage in other transactions with, the Fund or in respect of one or more of the Fund's assets. In the event that any such member has an actual or potential conflict of interest by virtue of such member's involvement with an entity that is not part of EQT, such member shall be required to disclose such interest to the board of the Manager or ENXF SICAV (*conseil administration*) (as applicable).

Officers, directors, members, managers and employees of EQT may, as well as a member of the EQT Firm, hold or acquire a direct or indirect interest in an actual or prospective asset of the Fund, which might create a conflict of interest (including as to the allocation of a prospective investment opportunity as between the Fund and such persons).

Please also refer to the section above entitled "*Affiliated Broker-Dealer and Underwriting Activities*" for details of underwriting activities that may be undertaken by EQT in respect of Underlying EQT Funds of the Fund and their investee companies.

Default and Contractual Breach

The Underlying EQT Funds in which the Fund invests will contain default provisions and associated remedies that may be applied against the Fund in the event that it fails to pay any amounts due in accordance with the terms of the governing documents for such Underlying EQT Fund. Such default remedies may include (but will not be limited to)

forfeiting or redeeming the entire interest of the Fund in such Underlying EQT Fund for a nominal sum (which may be as little as 1 Euro / USD, and therefore considerably less than the actual value of the Fund's interest in such Fund), or requiring the full amount of the Fund's commitment to the Underlying EQT Fund to be paid-up in full (rather than being paid on an "as-needed" basis, as with other investors in such Underlying EQT Fund). In this regard, Shareholders should note that the ability of the Fund to meet its contractual obligations to an Underlying EQT Fund will be dependent on the Fund having sufficient amounts available to meet drawdown requests in the time-frame required under the governing documents for the relevant Underlying EQT Fund. This, in turn, will depend on the ability of the Manager to successfully manage cash-flows and liquidity for the Fund across its various commitments and investments, and Shareholders will be reliant on the Manager and its advisors in doing so. There can be no guarantees that the Manager will be able to successfully manage cash-flows and liquidity at all times in order to meet the Fund's commitments and cash-flow needs more generally. The Fund may make capital commitments to Underlying EQT Funds and/or in respect of Co-Investments where, at the specific time a capital commitment is made, amounts are not necessarily available for the Fund to meet such capital commitment assuming all or part of such committed amounts were to be called by the relevant Underlying EQT Fund and/or in respect of Co-Investments, including (without limitation) in circumstances where, at the time of making a capital commitment, it is anticipated that the Fund will receive further subscription proceeds or proceeds from investments. Any such commitments that are made pending amounts becoming available to meet such commitments increases the Fund's exposure to a risk of a default on its commitments to Underlying EQT Funds and/or in respect of Co-Investments. To the extent that the Fund defaults on its commitment to an Underlying EQT Fund or in respect of a Co-Investment or otherwise breaches the terms of its investment, conflicts of interest will arise as to what remedies are pursued given that the manager, general partner or operator of such Underlying EQT Fund may be the same as the Manager, or will otherwise be affiliated with the Manager. In these circumstances the general partner, manager and/or operator of the Underlying EQT Fund will act in a manner that it considers consistent with its fiduciary duty to act in the best interests of the Underlying EQT Fund, and as a result Shareholders should not expect any more favourable treatment than that which would be applied to any third-party investor in the relevant Underlying EQT Fund in similar circumstances.

Conversely, circumstances may arise where the general partner, manager and/or operator of an Underlying EQT Fund in which the Fund invests breaches a contractual undertaking or obligation, or non-contractual duty, to one or more investors in the Underlying EQT Fund, including, as the case may be, the Fund. Such a breach may, for example, involve a breach of an investment restriction in the governing documents for the Underlying EQT Fund, which may result in losses for investors in the Underlying EQT Fund (including the Fund). This creates potential conflicts of interest, since the Manager (or one of its affiliates), as the entity responsible for taking actions and making determinations on behalf of the Fund (including, as the case may be, deciding whether or not to pursue remedies for contractual or other breaches) is also expected to be the general partner, manager and/or operator with respect to the Underlying EQT Fund. Moreover, unlike third party investors in an Underlying EQT Fund, the Fund may be restricted from exercising voting rights and/or remedies that might otherwise be available in such circumstances in the absence of the Fund being managed, advised and/or operated by a member of the EQT Firm (generally making the Fund a related party of the Underlying EQT Fund and therefore not being afforded the benefit of any such voting and/or remedies under the terms of the relevant Underlying Fund Documentation, as described further in "*Investing in Underlying EQT Funds*" above). As such, the Fund's recourse in such circumstances may be limited and the Fund would be reliant on other investors in the Fund pursuing remedies that would apply generally to all investors in the relevant Underlying EQT Fund (including the Fund).

Further Conflicts Associated With Liquidity

As alternative investment fund manager of the Fund and the manager of, or an affiliate of the manager of, the Underlying EQT Funds, a conflict of interest may arise for the Manager and for one or more members of the EQT Firm where the Fund requires further liquidity or where there are competing payments to be made which require funding and therefore additional liquidity. In such circumstances, it may be in the Manager's interest to ensure that the payment of the Fund's liabilities to the Underlying EQT Funds are prioritised ahead any payments otherwise due to Shareholders, service providers and other parties not related to EQT, including by utilising the Liquidity Sleeve to meet payments prioritised by the Manager, imposing limitations on redemptions as set out in this Prospectus (including, as the case may be, modifications to or suspensions on redemptions), taking actions to dispose of the Fund's investments as quickly as possible (including where doing so would be at a discount to their underlying value, where such disposal is to a member of the EQT Firm or another EQT Fund and where the Fund would not be required to offer existing Fund investors pre-emption or similar rights in respect of such disposal), and similar actions. Any prioritisation to meet competing payments that are due (or anticipated to become due) will be made by the Manager

in its discretion. Although the Manager will have regard to the interests of the Fund when having to prioritise, this will require an exercise of judgement as to which payments should be prioritised ahead of others, which may not always result in the most favourable outcome for the Fund and its investors. Moreover, in such circumstances, the Manager (as a delegate of the Board of Directors) may agree to a member of the EQT Firm providing a source of liquidity to the Fund, including by such member of the EQT Firm purchasing Shares or units of the Fund or its relevant holding entities (which may have the effect of diluting the interests of other Shareholders), providing the Fund with a credit facility (which may result in the Fund having to bear interest costs, arrangement fees and other amounts in addition to assuming priority repayment obligations in respect of amounts borrowed), purchasing one or more investments held by the Fund (which may be at a discount to NAV for the relevant investment and may represent those select investments held by the Fund that the relevant member of the EQT Firm considers most attractive and is therefore willing to acquire) or other arrangements with similar intentions, each of which may be made on terms the EQT Firm considers reasonable having regard to the circumstances and which may conflict with the interests of the Fund and Shareholders and may be advantageous to certain Shareholders (i.e. those seeking liquidity through redemptions) but disadvantageous to others (i.e. those not seeking liquidity through redemptions), as described further below.

Where it is intended that the Fund makes a disposal of one or more of its investments (whether to a third party, one or more members of the EQT Firm or another EQT Fund), the Manager will have discretion as to the identity of the investments to be disposed, the identity of the acquiring party(ies), the pace and frequency of the disposal(s), the basis on which investments are selected to be disposed (for example, the Fund could dispose of specific individual investments, dispose of portions of each investment (or a certain group of investments) on a pro rata basis, dispose of investments of a particular strategy, asset or geographical focus, vintage, etc.) and, subject as otherwise set out in this Prospectus, the process and terms of such disposal.

In circumstances where the Fund disposes of investments for purposes of generating further liquidity to service Redemption Requests, Shareholders should note that there may be a conflict of interest between each of the Manager, the redeeming Shareholders and the remaining Shareholders in securing such liquidity. Generating liquidity in such a manner may cause the Fund's NAV to fall more than it otherwise would have, as a result of the Fund disposing of its investments at a price lower than their NAV in order to generate liquidity. In addition, the Manager will be required to appropriately balance the interests of redeeming Shareholders against those Shareholders which are not in, or are further behind in, the process of redeeming their Shares. Such disposals made in order to service redemption requests may lead to Shareholders which are not redeeming Shares or are further behind in the process of redeeming their Shares, holding Shares or redeeming Shares at a NAV per Share which is lower than it otherwise would have been the case had such disposals not been made (for example, because such disposals were made at a discount to the NAV of the relevant investment). In such circumstances, the Manager may not be able to act in the best interests of all Shareholders (whether they redeem their Shares or remain as Shareholders). Where the Fund has disposed, or the Manager in good faith anticipates the Fund disposing, of investments at a price lower than their NAV in order to generate liquidity, the Manager may reflect this by reducing the Fund's NAV accordingly which may therefore cause Shares which are to be subsequently redeemed, redeemed at a price lower than otherwise would have been the case, had such disposal(s) at a price lower than the NAV of the relevant investment(s) not occurred.

In the event a member of the EQT Firm (including the Manager) subscribes for Shares or is issued Shares, such member may subsequently wish to redeem their Shares. Shareholders should note that in certain circumstances such member may be entitled to request redemption of up to all of its Shares at any given time (as described further in Section 3: "*Investment Information—Deployment Strategy and Liquidity Management*" and Section 7: "*Fees, Allocations and Expenses of the Fund—Alternative Receipt of Management Allocation and —Alternative Receipt of Co-Investment Carried Interest*"). Shareholders should therefore be aware that any such redemption request by such member of the EQT Firm may have an adverse effect on the Fund's liquidity and ability to service its current and prospective liabilities, including by reducing the Fund's ability to accept the redemption requests of other Fund investors at any given time and may present the Board of Directors and/or the Manager with a conflict of interest on the basis that they may prioritise redemption requests of members of the EQT Firm ahead of those submitted by 3rd party Fund investors.

Bridging and Syndicating Investments

In addition, certain circumstances may arise where a member of the EQT Firm may provide interim financing for the purpose of bridging a potential investment by the Fund and/or may acquire an investment directly or indirectly with a

view to subsequently selling such investment, in whole or in part, to the Fund, or otherwise act as a lender to the Fund and/or its holding vehicles for such purposes, as set out in further detail in the section “*Syndication and Warehousing*” below. In circumstances where EQT warehouses an investment which is subsequently syndicated (in whole or in part) to the Fund, the transfer to the Fund of any such “warehoused” investment shall generally be made on a basis consistent with arm’s length terms. However, the Manager may agree to transfers being made at cost, or cost plus an interest rate or carrying cost charged from the time of acquisition to the time of transfer (including, as applicable, any related syndication/transfer costs and any associated taxes), notwithstanding that the fair market value of any such investments may have declined below or increased above cost from the date of acquisition to the time of such transfer. The Manager may also determine another methodology for pricing these transfers, including fair market value at the time of transfer. It may be possible that the Fund acquires transferred assets from a member of the EQT Firm at above fair market value, and/or separately sell assets to a member of the EQT Firm (including in the circumstances described above, under the section headed “*Further Conflicts Associated With Liquidity*”) at below fair market value. Where such a transaction involves the Fund, the Board of Directors of ENXF SICAV may (or the non-affiliated directors thereof), but are not required to, approve the price, terms and conditions of such transfer and may approve or waive any conflicts arising in connection therewith on behalf of the Shareholders. Also, the Manager or the manager of the Underlying EQT Fund may charge fees on these transfers to either or both of the parties to them and the Fund may have to accept limited representations and warranties as to the interests being acquired from a relevant member of the EQT Firm. More generally, EQT itself may provide other financing services with respect to the activities of the Fund (and the Underlying EQT Funds), including loan facilities for purposes of bridging the acquisition by the Fund and Underlying EQT Funds of investments, meeting other liabilities (including meeting establishment and/or operating costs) and/or providing operating cash to the Fund, Underlying EQT Funds or to one or more investee companies. Any such services may present actual or potential conflicts of interest, including as a result of a relevant member of the EQT Firm charging fees, interest and other payments or compensation to the Fund or Underlying EQT Fund (as applicable) for such services without any deduction or offset against the Management Allocation borne by Shareholders (or, in the case of Underlying EQT Funds, such similar entitlement payable by investors in the Underlying EQT Fund or priority profit share allocable to the general partner of the Underlying EQT Fund). Conflicts could also arise in circumstances where either the Fund (or an Underlying EQT Fund) or a relevant member of the EQT Firm providing such services breaches their respective obligations under any agreed financing agreement or similar arrangement (including, for example, as a result of the Fund or an Underlying EQT Fund failing to meet a repayment obligation under such financing agreement or similar arrangement, or a relevant member of the EQT Firm failing to meet a committed lending obligation under such facility agreement or similar arrangement). Such arrangements would be entered into on a basis consistent with arm’s length terms (including as regards to fees and interest associated with such facility) that the Manager (or the manager of an Underlying EQT Fund, as applicable) determines to be within customary market norms for finance providers of appropriate calibre having taken steps to evaluate terms being offered by other finance providers as a benchmark for its own terms. In this regard, prospective investors in the Fund should note that a member of the EQT Firm may provide financing for purposes of enabling the Fund to acquire investments pending the sufficient subscription of capital for Shares or other interests in the Fund. The terms of such financing will be no less favourable to the borrower than those of the financing provided by third party lenders for the same purposes (if any) or will otherwise be assessed by the Manager against other finance providers to provide for terms consistent with an arm’s length financing arrangement for a similar transaction. Please also refer to the section below entitled “*Credit Facilities*” for further details regarding such potential borrowing. Prospective investors should note that no guarantees or assurances can be given that any such facility that is made available for use by the Fund will remain available and to the extent that any such facility ceases to be available for whatever reason, the ability of the Manager to implement the investment strategy of the Fund and consummate investments may be adversely effected. Where EQT itself provides any financing services to the Fund and does so as part of a syndicate of banks and other financial institutions, in circumstances where a conflict arises it will vote as a creditor in line with the majority of the syndicate or abstain from voting.

Participation in the Fund by Members of the EQT Firm

The Manager (as a delegate of the Board of Directors) may agree to one or more members of the EQT Firm purchasing Shares or units of the Fund or its relevant holding entities or otherwise making amounts available for the benefit of the Fund (directly or indirectly), including (without limitation) for the purposes of: (i) providing a source of liquidity to the Fund, (ii) providing seed capital for prospective Fund investments, and (iii) enabling such member(s) of the EQT Firm to participate in respect of any matter in which Shareholder or unitholder may cast votes. Such participation may be made on economic terms preferential to other Shareholders or unitholders (and such other terms the EQT Firm

considers reasonable having regard to the circumstances) and it is expected that, where one or more members of the EQT Firm participates as a Shareholder in ENXF SICAV, such member(s) shall hold Class H Shares which do not bear Management Allocation or Co-Investment Carried Interest. Such participation by one or more members of the EQT Firm, and their interests as participants in the Fund, may conflict with the interests of the Fund and its other investors (and may have the effect of diluting the interests of other investors).

Insurance

The Fund will purchase or bear premiums, fees, costs and expenses (including any expenses or fees of insurance brokers) to insure the Fund, investee companies of EQT Funds (where applicable), the Manager, any other member of the EQT Firm, their respective affiliates and their and the Fund entities' respective directors, officers, partners, agents, delegates, representatives, consultants and employees and members of the IAC (if established) and other indemnified parties, against liability (including, without limitation, with respect to liabilities arising from relevant litigation or breaches of representations and/or warranties and cybersecurity) in connection with the activities of the Fund. This includes a portion of any premiums, fees, costs and expenses for one or more "umbrella" group or other insurance policies maintained by EQT that cover one or more of EQT and Other EQT Accounts, the Manager and/or EQT (including their respective managers, directors, officers, employees, delegates, agents and representatives, and members of the Board of Directors of ENXF SICAV and other indemnified parties). The Manager will make judgments about the allocation of premiums, fees, costs and expenses for such "umbrella" group or other insurance policies among one or more of the Fund and Other EQT Accounts, the Manager and/or EQT on a fair and reasonable basis, in its discretion, and may make corrective allocations should it determine subsequently that such corrections are necessary or advisable.

Service Providers

Certain conflicts of interest in connection with the Fund may arise due to the engagement of service providers that are affiliated with EQT or are owned by a member of the EQT Firm or an EQT Fund or an asset or investee company owned by an Underlying EQT Fund or any other EQT Fund, or in which a member of the EQT Firm or any EQT Fund or an investee company owned by an Underlying EQT Fund or any other EQT Fund holds an interest, including those described above in section entitled "*Affiliated Broker-Dealer and Underwriting Activities*". Companies held by an Underlying EQT Fund and/or any other EQT Fund or companies in which a member of the EQT Firm, an Underlying EQT Fund or any other EQT Fund holds an interest may be selected by the Manager or by another member of the EQT Firm to perform certain services and functions for the benefit of one or more of the Fund, its Underlying EQT Funds, investee companies and assets, other EQT Funds and their investee companies and assets, including, but not limited to, loan servicing, debt underwriting activities, consulting (including with respect to the digital development and procurement activities of such investee companies) and other functions. Such potential affiliations between a particular service provider and members of the EQT Firm, the Fund, other EQT Funds and/or the Underlying EQT Funds of the Fund and/or other EQT Funds may influence the Manager and, where applicable, other members of the EQT Firm in deciding whether to select such a service provider to perform services for the Fund or in respect of any investment by the Fund (the cost of which will generally be borne by the Fund). Notwithstanding the foregoing, the Manager will select such service providers on an arm's length basis and will endeavour to ensure that any such service provider will provide the Fund, and/or its Underlying EQT Funds with at least comparable services at comparable quality and costs as third-party service providers. In particular, Shareholders should note that procurement or digitalisation services may be provided by any member of the EQT Firm to an EQT Fund or the Fund and that, subject to the terms of the relevant governing fund documentation, any fees, costs, expenses and liabilities in respect of any such procurement or digitalisation services may be borne by the Fund or by a relevant Underlying EQT Fund itself and such amounts will not reduce or be offset against the Management Allocation borne by Shareholders (or against such similar entitlement payable by investors in an Underlying EQT Fund such as the Fund). EQT may also in the future determine to form or invest in one or more additional service providers that may provide assistance to the Fund and/or other EQT Funds and their respective investee companies. Such arrangements would be entered into on an arm's length basis on terms that the Manager determines to be within customary market norms for service providers of appropriate calibre.

The service providers or their affiliates (including any administrators, depositaries, lenders, brokers, attorneys and legal counsel, consultants and investment or commercial banking firms) and certain other advisors and agents acting for the benefit of the Fund, the Manager or any other member of the EQT Firm may be investors and/or sources of investment opportunities and co-investors or counterparties therein and also may provide goods or services to or have

business, personal, political, financial or other relationships with EQT and its affiliates. This may influence the Manager in deciding whether to select such a service provider or have other relationships with members of the EQT Firm. Notwithstanding the foregoing, investment transactions for the Fund that require the use of a service provider generally will be allocated to service providers based on an assessment of best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the Manager believes to be of benefit to the Fund. In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or have different arrangements for services provided to members of the EQT Firm as compared to services provided to or for the benefit of the Fund, which may result in more favourable rates or arrangements than those payable by the Fund and the Shareholders. Shareholders should note that there is no obligation on the Manager or any other member of the EQT Firm to secure rates or arrangements which are as favourable to the Fund as those rates or arrangements secured for services provided to a member of the EQT Firm.

Conflicts relating to Data

Members of the EQT Firm may obtain data from the other EQT Funds (including the Underlying EQT Funds) and their respective investee companies, including data relating to business operations, trends, budgets, customers and other metrics, which may allow members of the EQT Firm to be better placed to anticipate macroeconomic trends, and otherwise develop investment themes, as a result of its access to this data. Although the Manager believes that these activities would improve its investment management capabilities, such information may, more generally, benefit and be used by the EQT Firm in connection with its wider business activities (including in respect of one or more other EQT Funds and their respective investee companies) without any compensation being payable to (whether through a reduction in Management Allocation or otherwise), or other benefit accruing to, the Fund and Shareholders.

Syndication and Warehousing

Certain members of the EQT Firm have acquired interests in existing EQT Funds (including the funds known as: EQT IX, EQT Infrastructure V, EQT Future, EQT Growth, EQT Ventures III and Baring Private Equity Asia VIII, as well as in co-investments alongside relevant EQT Funds. The Fund may therefore also have the opportunity to acquire all or part of one or more such investments currently held by members of the EQT Firm as 'warehoused investments'. The offering of any such warehoused investments will be made (if at all) by the relevant member of the EQT Firm in its discretion. To the extent that the Fund intends to acquire any such investments, it is expected that such acquisitions would be made as and when the Fund has sufficient capital (for example, as a result of sufficient subscriptions having been made to the Fund) or in exchange for an in-kind subscription for Shares (or other interests or units in the Fund) by the relevant member of the EQT Firm, as provided for in Section 5: "*Subscriptions, Redemptions and Other Transactions-Subscription-In-Kind*".

Members of the EQT Firm or other parties may, in the future, similarly acquire an interest in an EQT Fund or an investment as principal and subsequently sell some or all of it to the Fund. In particular, circumstances may arise where the Fund is not in a position to make a commitment to an EQT Fund or a co-investment (including because the fundraising period for a relevant EQT Fund is due to end ahead of the Fund having sufficient amounts available to make a commitment to such EQT Fund or because of timing constraints with respect to a relevant co-investment opportunity), in which case a member of the EQT Firm may (but shall not be obliged to) temporarily make such commitment or investment as a warehoused investment for the benefit of the Fund (i.e. with a view to subsequently syndicating such commitment or investment to the Fund). Similarly, a member of the EQT Firm may acquire an investment and subsequently syndicate, or sell some or all of it, to the Fund notwithstanding the availability of capital from the Shareholders and other investors thereof or applicable credit facilities which can be used by the Fund (which may include circumstances where such amounts as are available to the Fund have been earmarked or reserved for other uses or contingent liabilities).

As explained above, any such transfers may be made at cost, or cost plus an interest rate or carrying cost charged from the time of acquisition to the time of transfer (including, as applicable, any related syndication/transfer costs and any associated taxes), notwithstanding that the fair market value of any such investments may have declined below or increased above cost from the date of acquisition to the time of such transfer. The Manager may also determine another methodology for pricing these transfers, including fair market value at the time of transfer. It may be possible that the Fund acquires transferred assets at above fair market value, and/or separately sell assets at below fair market value. The Board of Directors of ENXF SICAV will (or the non-affiliated directors thereof), when required to, approve the price, terms and conditions of such transfer and may approve or waive any conflicts arising in connection therewith

on behalf of the Shareholders. Also, the Manager may charge fees on these transfers to either or both of the parties to them (without deduction of, or offset against, the Management Allocation). EQT or its affiliates will be permitted to retain any portion of an investment initially acquired by them with a view to syndication to co-investors or other potential purchasers to the extent such portion has not been syndicated after reasonable efforts to do so. As part of structuring such syndication and warehousing arrangements, the Manager may require the Fund to enter into conditional purchase agreements, whereby the Fund agrees to acquire future warehoused investments: (i) prior to their original acquisition; and/or (ii) prior to the Fund having the requisite available capital to acquire such assets, in each case with such sale being conditional upon the Fund having sufficient available capital in order to acquire the relevant warehoused assets. The Manager may enter into a warehousing arrangement prior to the formation of the Fund and, as part of the structuring of such syndication and warehousing arrangement, the Manager would expect to require the Fund to enter into a conditional purchase agreement on similar terms to those described in the foregoing sentences. Conflicts of interest are expected to arise in connection with these potential warehousing arrangements and any related affiliate transactions, including with respect to timing allocations of investments to such warehousing, structuring, pricing and other terms of the transactions related thereto. For example, the Manager will have a conflict of interest when the Manager or another member of the EQT Firm receives fees for warehousing and/or transferring to the Fund all or a portion of an investment. The Manager may also have conflicts of interest when determining the timing and order of the Fund's acquisition of warehoused investments from other members of the EQT Firm or other EQT Funds which the Manager (or another member of the EQT Firm) manages and/or operates, for example, conflicts of interest relating to the previous and/or expected performance of such a warehoused investment.

These conflicts related to syndication of investments and warehousing will not necessarily be resolved in favour of the Fund, and Shareholders may not be entitled to receive notice or disclosure of the occurrence of these or other associated conflicts. By subscribing for Shares, Shareholders will be deemed to have consented to the syndication of investments and warehousing to the extent the terms of such transactions are approved by the Board of Directors of ENXF SICAV.

Co-investment opportunities and Broken Deal Expenses

The investment strategy for the Fund includes participating in one or more co-investment opportunities alongside EQT Funds. Such co-investment opportunities typically arise in situations in which the manager, general partner and/or operator of an EQT Fund determines that such EQT Fund should not take up an entire investment opportunity and that one or more parties, possibly including the Fund, should participate in the investment opportunity alongside such EQT Fund. Any such co-investment opportunities will be offered at the discretion of such manager, general partner and/or operator of such EQT Fund and such manager, general partner and/or operator has no obligation to offer such opportunities to the Fund or Shareholders. Investing in the Fund does not entitle a Shareholder to allocations of co-investment opportunities (directly, or through being a Shareholder in the Fund).

Specific risks related to co-investment opportunities are duly taken into account by the conflicts of interest policy established by the Manager in accordance with the framework of the AIFM Directive.

In allocating co-investment opportunities, the manager of an EQT Fund will take into account various facts and circumstances deemed relevant by it. Such factors may include, among others: (i) whether a potential co-investor has any agreements establishing co-investment rights, or has expressed an interest in evaluating co-investment opportunities; (ii) such manager's assessment of a potential co-investor's ability to invest an amount of capital that fits the needs of the investment (taking into account the amount of capital needed as well as the maximum number of shareholders that can realistically participate in the transaction); and (iii) such manager's assessment of a potential co-investor's ability to commit to and complete a co-investment opportunity within the required timeframe of the particular transaction. Additional considerations may also include, among others, the size of a potential co-investor's interest in one or more EQT Funds (if any), whether a potential co-investor is a strategic third-party investor or has a history of participating in co-investment opportunities with EQT, whether the potential co-investor has any known investment policies and restrictions, guideline limitations or investment objectives that are relevant to the transaction, the amount of capital needed and the maximum number of investors that can realistically participate in the transaction without resulting in administrative, operational and/or practical difficulties, the size of the potential co-investor's interest to be held in the underlying investee company or asset as a result of the EQT Fund's investment (which is likely to be based on the size of the potential co-investor's interest in the EQT Fund and any other relevant EQT Funds) and whether the potential co-investor has any existing positions in the investee company or assets (as applicable), the tax profile of the potential co-investor and the tax characteristics of the investment, whether the

potential co-investor has demonstrated a long-term and/or continuing commitment to the potential success of EQT, the EQT Fund, or other co-investments and/or other EQT Funds, whether participation by the potential co-investor may result in additional filing requirements or regulatory approvals or otherwise delay or hinder consummation of the relevant transaction, the likelihood that the potential co-investor would require governance or other rights and such other factors that such Manager deems relevant under the circumstances. Moreover, EQT may itself make a commitment alongside certain co-investors with respect to any such arrangements or, more generally, with respect to particular co-investment opportunities on a case by case basis and, as a result of its own interest in a particular co-investment opportunity, the manager of the relevant EQT Fund may be incentivised to offer certain co-investment opportunities to particular co-investors in preference to others. As a result, no assurances can be given as to the availability of co-investment opportunities to the Fund.

Transaction-specific returns, and a Shareholder's overall returns from its exposure to the Fund's investments, may be affected significantly (including by way of the Fund's status as an investor in an Underlying EQT Fund) by the extent to which prospective co-investors (including the Fund) are offered and choose to participate in co-investment opportunities. Nothing in this Prospectus constitutes a guarantee, prediction or projection of the availability of future co-investment opportunities for the Fund or any Shareholder. Co-investment opportunities alongside EQT Funds may be offered to third parties who are not Shareholders or investors in an EQT Fund and those opportunities may be offered to third parties in priority to some or all of the Shareholders or investors in the relevant EQT Fund.

The relevant EQT Fund may provide interim financing for the purpose of bridging a potential co-investment and, depending on the circumstances, may or may not charge any warehousing, holding or similar fee as part of any subsequent syndication to one or more co-investors participating in the relevant investment (including, as the case may be, the Fund). Please also refer to the sub-section above entitled "*Related Party Transactions*", in respect of other ways in which financing may be provided by EQT to fund co-investments.

The Manager (or another member of the EQT Firm) shall be entitled (but is not obliged) to provide that a priority profit share entitlement (or similar), management fee (if applicable) and/or carried interest and/or administration or other type of allocation or fee (as applicable) is borne by investors (including the Fund) in relation to any co-investment opportunity and that any recipient of any such amount shall be under no obligation to account to the relevant EQT Fund for any such priority profit share (or similar), fees and/or carried interest. To the extent that the Manager (or another member of the EQT Firm) agrees any arrangements with a potential co-investor pursuant to which a priority profit share (or similar) and/or management fee (if applicable) and/or carried interest and/or administration or other type of allocation or fee (as applicable) may be borne by investors in relation to any one or more co-investment opportunities, then the Manager may be incentivised to increase the size of such co-investment opportunities offered and reduce the size of the EQT Fund's participation in the relevant investment.

Further, and as more particularly described below in the sub-section entitled "*Other Fees*", EQT and its investment professionals shall also be entitled (but shall not be obliged) to earn certain other fees from an Underlying EQT Fund, its assets or its investee companies, including but not limited to arrangement, directors, consulting, monitoring, advisory, break up, closing fees and other similar fees. Any such fees attributable to co-investors (which may include the Fund) may not result in any offset of the Management Allocation borne by Shareholders (to the extent the Fund participates in the co-investment) and may be retained by EQT and/or its investment professionals (as applicable). Shareholders should also note that the Fund may be required to bear its share of any broken deal or similar costs which arise as a result of a co-investment opportunity in which it is intending to participate not proceeding to completion (including costs relating to the proposed co-investment). Alternatively the general partner, manager and/or operator of a relevant Underlying EQT Fund in which the Fund participates may agree with certain prospective co-investors that they will not be required to bear any such broken-deal or similar costs, in which case the relevant Underlying EQT Fund (and indirectly the Fund and its Shareholders) will bear all such costs. Similarly, in circumstances where the Underlying EQT Fund holds an investment for a period of time before syndicating such investment to one or more co-investors, Shareholders should note that participants in such co-investment may not be required to bear any cost of funding or similar charges relating to the Underlying EQT Fund having temporarily warehoused a portion of such investment for the benefit of such co-investors (including, charges on any credit facility utilised by the Underlying EQT Fund in acquiring such investment), in which case the Underlying EQT Fund (and indirectly its investors, including the Fund) will not receive the benefit of any such warehousing charges that may have been applied.

In addition, the manager of the relevant Underlying EQT Fund and/or its affiliates may be incentivised to offer certain potential other co-investors the opportunity to co-invest as the amount of carried interest and/or priority profit share

and/or management fee to which a relevant member of the EQT Firm is entitled under the arrangements with such co-investors with respect to such co-investor's participation in the Underlying EQT Fund and/or other EQT Funds may depend on, among other things, the extent to which such co-investors participate in co-investments. Such incentives may from time to time give rise to conflicts of interest.

Co-Investment alongside EQT Funds

The investment objectives for the Fund include making co-investments alongside the EQT Funds. Shareholders should note that guarantees or assurances cannot be given as to the availability of co-investment opportunities for the Fund, which will be subject to various considerations (as described further in Section 3: "*Investment Information—Investment Recommendation and Decision Making Process*"). In this regard, Shareholders should also note that, while the Manager will determine on behalf of the Fund whether or not to participate in a relevant co-investment opportunity (having regard to the wider objectives of the Fund and its investment strategy), it will not have any 'say' or input over what opportunities are presented to it (which will be determined by the general partner, manager and/or operator of the relevant EQT Fund in respect of which a co-investment opportunity arises). In this regard, the general partner, manager and/or operator of such EQT Fund may have an incentive to present such co-investment opportunities to other prospective co-investors. This may have the effect of reducing the availability of co-investment opportunities that are presented to the Fund for investment.

To the extent that co-investments are made by the Fund, then conflicts of interest may arise as between the Fund and the relevant EQT Fund participating in such investment, including with respect to their respective rights relating to such jointly held investment. In particular, while it is expected that the interests of the Fund will generally align with those of any relevant EQT Fund alongside which the Fund invests, situations may arise in which actions taken by the manager, general partner or operator of one or more EQT Funds alongside which the Fund invests do not necessarily work in the best interests of the Fund and, indirectly, its Shareholders. It should be noted, in this respect, that the managers, operators and general partners of the relevant EQT Funds owe fiduciary duties in respect of those EQT Funds in respect of which they act as the general partner, operator or manager and are not required to take into account the interests of the Fund or its Shareholders when making investment decisions with respect to a relevant investee company in which both a relevant EQT Fund and the Fund holds an investment. Since the Fund will invest alongside one or more relevant EQT Funds on substantively the same terms, this may give rise to conflicts. Such conflicts may arise, for example, because the provisions of a relevant EQT Fund require the divestment of an investment (e.g. because of the end of the term of such relevant EQT Fund) in circumstances where the Fund would not necessitate the same action (other than as a result of the Fund being required to generally hold the investment on substantively the same terms as the relevant EQT Fund). In this situation, the Fund could be required to divest its interest in the relevant investment in circumstances where, had such investment not been held alongside the relevant EQT Fund, it may have been retained for divestment at a later date. Investors should therefore be aware that the nature of the Fund and its objective of participating in investments alongside one or more relevant EQT Funds means that the interests of the Fund and decisions taken with respect to investments may not always align with the relevant EQT Funds alongside which the Fund participates in such investments, and such conflicts generally present a risk to the performance of the Fund. Similar issues may arise by virtue of the different make-up of investors in any relevant EQT Fund alongside which the Fund invests, as compared with the make-up of Shareholders in the Fund.

Investors in a relevant EQT Fund alongside which the Partnership invests may have conflicting investment, tax and other interests with respect to their investment in an investee company in which the Fund also participates, including conflicts relating to the structuring of investment acquisitions and realizations. Conflicts may arise in connection with recommendations made to the manager, operator or general partner of, or decisions taken in respect of, a relevant EQT Fund regarding the nature or structuring of an investment that may be more beneficial to one or more investors in the relevant EQT Fund but which are not necessarily beneficial to the Fund and its Shareholders, especially with respect to tax matters. In structuring, acquiring and disposing of investments in which the Fund may also participate, the manager, operator or general partner of the relevant EQT Fund will consider the investment and tax objectives of the relevant EQT Fund (as applicable) and its investors as a whole, not the investment, tax, or other objectives of any single investor in the relevant EQT Fund, nor the not the investment, tax, or other objectives of the Fund or any of its Shareholders.

Please also refer to the sub-section below entitled "*Other EQT Funds*" for further information regarding the types of conflicts which may arise in this situation.

Participation by the EQT Firm in a Co-Investment

The Fund may indirectly participate in co-investment opportunities through one or more co-investment vehicles and one or more members of the EQT Firm may also participate in such co-investment opportunities through such co-investment vehicle(s) as well. Shareholders should note that, while the general partner, manager and/or operator managing or operating such co-investment vehicle(s) is expected to be required to act in the interest of such vehicle(s) as a whole, such circumstances may present a conflict of interest of such general partner, manager and/or operator (which generally is expected to also be a member of the EQT Firm) in that it may be required to consider the interests of the Fund against the interests of such other member(s) of the EQT Firm participating in the relevant co-investment vehicle. In addition, such general partner, manager and/or operator may enter into specific arrangements (including by way of a side letter) with individual co-investors (including one or more members of the EQT Firm) participating in such co-investment vehicle(s) in respect certain terms including, without limitation, economic terms.

Follow-on Investments

Following a relevant EQT Fund's and the Fund's initial investment in an investee company, such relevant EQT Fund may decide to make additional investments in, or with respect to, the investee company, in which case the Fund will be offered the opportunity to also make an additional investment in such investee company. In certain circumstances the relevant EQT Fund and/or the Fund may be prevented from doing so, including due to having insufficient commitments available for such additional investment or because such additional investment represents a de minimis amount (in which case such additional investment opportunity may not be presented or offered to the Fund for participation). In addition, the Manager may elect, on behalf of the Fund, not to participate in its share of a relevant follow-on investment opportunity. Any decision not to make follow-on investments may have a substantial negative effect on the investee company in need of such an investment, may result in a lost opportunity for the relevant EQT Fund and/or the Fund to increase its participation in a successful enterprise, may result in the investments in the investee company becoming diluted and if the follow-on investment is offered at a discount to market value, may result in a loss of value for the relevant EQT Fund and the Fund.

Investee Company Relationships

The investee companies of the Underlying EQT Funds and the investee companies of other EQT Funds may be counterparties or participants in agreements, transactions, or other arrangements with the Fund, other EQT Funds, and investee companies of the Underlying EQT Funds and the investee companies of other EQT Funds for the provision of goods and services (e.g., asset management services), purchase and sale of assets and other matters. These agreements, transactions and other arrangements may involve payment of fees and other amounts and / or other benefits to EQT and / or an investee company, none of which will result in an offset to any management fee, notwithstanding that some of the services provided by an investee company may be similar in nature to the services provided by the Manager and/or the Investment Advisory Professionals. Such agreements, transactions and/or other arrangements may also include payment of fees and provision of services or other benefits between investee companies of different EQT Funds.

Prospective Shareholders should note that the provision of any services between investee companies of EQT Funds may present conflicts, including as regarding the price at which such services are provided and the dedication of time and resource in the provision of such services. Such agreements, transactions and other arrangements may be entered into without the consent or direct involvement of the Fund and / or such other EQT Fund or the consent or review of the Board of Directors of ENXF SICAV or consent of the Shareholders of the Fund or the limited partners of such other EQT Funds. This is because, among other considerations, investee companies of the Fund and investee companies of other EQT Funds are not considered affiliates of EQT, the Fund, the Manager or any member of EQT under the relevant governing documentation for such EQT Funds and decisions taken by an investee company related to providing or receiving services and/or entering into engagements with one or more other investee companies or the investee companies of another EQT Fund are expected to be made by the management of such companies. There can be no assurance that the terms of any such agreement, transaction or other arrangement will be as favourable to the Fund as otherwise would be the case if the counterparty were not an investee company of another EQT Fund.

Additionally, EQT may hold equity or other investments in companies or businesses (even if they are not investee companies of any EQT Fund) that provide services to or otherwise contract with investee companies. In connection with such relationships, EQT may also make referrals and/or introductions to investee companies (which may result in financial incentives (including additional equity ownership) and/or achieving certain milestones benefitting EQT that are tied or related to engagement by investee companies). The Fund and the Shareholders will not share in any fees or economics accruing to EQT as a result of these relationships and/or the provision of such services to investee

companies.

It is also possible that certain investee companies of the Underlying EQT Funds or investee companies of other EQT Funds and their affiliates will compete with the Fund and/or the other investee companies of the Underlying EQT Funds for one or more investment opportunities or will generally be in competition with the Fund and/or the other investee companies of the Fund due to the nature of their business. It is also possible that certain investee companies of the other EQT Funds and their affiliates will engage in activities that may have adverse consequences on the Fund, the Underlying EQT Funds and/or their investee companies (including, by way of example only, as a result of laws and regulations of certain jurisdictions (e.g., bankruptcy, environmental, consumer protection and/or labour laws) that may not recognise the segregation of assets and liabilities as between separate entities and may permit recourse against the assets of not just the entity that has incurred the liabilities, but also the other entities that are under common control with, or part of the same economic group as, such entity, which may result in the assets of the Fund or the Underlying EQT Funds and/or their respective investee companies being used to satisfy the obligations or liabilities of one or more other EQT Funds, their investee companies and/or affiliates).

Buying and Selling Investments from and to investee companies

Investee companies indirectly held by the Fund through the Underlying EQT Funds may sell parts of their investments and/or assets to investee companies of other EQT Funds or their respective related parties, including parties which such investee companies, or other EQT Funds, own or have invested in, and vice versa. Purchases and sales of investments and/or assets between investee companies, on the one hand, and investee companies of other EQT Funds or their respective related parties, on the other hand, will not be subject to the review or approval of any Shareholder. These transactions may involve conflicts of interest, as EQT may receive fees and other benefits, directly or indirectly, from or otherwise have interests in both parties to the transaction, including different financial incentives with respect to the parties to the transaction which may present conflicts. For example, there can be no assurance that any part of the business of an investee company of an Underlying EQT Fund, another EQT Fund or any of their respective related parties will not be valued or allocated a sale price that is lower than might otherwise have been the case if such asset were sold to a third party rather than to an investee company of an Underlying EQT Fund, or to an investee company of another EQT Fund or any of their respective related parties. Additionally, EQT will not be required to solicit third party bids or obtain a third party valuation prior to any of its investee companies determining to purchase or sell any investment or asset from or to an investee company of another EQT Fund or any of their respective related parties as provided above.

Non-Compete Arrangements

Situations may arise in which the Fund, an Underlying EQT Fund, the Manager and/or other members of the EQT Firm may be required to enter into certain non-compete or similar exclusivity arrangements with third parties in order to avoid the acquisition of investments which could compete with other investments held, or previously held, by the Fund, an Underlying EQT Fund or by one or more other EQT Funds. While appropriate protections will typically be sought to limit the scope of such non-compete or exclusivity arrangements (for example, by limiting any non-compete or similar exclusivity arrangements by duration, to specifically identified companies and/or according to specific criteria such as business sector or industry, geographical scope of business operations and/or size of business operations etc.), such non-compete or similar exclusivity arrangements may nonetheless have the effect of restricting the ability of the Fund and/or an Underlying EQT Fund to pursue certain investment opportunities which may otherwise have been considered as potentially suitable for an Underlying EQT Fund (or the Fund, as a prospective co-investor alongside an EQT Fund).

Other Fees

EQT and its investment professionals may receive certain fees from investee companies, including but not limited to arrangement, directors, consulting, monitoring, advisory, break up, closing fees and other similar fees. However, members of the EQT Firm are permitted to retain certain types of fees (including procurement and digitalisation advisory fees as well as underwriting fees received in connection with underwriting activities with respect to investee companies (as described in the Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Affiliated Broker-Dealer and Underwriting Activities*” above), as well as fees charged in respect of any loan facility product or guarantee (or similar) arrangements provided with respect to one or more investee companies and such amounts will not reduce or offset the Management Allocation, or the priority profit share (or equivalent) or management fee (if applicable) in respect of the relevant Underlying EQT Fund. The amount of any such fees

attributable to other participants in the investment (including, as the case may be, any other EQT Fund or future EQT Fund or co-investment vehicles or managed account arrangements) may not result in an offset of the Management Allocation borne by Shareholders, or the priority profit share (or equivalent) or the management fee (if applicable) in respect of the relevant Underlying EQT Fund, and therefore may be retained for the benefit of EQT, even if the terms on which such other participants participate in the relevant investment provide for lower or no management fee, priority profit share or carried interest (or equivalent) entitlement (such as may be the case with co-investment vehicles established in connection with participation by other investors in a EQT Fund as part of a co-investment alongside such EQT Fund, which may provide for no priority profit share or management fee (as applicable) or carried interest (or equivalent) being borne by participants therein).

Credit Facilities

The Manager may seek to secure the benefit of one or more credit facilities for purposes of the Fund making investments in anticipation of subscription proceeds from Shareholders being accepted or meeting certain other liabilities of the Fund (including to cover any shortfall in the Fund meeting the Underlying EQT Fund PPS for a relevant period due to insufficient Management Allocation being available to be used in satisfying such liability). The Manager expects that such financing will typically be provided by a third-party credit provider, but a member of EQT may (but shall not be obliged to) provide such financing (either in conjunction with, or in place of, any such third-party credit provider). In circumstances where the Manager does secure financing for the benefit of the Fund from a member of the EQT Firm alongside a third-party credit provider, then the terms of any such financing will be no less favourable to the borrower than the terms of the financing provided by third party lenders for the same purposes. EQT could have incentives to cause the Fund and/or an Underlying EQT Fund and its investee companies to accept financing from EQT rather than (in part or wholly) from a third party. In the event that a member of EQT itself provides such financing, EQT would not rely on a third party agent to confirm that the terms offered by EQT as lender are consistent with market terms, but will instead rely upon its own analysis and set terms which it considers to generally be favourable or at least not less favourable than those terms that EQT reasonably expects could be obtained from a bona fide third party lender taking into account the specifics of the proposed lender arrangements (including with respect to security and lender-risk). Any such transactions will be assumed to be conducted on an arm's length basis. The Manager will not be required to obtain any consent or seek any approvals or review from Shareholders or the Board of Directors of ENXF SICAV in the case of any conflicts related to such financing arrangements. Prospective investors in the Fund should note that there shall be no obligation on any member of the EQT Firm providing any credit facility for the benefit of the Fund and to the extent any such credit facility is provided, such credit facility may be discontinued or replaced with a credit facility with third-party lenders which is on less favourable terms than any such credit facility provided by a member of the EQT Firm, which may therefore result in increased risk, costs and other more onerous terms for the Fund.

Any borrowings under such credit facilities or other indebtedness (including guarantees) may be secured by way of a share pledge or other form of security in respect of the relevant investment or investments in respect of which the borrowing is made (including security on interests held by the Fund in one or more Underlying EQT Funds or co-investments in which the Fund participates), on a cross-collateralised basis or on a joint and/or several basis or otherwise and accordingly limitations which otherwise apply with respect to the amount of such borrowings or indebtedness by the Fund as provided by reference to the Fund's NAV shall not necessarily apply with respect to such borrowings or indebtedness. The interest expense and other costs of any such borrowings and the costs relating to securing any such facility will be a Fund expense, which costs and interest expense may be higher than the costs and interest expense associated with a credit facility secured from a third-party once subscriptions to the Fund have been accepted. Please refer to the Section 17: "*Risk Factors, Potential Conflicts of Interest and Other Considerations—Related Party Transactions*" above for further information on situations where EQT itself may provide financing or similar arrangements to the Fund.

Diverse Shareholder Group

Shareholders (and their respective beneficiaries, where relevant) are expected to be based in a wide variety of jurisdictions and take a wide variety of forms. Shareholders may have conflicting investment, tax and other interests with respect to their investments in the Fund. The conflicting interests of individual Shareholders may relate to, or arise from, among other things, the nature of investments made by the Fund, the jurisdiction in which the Shareholder is based and the economic, political, legal and/or regulatory climate prevailing at the relevant time, the structuring or the acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest

may arise in connection with the decisions made by the Manager, including with respect to the nature or structuring of investments that may be more beneficial for one Shareholder (and its underlying beneficiaries, where relevant) than for another Shareholder (and its underlying beneficiaries, where relevant), especially with respect to Shareholders' individual tax situations. In selecting and structuring investments appropriate for the Fund, the Manager will consider the investment and tax objectives of the Fund generally, not the investment, tax or other objectives of any Shareholder (or, where applicable, its underlying beneficiaries) individually. In addition, certain Shareholders also may invest in other EQT Funds, or may be individuals or entities that have business or other relationships with EQT or EQT personnel. It is also possible that the Fund or an Underlying EQT Fund's investee companies may be counterparties (such counterparties dealt with on an arm's length basis) or participants in agreements, transactions or other arrangements with a Shareholder or an affiliate of a Shareholder. Such Shareholders may, therefore, have different information about EQT and the Fund than Shareholders not similarly positioned.

Shareholders can be expected to also include members of the EQT Firm and affiliates of EQT, such as Other EQT Accounts, affiliates of investee companies of Other EQT Accounts, current or former EQT personnel (including the Investment Advisory Professionals), EQT's senior advisors and operating partners, and any such affiliates, funds or persons can be expected to also invest in the Fund or through the vehicles established in connection with EQT's side-by-side co-investment rights. Some of the foregoing EQT related parties are sponsors of, or manage and/or operate, feeder vehicles that could invest in the Fund as Shareholders. All of these EQT related Shareholders are expected to have equivalent rights to vote and withhold consents as unrelated Shareholders (and may therefore have conflicts of interests when voting on matters related to the Fund and/or its investments). Nonetheless, EQT may have the ability to influence, directly or indirectly, these EQT related Shareholders. Shareholders will not be generally required to disclose any conflicts they may have when voting on matters related to the Fund or its investments, or to abstain from any such votes.

Conflicting Shareholder Interests

Shareholders may have conflicting investment, tax and other interests with respect to their investment in the Fund, including conflicts relating to the structuring of investment acquisitions and realisations. Conflicts may arise in connection with recommendations made by the Investment Advisory Professionals or decisions made by the Manager regarding the nature or structuring of an investment that may be more beneficial to one Shareholder (and/or its underlying beneficiaries) than another, especially with respect to tax matters. The Manager may also be motivated to structure an investment in a manner which is beneficial to its, or other members of the EQT Firm's, interests relative to Shareholders' interests due to its, or such other member's, entitlement to the Management Allocation or carried interest. In structuring, acquiring and disposing of investments, the Manager will consider the objectives of the Fund generally, not the objectives of any single Shareholder.

Listed Shares

The Shares of one or more Classes may be listed on a recognisable stock exchange (including, without limitation, the Luxembourg Stock Exchange) while other Shares Classes remain unlisted. Shareholders should therefore note that the holders of listed Shares will likely have greater access to liquidity through being able to freely transfer their shares on the relevant stock exchange during its market trading hours to a prospective purchaser with access to the exchange (including Shares subject to the Lock-Up), as compared to holders of unlisted Shares which are generally not permitted to transfer their Shares unless they have prior consent from the Board of Directors (or its Manager as its delegate) and so are generally reliant upon the redemption procedures set out in this Prospectus. The ability for Shareholders of listed Shares to freely trade such Shares on a stock exchange may, inadvertently, have an adverse effect on the ability of the holders of non-listed Shares to redeem, and therefore achieve liquidity, in respect of their Shares, including because: (i) prospective Shareholders who would have otherwise subscribed for Shares in the Fund may instead seek to acquire such listed Shares on such stock exchange (and may perceive such listed Shares to generally be more attractive given the market for transferability offered by Shares being listed on a stock exchange); and (ii) such listed Shares may attract different pricing at which they can be purchased or sold on such stock exchange to the pricing at which non-listed Shares can be subscribed and redeemed which may have the effect of increasing liquidity for those holding such listed Shares at the expense of those holding non-listed Shares, particularly in times of market stress or disruption. The Manager and the Central Administration Agent shall be under no obligation to determine the NAV of any Sub Fund or Class based upon any pricing for the exchange of Shares listed on any such stock exchange.

More generally, such differences in liquidity may, along with other factors, including market expectations of the Fund's performance and demand for listed Shares from prospective investors who otherwise would not be eligible to

participate in the Fund, lead to differences in entry and exit prices of listed and unlisted Shares such that unlisted Shareholders will generally be required to pay the applicable NAV per Share for Share subscriptions and receive the NAV per Share for Share redemptions whereas listed shares may in certain circumstances be purchased by, or sold to, a third party for a comparatively better Share price.

Fees Paid by Advisory Shareholders

Shareholders (or their brokers on their behalf) may be treated as “advisory investors” and in connection therewith, by virtue of holding Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class K Shares and/or Class L Shares, bear a larger amount of fees than investors that are not “advisory investors” for reporting, administrative and other services provided by such advisory investor’s investment adviser, adviser representative or other financial intermediary. Some or all of the Servicing Fee payable in respect of an “advisory” Shareholder’s investment may be allocated to a Shareholder’s representative at the investment adviser, financial intermediary or broker-dealer through which such Shareholder was placed in the Fund. Any amounts allocated in accordance with the foregoing sentence will compensate such investment adviser, financial intermediary or broker-dealer representative for reporting, administrative and other services provided to a Shareholder by such representative. The receipt of the Servicing Fee by a Shareholder’s investment adviser, financial intermediary or broker-dealer representative may result in a conflict of interest whereby such investment adviser, financial intermediary or broker-dealer representative is financially incentivised to advise a prospective Shareholder to subscribe for interests in the Fund even where such subscription may not be in interest of the prospective Shareholder’s.

Global Distribution

The global distributor for the Fund is the Manager. Any material adverse change to the ability of the Fund’s Global Distributor to build and maintain a network of licensed securities broker-dealers, financial intermediaries and other agents could have a material adverse effect on the Fund’s business and the offering. If the Global Distributor is unable to build and maintain a sufficient network of participating broker-dealers and financial intermediaries to distribute Shares in the offering, the Fund’s ability to raise proceeds through the offering and implement the Fund’s investment strategy may be adversely affected. In addition, the Global Distributor may in the future serve as dealer manager for other issuers. As a result, the Global Distributor may experience conflicts of interest in allocating its time between the offering and such other issuers, which could adversely affect the Fund’s ability to raise capital through the offering and implement the Fund’s investment strategy. Further, the participating broker-dealers and financial intermediaries retained by the Global Distributor may have numerous competing investment products, some with similar or identical investment strategies and areas of focus as the Fund, which they may elect to emphasize to their retail clients. This may further adversely impact the ability of the Fund to raise capital and therefore its ability to implement the investment strategy of the Fund.

General

The Manager, in its discretion, may decide not to proceed with an investment or not to pursue an investment opportunity for the Fund, or may otherwise be restricted in doing so, because of a conflict of interest.

The Manager (and its delegates, agents and representatives) shall not be in breach of any obligation or duty to the Fund or to Shareholders or liable for any loss incurred by the Fund or by Shareholders, notwithstanding a conflict with its duties to, or the interests of, the Fund, in consequence of any decision not to proceed with an investment or not to pursue a co-investment opportunity for the Fund, or any decision to effect, or participate in, any transaction on its own behalf or on behalf of any other person or to provide advice or other services to any person. Similarly, the Manager shall be under no duty or obligation to disclose to, or use for the benefit of, the Fund any information in relation to any transaction in which it, or any person to whom it owes a duty, has an interest.

Personnel

EQT may, from time to time, hire or have seconded short-term or long-term personnel (or interns) who are connected or associated with a Shareholder, investee company, investor in an EQT Fund or a service provider. Although reasonable efforts are made to mitigate any potential conflicts of interest with respect to such hires or secondees, there is no guarantee that EQT can control all such potential conflicts of interest, and conflicts could arise as a result of any such hires or secondments, including through the use of commercially sensitive information obtained by such persons while assuming such a position within the EQT organisation.

Fund Counsel

Simpson Thacher & Bartlett LLP and Loyens & Loeff Luxembourg S.à r.l. (collectively, “**Counsel**”) will act as legal counsel to the Fund and EQT in connection with this offering of Shares in, and certain ongoing activities relating to the activities and/or operation of, the Fund. Counsel represents EQT and certain of the EQT Funds (which may include one or more Underlying EQT Funds in which the Fund invests) from time to time in a variety of different matters. Counsel may also act as counsel to an investee company, other equity investors in an investee company, creditors of an investee company or an agent therefor, a party seeking to acquire some or all of the assets or equity of an investee company, or a person engaged in litigation with an investee company. In connection with this offering of Shares and ongoing advice to the Fund and EQT, Counsel will not be representing the Shareholders. No independent counsel has been retained to represent the Shareholders and no independent counsel is expected to be retained with respect to the Fund’s proposed participation as an investor in any EQT Fund or co-investment opportunity. Representation by Counsel of the Fund is limited to specific matters on which they have been consulted. There may exist other matters which could have a bearing on the Fund as to which Counsel has not been consulted. In addition, Counsel does not undertake to monitor the compliance of the Fund and EQT with the investment objectives, investment strategies, investment restrictions and other guidelines and terms set forth in this Prospectus and other Fund Documentation (including any side letters issued by the Manager in connection with an investor’s participation in the Fund), nor does Counsel monitor compliance with applicable laws. Counsel has not investigated or verified the accuracy and completeness of any information set forth in this Prospectus. Shareholders should seek their own legal, tax and financial advice before making an investment in the Fund.

Each Shareholder shall, if it requires counsel in respect of a legal matter contemplated under the Fund Documentation, be entitled to retain its own independent counsel with respect thereto and shall be responsible for payment of all fees and expenses of such independent counsel. Simpson Thacher & Bartlett LLP, Loyens & Loeff Luxembourg S.à r.l. and any other law firm retained by EQT or the Manager may represent the Manager, EQT and/or the Fund in connection with any such legal matters (including any dispute between the Manager and one or more Shareholders except as otherwise agreed to by the Manager in writing in its discretion). By subscribing for Shares, Shareholders waive any present or future conflict of interest with Simpson Thacher & Bartlett LLP and Loyens & Loeff Luxembourg S.à r.l. regarding such legal matters.

Possibility of Different Information Rights

Certain Shareholders (or their intermediary, where applicable) may request information from the Manager relating to the Fund and, to the extent such information is readily available or may be obtained without unreasonable effort or expense, the Manager will, subject to any confidentiality, legal and/or regulatory requirements and its duty to act in the best interests of the Fund (including any relevant commercial considerations), generally provide such Shareholders with the information requested. Furthermore, certain Shareholders may receive information with respect to investee companies on Underlying EQT Funds by virtue of such Shareholders’ participation in an investee company through co-investment or other similar arrangements, or through another EQT Fund. Shareholders that request and receive such information may consequently possess information regarding the activities and affairs of the Fund, and Underlying EQT Fund or an investee company that is not generally known to other Shareholders. As a result, certain Shareholders may be able to take actions on the basis of such information that, in the absence of such information, other Shareholders do not, or do not have the same level of information in determining whether or not to, take.

Possible Future Activities and Additional Potential Conflicts

EQT may expand the range of services and investment products and strategies that it provides over time as part of its ongoing business activities, as well as expanding and developing its own, non-investment fund related, activities. EQT will not be restricted in the scope of its business or in the performance of any such services or development of such products, strategies or activities or the reallocation of resource (including investment advisory professionals) to such products or strategies (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether or not such conflicts are described herein. Such activities may include, for example, underwriting activities as described in the Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Affiliated Broker-Dealer and Underwriting Activities*”, the establishment of future EQT Funds or investment products which could compete for relevant time, financial and other resource within the wider EQT organisation (including, from investment advisory professionals), the development of other services, capabilities and functions within the EQT Firm which may be utilised by or in respect of the Fund and for which a fee may be charged to the Fund (which will not be subject to offset against the Management Allocation to be borne by Shareholders), as

well as the development of resources, capabilities and functions which may be provided for compensation to one or more third parties whose activities may potentially compete with the activities of EQT or the Fund and other business activities for EQT's own account which are unrelated to its activities as an investment firm. EQT has, and will continue to develop, relationships with a significant number of companies, financial sponsors and their senior managers, including relationships with entities that may hold or may have held investments similar to those intended to be made by the Fund. These entities may themselves represent appropriate investment opportunities for the Fund or may compete with the Fund for investment opportunities.

EQT AB as a Public Company

As a consequence of EQT AB's status as a public company, the officers, directors, members, managers and personnel of the members of the EQT AB Group may take into account certain considerations and other factors in connection with the management of the business and affairs of the Fund and its affiliates that would not necessarily be taken into account if EQT AB were not a public company, including the need to generate value and returns for its shareholders. Such persons may have fiduciary duties to shareholders of EQT AB as a public company that may conflict with their duties to the Fund or otherwise not be conducive to acting in the best interests of the Fund. As a public company, EQT AB is subject to certain disclosures and reporting requirements which may necessitate the disclosure and/or reporting of information in a manner or timeframe which would otherwise not apply, and such disclosure or reporting could adversely affect the interests of EQT AB and other members of the EQT Firm (and indirectly, the interest of the Fund) as well as the interests of the Fund and its Shareholders to a greater extent than would otherwise be the case. While management of the Fund is conducted independently from EQT AB, circumstances could arise in which decisions are taken in the interests of shareholders and the EQT Firm which may indirectly or directly impact upon the Fund and/or its activities and which, more generally, do not necessarily align with the interests of the Fund.

RISK FACTORS

By purchasing Shares in ENXF SICAV, Shareholders will be deemed to acknowledge the existence of the risks set out below, and to have waived any claim with respect to, or arising from, the existence of any such risks. The summary below is not a complete or exhaustive list or explanation of all risks involved in an investment in the Fund. Shareholders should be aware of certain investment risk considerations and should carefully review these and evaluate these with their financial, tax, legal and regulatory advisors and conduct their own due diligence and obtain professional advice including, without limitation, advice on the suitability of and the legal and tax consequences to them of an investment in the Fund before subscribing for Shares in ENXF SICAV. Shareholders should read this Prospectus in its entirety and carefully consider the following key risk factors in light of their personal circumstances.

General risks associated with the nature of the investments

General risk

An investment in the Fund is subject to a high degree of risk. An investment in the Fund is speculative and requires a medium-to-long term commitment, with no certainty of return. Returns generated by the Fund's investments may be insufficient to compensate Shareholders adequately for the business and financial risks that must be assumed. There is no guarantee that the Fund's performance will meet any target or projected return. The value of investments may fall as well as rise and Shareholders may not get back the amount invested. Past performance does not predict future returns and past performance by the EQT Funds cannot be taken as an indication of future performance of the Fund.

Macroeconomic risk

General economic conditions, including interest rates, rates of inflation, the availability of financing, the price of securities, forex, credit spreads, equity risk premium, changes in laws or regulations, national and international political circumstances and participation of other investors in the financial markets may adversely affect the value and number of investments made by the Fund as well as the projected returns on those investments. Unexpected volatility and illiquidity in markets may impact on the Fund's performance or result in losses. In particular, the full impacts of events such as the COVID-19 coronavirus pandemic and the Russia-Ukraine conflict (as described further below), and their respective short, medium and long term impacts on general economic conditions may be difficult to determine and may be likely to be so for some time after such events occur. Consequently, events such as COVID-19 (or any similar virus/pathogen), the Russia-Ukraine conflict and other macro-economic events may adversely affect the value, allocation and number of investments made by the Fund as well as the projected returns on those investments and the ability to provide liquidity to investors that wish to redeem their Shares in the Fund. Please refer to Section 17: "Risk Factors, Potential Conflicts of Interest and Other Considerations—Public Health Risks and Deteriorating Current Market Conditions" and Section 17: "Risk Factors, Potential Conflicts of Interest and Other Considerations—Russian Invasion of Ukraine" for further details.

Turmoil such as that currently experienced by European countries and global financial markets as a result of events such as the Russia-Ukraine conflict and the ongoing COVID-19 coronavirus pandemic, and such as that which markets endured during the global financial crisis of 2008, illustrates the risk that the financial markets can experience uncertainty, volatility and instability, potentially for protracted periods of time. Shareholders should note that distributions may not be made by the Fund due to general economic conditions, conditions in the credit markets, the illiquidity of the Fund's investments, constraints imposed by financing arrangements, contractual prohibitions, inability to dispose of investments at attractive prices due to buyers' inability to secure financing or other reasons mentioned below. The Fund may face intense competition, changing business and economic conditions and other developments that may adversely affect its performance. The Fund may be unsuccessful in structuring its investments to minimize any detrimental impact that a recession may have on its investments and as a result the Fund may suffer significant losses.

Market uncertainty and economic downturns may have a significant impact on the business of the Fund. Among other things, the overall availability of investment opportunities may decline from the Manager's current expectations. As a result, fewer investment opportunities may be available to the Fund. One possible consequence is that the Fund may take a longer than anticipated period to raise and invest capital, and as a result, at least for some period of time, the Fund may be relatively concentrated in a limited number of investments. Consequently, during this period, the Fund's returns may be substantially adversely affected by the unfavorable performance of a small number of these investments. Consequently, this may adversely impact yields on the Fund's Investments (and therefore the Fund's

return on investment), the Fund's ability to secure financing for its investments and the liquidity of the Fund which in turn may negatively affect the Fund's ability to satisfy Redemption Requests, make new investments or undertake capital expenditure.

Public Health Risks and Deteriorating Current Market Conditions

Countries in which the Fund will operate are susceptible to epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and most recently, the COVID-19 coronavirus pandemic. Prospective investors should note that the ongoing COVID-19 coronavirus pandemic, together with, among other related matters, the ensuing global market turmoil, unprecedented global travel restrictions and regional and nationwide quarantines that have been implemented by several governments and the slowing and/or complete stagnation of certain significant European, U.S. and other global businesses and sectors, have led to a market correction in Europe, the U.S. and elsewhere, and have led many market participants and commentators to expect a more sustained economic downturn in Europe, the U.S. and/or globally. Political and economic leaders in Europe, the U.S. and elsewhere have implemented measures to attempt to address the increasing uncertainty in global markets and the global economy. Such measures have included, and may include in the future, additional travel bans impacting the movement of people and goods between the major economic centres, social-isolation measures, including restrictions on gatherings of multiple individuals, general curfews and the closure of public realm spaces (including businesses such as, amongst others, pubs, bars, restaurants, cinemas, shops and shopping centres and concert halls) and material monetary and/or fiscal policy changes. A number of regulatory agencies, including the US Food and Drug Administration, the UK Medicines and Healthcare Products Regulatory Agency and the European Medicines Agency, have approved COVID-19 vaccines. Although a number of countries have vaccinated a portion of their population, the vaccination rates are expected to remain uneven across the globe in 2023 and potentially beyond 2023. As vaccines have only recently been developed, not all of the side effects are currently known. In addition, the vaccines have been found to have differing levels of efficacy, and some are dependent on the number of doses administered, which means a small portion of the population that receives such vaccinations may not be protected against the disease. The continuing effects of COVID-19 may therefore adversely affect the economy generally and/or the Fund and its ability to achieve its investment objectives. Further, as new and more contagious variants of the virus evolve (such as the so-called "Omicron variant"), further "lock-downs" may be imposed and vaccinations may become less effective or not effective at all. The COVID-19 coronavirus pandemic (and other outbreaks of infectious diseases in the future) could have a negative impact on the Fund's ability to implement its investment programme, as well as on the performance of the Fund's investments. To the extent that current conditions continue or worsen, the Manager expects that there will be adverse impacts on the availability of credit to businesses as well as on asset prices and, more generally, the public and private markets, which in each case, could continue to impact the Fund's ability to implement its investment programme and may negatively impact the performance of the Fund's investments.

The full impact of the pandemic on markets, business activity and the global economy, as well as potential changes in economic, social and fiscal policies that may be adopted by governments to address the same, have not yet been fully identified or understood. The extent of the impact of any the pandemic and public health emergency on the Fund's and its investments' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency (as well as the availability of effective treatment and/or vaccination), the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods (including component parts and raw materials) and services, investor liquidity, consumer confidence and spending levels, and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. For example, the shortage of workers and lack of key components and raw materials that has come as a result of COVID-19 has and may continue to contribute to manufacturers and distributors being unable to produce or supply enough goods to meet increasing demands. The impact of these global supply chain constraints and chip shortages may not fully be reflected until future periods and may have an adverse impact on the Fund and its investments at a future point when COVID-19 may not be as prevalent in the public. Such factors, may in turn adversely affect the liquidity of the Fund and the ability for investors to redeem their interests (see Section 17: "*Risk Factors, Potential Conflicts of Interest and Other Considerations—Liquidity Risks*" below).

Views and other forward-looking statements expressed in this Prospectus are based upon assumptions that may be out of date and, accordingly, correspondingly qualified considerations should be attached to the valuation, performance

and other market information included in this Prospectus.

Russian Invasion of Ukraine

Commencing in 2021, Russian President Vladimir Putin ordered the Russian military to begin massing thousands of military personnel and equipment near its border with Ukraine and in Crimea. President Putin has since initiated a military invasion of Ukraine. In response, the United States and several European nations have announced sanctions and other measures against Russia, certain state affiliates and other persons with actual or expected ties to the state and/or President Putin. Other governmental and non-governmental bodies and organisations, and various companies with interests in and/or related to Russia and/or Ukraine, have also taken measures in response to Russia's invasion of Ukraine, including divesting assets and restricting trade and activities with Russia and its businesses. The invasion of Ukraine, and actions taken in response thereto, have had a material negative impact on the economy and business activity globally (including in the countries targeted by the Fund for investments), and therefore could adversely affect the performance of the Fund's investments. The conflict is rapidly evolving and the varying involvement of the United States, the United Kingdom, the European Union and other NATO countries presents material uncertainty and risk with respect to the impact on global economic and market conditions and therefore to the Fund and the performance of its investments or operations, and the ability of the Fund to achieve its investment objectives. Additionally, to the extent that any third parties, investors, or related customer bases have material operations or assets in Russia or Ukraine, the ongoing conflict may present actual risks and result in adverse consequences with respect to their dealings and/or obligations with respect to the Fund and/or any of its investments. The global response and repercussions arising out of Russia's invasion of Ukraine is ever-changing and the ramifications on markets, business activity and the global economy more generally are not yet capable of being fully identified or understood.

Inflation risk

Several European economies, and the global economy in general, have recently begun to experience higher than normal inflation rates. It remains unclear whether substantial inflation in European economies will be sustained over an extended period of time or have a significant effect on European economies. Inflation and rapid fluctuations in inflation rates have had in the past, and may in the future have, negative effects on economies and financial markets, particularly in emerging economies. For example, if the Fund is unable to increase its revenue in respect of its Investments in times of higher inflation, its profitability may be adversely affected. Investments may have revenues linked to some extent to inflation, including, without limitation, by government regulations and contractual arrangement. As inflation rises, the Fund may earn more revenue in respect of its Investments but incur higher expenses. A higher than normal inflation rate for sustained period of time may also reduce the present value of the Fund's future cashflows and distributions to Shareholders. As inflation declines, the Fund may not be able to reduce expenses in respect of its Investments commensurate with any resulting reduction in revenue. Furthermore, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, countries may impose wage and price controls or otherwise intervene in the economy (for example, by implementing barriers to credit and increasing base rates of interest – please refer to Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Interest Rate Risk*” below). Governmental efforts to curb inflation often have negative effects on the level of economic activity. Some countries have historically experienced substantial rates of inflation. Inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economies and securities markets of certain European economies, including regions that the Fund is expected to invest within. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on the Fund's returns.

Risks related to Financial Market Fluctuations and the Availability of Financing

Declines or volatility in financial markets, including the securities and derivatives markets, may adversely affect the value of the Fund's investments. A significant market fluctuation often decreases tolerance for counterparty risks, which can negatively impact financial institutions, even causing their failure as occurred in the most recent global economic downturn. The Fund, Underlying EQT Funds and their investee companies expect to regularly seek to obtain new debt and refinance existing debt, including in the liquid debt markets, and significant declines in pricing of debt securities or increases in interest rates, or other disruptions in the credit markets, would make it difficult to carry on normal financing activities, such as obtaining committed debt financing for acquisitions, bridge financings or permanent financings. Tightening of loan underwriting standards, which often occur during market disruptions, can have a negative impact including through reduction of permitted leverage levels and increased requirements for borrower quality. The Fund's ability to generate attractive investment returns will be adversely affected by any

worsening of financing terms and availability.

Banking and Financial Institution Sector Risk

Global and localised banking and financial institution sectors may experience periods of extraordinary uncertainty and volatility resulting in adverse effects for the Fund, its investments and for the general macroeconomic environment. Such adverse effects may, without limitation, include: (i) the lending and/or general financing environment being tightened, such that debt and/or equity financing for the Fund, Co-Investments, the Underlying EQT Funds and/or any of their investee companies becomes less available, more expensive and/or more onerous; (ii) the deterioration of the economic environment for investee companies which the Fund has participated in (through Co-Investments or via the Underlying EQT Funds) and for the investments which the Fund makes through the Liquidity Sleeve, in each case adversely affecting their operations and the performance and returns that may be expected by investors in the Fund; (iii) certain financial services (for example, currency and/or interest rate hedging) no longer being available, or only being available on worse terms, to the Fund, the Underlying EQT Funds, the Co-Investment Vehicles, the EQT Funds which the Fund invests alongside and/or each of their investee companies, and (iv) cash and other deposits of the Fund (including amounts that may be held in the Liquidity Sleeve), the Underlying EQT Funds, the Co-Investment Vehicles, the EQT Funds which the Fund invests alongside, each of their investee companies and/or each of their investors, no longer being available, being subject to access delays, being inappropriately safeguarded and/or not being sufficiently covered (or not being covered at all) by industry or governmental deposit insurance schemes. In particular, a banking crisis (or similar) may adversely affect liquidity and the ability of the Fund to meet Redemption Requests, including by limiting the Fund's access to any subscription line or similar credit facility which may otherwise be used to assist with meeting Redemption Requests or otherwise to meet operational needs of the Fund and its underlying investments. Such adverse effects may negatively impact the ability of the Fund and the EQT Funds which it invests in and alongside to adhere to and execute their investment strategies (and operate in the manner envisaged in their governing documents and related operational procedures and manuals), and of the investee companies relevant to the Fund to adhere to and execute their business plans, in each case, in the manner and with the results originally envisaged. Such adverse effects may also have broader impacts on monetary and fiscal policies across various jurisdictions as well as on currency exchange rates and financial markets in general.

Interest Rate Risk

In response to recent higher than normal inflationary pressures, several central banks across the globe, including the European Central Bank, the Bank of England the Federal Reserve System of the United States, have recently raised their base rates of interest, have indicated that further increases to their base rates of interest are likely in the near future and are in the process of commencing a programme of quantitative tightening which is expected to cause government bond yields, which are often used in the calculation of market interest rates for lending products, to increase.

The Fund's investments will expose it to interest rate risk, meaning that changes in prevailing market interest rates could negatively affect the value of such investments. In addition to higher than normal inflationary pressures, factors that can affect market interest rates include, without limitation, deflation, slow or stagnant economic growth or recession, unemployment, money supply, governmental monetary policies, international disorders and instability in domestic and foreign financial markets. There could be significant unexpected movements in interest rates, which movements could have adverse effects on investments and the economy as a whole. In light of the foregoing, and more generally, the Fund expects that it will periodically experience imbalances in the interest rate sensitivities of its assets and liabilities and the relationships of various interest rates to each other, which could adversely affect its performance. Furthermore, increases in market interest rates may reduce the attractiveness of the Fund to prospective investors as this may increase the opportunity cost of Shareholders investing in the Fund and consequently could reduce the Fund's ability to make new or certain types of investments, implement capital expenditure and the ability to satisfy Redemption Requests within a given timeframe.

More generally, the Fund could periodically experience imbalances in the interest rate sensitivities of its assets and liabilities and the relationships of various interest rates to each other. In a changing interest rate environment, the Manager may not be able to manage this risk effectively. If the Manager is unable to manage interest rate risk effectively, the Fund's performance could be adversely affected. The Fund is permitted to (but is not required to) seek to hedge interest rate risk of its investments (e.g. through the use of caps and/or swaps), however due to developments surrounding the regulation of over-the-counter (OTC) derivatives, the Fund's ability to hedge interest rate risk could be limited.

The Fund's investments and assets (and those of the Underlying EQT Funds) can be leveraged. As such, movements in the level of interest rates (and therefore the cost of funding the Fund's investments) can affect the returns from these assets more significantly than other assets in some instances. The structure and nature of the debt encumbering an investment can therefore be an important element to consider in assessing the interest rate risk of the investment. In particular, the type of facilities, maturity profile, rates being paid, fixed versus variable components and covenants in place (including the manner in which they affect returns to equity holders) are crucial factors in assessing any interest rate risk. Due to the nature of the Fund's investments, the impact of interest rate fluctuations could be greater for the Fund's assets than for the economy as a whole in the country in which the interest rate fluctuations occur.

Sector risk

The Fund will primarily seek to invest in Underlying EQT Funds or alongside EQT Funds which are focused on specific sectors as set out in Section 1: "*Overview of EQT and the Fund*". Such investments involve a high degree of business and financial risk which can result in substantial losses, including the loss of a Shareholder's entire investment.

A portion of the Fund's assets may be invested in companies in highly competitive markets dominated by firms with substantially greater financial and possibly better technical resources than the investee companies in which the Fund and Underlying EQT Funds invest. Investee companies in which the Fund and Underlying EQT Funds invest may face technological changes and/or may be dominated by other firms or organisations. These and other inherent business risks could affect the performance and value of investments. New competitors, including those formed for the purpose of investing (or that may otherwise invest) in Europe, constantly enter the market, and in some cases existing competitors combine in a way that increases their strength in the market.

There are limited restrictions on the amounts that may be invested in a particular sub-sector by the Fund owing to Underlying EQT Funds having their own sector-specific investment policies which are independent of each other, which may result in the Fund being significantly exposed to the performance of one or more sub-sectors. In the event of a downturn in such sub-sector(s), the Fund may be disproportionately affected as compared to if the Fund's investments were diversified across multiple sub-sectors.

Geographic risk

Economic growth and prosperity in countries throughout Europe, North America and other regions in which the Fund may invest may vary and this may impact on the Fund's ability to guarantee returns from and/or to exit investments in certain countries and may impact on the prospects of certain investments in the Fund's portfolio.

Certain countries have in the past, and may in the future, experience religious, political and social instability that could adversely affect the Fund. Such instability could result from, among other things, popular unrest and/or industrial actions associated with demands for improved political, economic, or social conditions or government policies. Governments of many countries have exercised and continue to exercise substantial influence over many aspects of the private sector, and certain industries may be subject to significant government regulation. Additionally, exchange control regulations, expropriation, confiscatory taxation, nationalization, restrictions on foreign capital inflows, repatriation of investment income or capital, renunciation of foreign debt, political, economic or social instability, or other economic or political developments could adversely affect the assets of the Fund. Please also refer to the Section 17: "*Risk Factors, Potential Conflicts of Interest and Other Considerations—UK Withdrawal from the European Union*". Additionally, the availability of attractive investment opportunities for the Fund is expected to depend in part on governments in certain countries continuing to liberalize their policies regarding foreign investment and, in some cases, to further encourage private sector initiatives.

Economic problems in a single country are increasingly affecting other markets and economies. A continuation of this trend could result in problems in one country adversely affecting regional and even global economic conditions and markets. The market and the economy of a particular country in which the Fund invests is influenced by economic and market conditions in other countries in the same region or elsewhere in the world. Similarly, concerns about the fiscal stability and growth prospects of certain European countries in the last economic downturn had a negative impact on most economies of the Eurozone and global markets. A repeat of either of these crises or the occurrence of similar crises in the future could cause increased volatility in the economies and financial markets of countries throughout a region, or even globally. Please also refer to the Section 17: "*Risk Factors, Potential Conflicts of Interest and Other Considerations—UK Withdrawal from the European Union*".

Certain regions in which the Fund invests or conducts activities related to investments are susceptible to natural disasters, such as earthquakes, flooding and disease outbreaks that could have a severe impact on the value of, and even destroy, assets in those regions. Health or other government regulations adopted in response to natural calamities may require temporary closure of corporate and governmental offices upon a disaster, which would severely disrupt the Fund's operations in the affected area. Catastrophic losses may either be uninsurable or insurable at such high rates as to make coverage impracticable. If a major uninsured loss were to occur with respect to any of the Fund's investments, the Fund could lose both invested capital and anticipated profits.

Certain regions in which the Fund invests or conducts activities related to investments may be particularly sensitive to weather and climate conditions. Climate change may cause more extreme weather conditions (such as more regular and extreme flooding) and increased volatility in seasonal temperatures, which can interfere with operations, may cause severe damage to Investments and businesses and increase operating costs. Damage resulting from extreme weather and related events may not be fully insured.

Private Equity Investments Risk

Private equity is a common term for investments that are typically made in private or public companies through privately negotiated transactions, and generally involve equity-related finance intended to elicit a positive change in an operating company (e.g., providing growth capital, recapitalizing a company or financing an acquisition). Private equity funds, such as many of the Underlying EQT Funds, often organized as limited partnerships, are the most common vehicles for making private equity investments, although the Fund may also co-invest directly in an operating company in conjunction with an EQT Fund. The investments held by Underlying EQT Funds and in respect of Co-Investments made by the Fund involve the same types of risks associated with an investment in any operating company. However, securities of private equity funds, as well as the underlying companies these funds invest in, tend to be more illiquid, and highly speculative. Private equity has generally been dependent on the availability of debt or equity financing to fund the acquisitions of their investments. Depending on market conditions, however, the availability of such financing may be reduced dramatically, limiting the ability of private equity funds to obtain the required financing or reducing their expected rate of return.

The regulatory environment for private investment funds continues to evolve, and changes in the regulation of private investment funds may adversely affect the value of the Fund's investments and the ability of the Fund to implement its investment strategy (including the use of leverage). The financial services industry generally and the activities of private investment funds and their investment advisers, in particular, have been the subject of increasing legislative and regulatory scrutiny. Such scrutiny may increase the Fund's and/or the Manager's legal, compliance, administrative and other related burdens and costs as well as regulatory oversight or involvement in the Fund and/or the Manager's business. There can be no assurances that the Fund or the Manager will not in the future be subject to regulatory review or discipline. The effects of any regulatory changes or developments on the Fund may affect the manner in which it is managed and may be substantial and adverse.

Infrastructure Investments Risk

Certain Underlying EQT Funds may focus on making investments in the infrastructure sector. Infrastructure companies may be susceptible to reduced investment in public and private infrastructure projects, and a slowdown in new infrastructure projects in developing or developed markets may constrain the abilities of infrastructure companies to grow in global markets. Other developments, such as significant changes in population levels or changes in the urbanisation and industrialisation of developing countries, may reduce demand for products or services provided by infrastructure companies.

In addition, infrastructure investments generally take longer to realise than traditional private equity buyout investments and prospective Shareholders should therefore be aware that the Fund may be exposed to the same infrastructure investments for a significant period of time. Moreover, given their potential impact on particular segments of society, infrastructure investments may be heavily regulated and attract significant governmental scrutiny limiting the potential actions or omissions which may be taken with respect to an infrastructure investment.

Venture Capital Investments Risk

Certain potential Underlying EQT Funds may invest and the Fund may co-invest in venture capital. Venture capital is usually classified by investments in private companies that have a limited operating history, are attempting to develop or commercialize unproven technologies or implement novel business plans or are not otherwise developed

sufficiently to be self-sustaining financially or to become public. Although these investments may offer the opportunity for significant gains, such investments involve a high degree of business and financial risk that can result in substantial losses, which risks generally are greater than the risks of investing in companies that may be at a later stage of development.

Real Estate Investments Risk

The Fund may be exposed to real estate risk to the extent it allocates any capital to real estate-focused Underlying EQT Funds, including the risks incident to the ownership and operation of real estate and real estate-related businesses and assets, including changes in the general economic climate, local, national or international conditions (such as an oversupply of space or a reduction in demand for space), the quality and philosophy of management, competition based on rental rates, attractiveness and location of the properties and changes in the relative popularity of property types and locations, changes in the financial condition of tenants, buyers and sellers of properties, changes in operating costs and expenses, uninsured losses or delays from casualties or condemnation, changes in applicable laws, government regulations (including those governing usage, improvement and zoning) and fiscal policies, the availability of financing, interest rate levels, environmental liabilities, contingent liabilities, successor liability for investments in existing entities (e.g., buying out a distressed partner or acquiring an interest in an entity that owns a real property), work stoppages, shortages of labor, strikes, union relations and contracts, fluctuating prices and supply of labor and/or other labor-related factors and other factors beyond the control of the Manager, the relevant Underlying EQT Fund and their respective affiliates.

Investments in real estate are subject to varying degrees of risk. For example, an investment in real estate cannot generally be quickly sold, limiting the Underlying EQT Fund's ability to promptly dispose of certain assets.

The value of real estate is affected by a number of market factors, including adverse changes in the general economic climate, which could reduce the demand for rental space; inflation, which could increase maintenance costs, insurance premium and real estate taxes; deflation, which could reduce real estate market values; and local market conditions, such as changes in the supply of, or demand for, properties in an area, and changes in market rental rates.

Real estate historically has experienced significant fluctuations and cycles in value. Real estate values are also affected by such factors as government regulations (including those governing usage, improvements, zoning and taxes) and changes in capital markets, including but not limited to, interest rate levels, the financial condition of buyers and sellers of properties, the availability of financing, the ability to acquire and finance real estate assets on favourable terms, and participation by other investors in the financial markets.

Corruption Risk

Corruption can result in huge economic losses due to fraud, theft and waste. Moreover, corruption can corrode critical public institutions, such as the courts, law enforcement and public pension administration, thereby undermining property rights, public confidence and social stability. As a result, corruption dramatically increases the systemic risks that exist in some of the jurisdictions in which the Fund invests. Corruption scandals are common and likely to remain so going forward. Shareholders in the Fund are thus exposed to the increased costs and risks of corruption where the Fund invests, and there can be no assurance that any reform efforts will have a meaningful effect during the term of the Fund. The U.S. and the UK have the U.S. Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act of 2010 (the "UK Bribery Act"), respectively, and other jurisdictions have adopted similar anti-corruption laws. Many of these laws have extraterritorial application. Although the Manager (and the manager of each Underlying EQT Fund) conducts diligence on all investments, the Fund may acquire an investment with risks related to prior non-compliance with one or more of these statutes. Furthermore, although the Manager has robust compliance programmes, persons acting on behalf of the Fund, and Underlying EQT Fund or any investee company, including related persons of the Manager, may engage in conduct that violates one or more of these statutes. In these cases, the Fund could suffer significant losses from the cost of defence, interruption to ordinary operations and fines and penalties.

Asset Manager in Certain Jurisdictions

Certain local regulatory controls and tax considerations may require the appointment of one or more third parties with respect to the operations of the Fund or its investments, including to manage some or all of the Fund's investments in certain jurisdictions. Although typically the Manager oversees the operations of the Fund's investments, such third parties will be delegated responsibilities and may have influence over the affairs and operations of the applicable investments. The appointment of third-parties in such roles means the Manager has less control over the activities

performed by such third-parties, which generally creates additional risks (including the potential for corruption risk, in respect of which please refer to the paragraph immediately above), which would not be present were the Manager conducting such activities itself. The costs and expenses of any such third-party will be borne by the Fund and will not offset Management Allocation or carried interest (or such equivalent allocation and carried interest if borne at the Underlying EQT Fund level).

Currency risk

The reference currency of ENXF SICAV will be the Euro. Investments by the Fund and the Underlying EQT Funds may be made and realized in currencies other than the respective reference currency of ENXF SICAV, including for example Pounds Sterling, Danish, Norwegian and/or Swedish Kroner, Swiss Franc and other local currencies. Changes in exchange rates may have an adverse effect on the value, price or income of the investments and, in addition, the Fund will incur costs in converting funded subscription proceeds and investment proceeds from one currency to another. The value of an investment may fall as a result of fluctuations in the currency of the country in which the investment is made against the value of the Euro. The Manager may (but is not obliged to) endeavor to manage currency exposures into Euros, using appropriate hedging techniques where available and appropriate. The Fund may enter into forward contracts on currencies, as well as purchase put or call options on currencies. The Fund may incur costs related to currency hedging arrangements, which may reduce returns otherwise to be received by Shareholders. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis. In addition, the Fund may choose not to enter into hedging transactions with respect to some or all of its positions. Movements in the foreign exchange rate between Euros and the currency applicable to a particular Shareholder may have an impact upon such Shareholder's returns in their own currency of account.

Changes in exchange rates may also have an adverse effect on the income and other proceeds received from, and costs related to, Investments in which the Fund invests, all of which may adversely affect the performance of the Fund more generally. While there may be the ability to hedge these exposures, currency fluctuations may have an impact on the performance on an investment and any hedging techniques that may be employed by or on behalf of the Manager with respect to any one or more investments will result in additional costs to be borne by the Fund, which will negatively impact overall returns.

There is a risk that certain member states of the European Union may cease to use the Euro as their national currency. This could have an adverse effect on the Fund, the performance of its investments and its ability to fulfil its investment objectives.

If the Manager determines in good faith that a significant change to the composition of the participating member states of the European Union has occurred as result of which the Euro is no longer an appropriate currency having regard to the Fund's investment objectives, the Manager may undertake the requisite actions to change the reference currency of ENXF SICAV to such currency or currencies as the Manager reasonably determines and enable amounts to be subscribed for and the amount to be distributed in such other currency or currencies and, under such circumstances, the Board of Directors, upon CSSF's prior approval, would convene the Shareholders in an extraordinary general meeting to be held before a Luxembourg notary to let them vote upon the change of currency. Such actions may result in the amounts of carried interest to be received to be higher than would be the case if the currency of the Fund had remained in Euros with potential adverse consequences for Shareholders.

UK Withdrawal from the European Union

As part of the process of the UK leaving the EU, the EU and the UK agreed to EU-UK Trade and Cooperation Agreement ("TCA") that governs the trading relationship between the UK and the member states of the EU from and after January 1, 2021. Broadly, the TCA provides for zero tariffs and zero quotas on all goods that comply with the appropriate rules of origin, but is subject to both parties maintaining a level playing field in areas such as environmental protection, social and labor rights, investment, competition, state aid, and tax transparency.

UK regulated firms in the financial sector are adversely affected by these arrangements because the TCA does not provide for continued access by UK firms to the EU single market – although there is the possibility that in time, the UK may obtain a recognition of equivalence from the EU in certain financial sectors which would enable varying degrees of access to the EU market. Similarly, notwithstanding zero tariffs and zero quotas on goods, market access for those firms that conduct cross-border trade in goods will fall below what the single market previously allowed. Non-tariff barriers, customs declarations, customs checks, restrictions on movements of employees, withdrawal of

recognition of previously recognized professional qualifications, changes in the status of the UK vis-à-vis the EU for tax and VAT purposes, and other sources of friction have the potential to impair the profitability of an Investment or require it to adapt.

It will take some time to observe the many and varied effects on UK and EEA businesses of the consequences of leaving the single market and customs union (taking into account the flow of goods and services in both directions). Given the size and global significance of the UK's economy, uncertainty, at least in the near term, about the effect of the TCA on the day-to-day operations of those businesses that engage in the cross-border trade of goods or services between member states of the EU and the UK may be a continued source of currency fluctuations or have other adverse effects on international markets, international trade and other cross-border cooperation arrangements. The present uncertainty could therefore adversely affect the Fund, the performance of its investments and its ability to fulfil its investment objectives (especially if its investments expose it to businesses that have historically relied on access to the single market for their customers or that have historically relied on sourcing goods, materials or labour from the single market).

Any prolonged dispute regarding the TCA may have a material adverse effect on cross-border trade between the United Kingdom and the European Economic Area which could prove disruptive to their respective economies. Negative impacts on investments of the Fund that are exposed to the economies of the United Kingdom and/or the European Economic Area may therefore arise which could cause a material adverse effect on the business, financial condition, results of operations and cash flows of the Fund and its investments.

Liquidity Risks

The Manager expects investments to generally be made in Underlying EQT Funds and alongside EQT Funds (which include Underlying EQT Funds). The Underlying EQT Funds in which the Fund invests are expected to generally invest in illiquid investments and the Fund interests in these Underlying EQT Funds and alongside EQT Funds are generally expected to be highly illiquid and to be held for the medium to long term. There are no assurances that the EQT Funds will be able to realise their investments and mature in a timely manner, and prospective investors should be aware that there is no requirement or obligation on the Manager to seek to realise the Fund's investment in these Underlying EQT Funds or alongside these EQT Funds in order to provide liquidity for Shareholders or to enable them to redeem their Shares. Moreover, the Fund will be a passive investor and will have no ability to influence or dictate the timing of any sales or exits of investments held by the Underlying EQT Funds or alongside EQT Funds which could generate liquidity for the Fund. Determinations as to any Sales and/or exits of investments held by the Underlying EQT Funds or alongside EQT Funds, will be made by the managers, operators and/or general partners of such Underlying EQT Funds or EQT Funds Investments with regard to the specific interests of those funds. Investments may be difficult to value and dispositions of such investments may require a lengthy time period. Prompt realisation of investments may not be possible. Consequently, the timing of cash distributions (generally to be reinvested in the Fund) from realisations is uncertain and unpredictable. Shareholders will have no opportunity to control the day-to-day operations of the Fund, including investment and disposition decisions and the Fund will not have the ability to control or influence any investment and disposition decisions made with respect to the Underlying EQT Funds or to Co-Investments.

While the Manager intends to hold periodic Redemption Dates with a view to providing Shareholders with the opportunity to redeem their Shares (as further detailed in Section 5: "*Subscriptions, Redemptions and Other Transactions*"), there can be no guarantee that Shareholders seeking to redeem their Shares on any given Redemption Date will be able to do so in full or at all, and circumstances may arise in which the Manager deems it necessary or advisable to impose restrictions on redemptions. Please refer to Section 17: "*Risk Factors, Potential Conflicts of Interest and Other Considerations—Lack of Liquidity*" for further details regarding possible limitations on redemptions. Accordingly, prospective investors should not assume that they will always be able to achieve full liquidity for their Shares during the life of the Fund.

Prospective investors should further note that circumstances may arise where it is not possible to run a scheduled Redemption Date as normal and suspensions or modifications to the redemption programme (including, without limitation, modifications to the limits set out in Section 5: "*Subscriptions, Redemptions and Other Transactions—Limits on Redemptions*") need to be imposed on any Redemption Requests (including because of certain macro-economic trends and other circumstances outside of the Manager's control). Such suspensions and/or modifications to the redemption programme may reduce Shareholders' ability to redeem their Shares and negatively impact the liquidity profile of the Shares they hold.

More generally, prospective investors should note that the price that may be achieved on a Redemption Date may in certain circumstances be discounted and subject to certain fees, costs, expenses or other charges (please refer to the Section 17: “*Risk Factors, Potential Conflicts of Interest and Other Considerations—Lack of Liquidity*” for further details regarding such discounts, fees, costs, expenses and other charges), and as a result may be below the most recently reported net asset value for the Shares as assessed by the Manager (or the Central Administration Agent under the oversight of the Manager) and/or the Fund’s auditors. No guarantee can be given as to the price that will be achieved for Shareholders seeking to redeem their Shares on any given Redemption Date. Furthermore, the price achieved on a Redemption Date may in certain circumstances vary from one Shareholder to another based not only on the number of Shares being redeemed but also to take account of different Share Classes and any discounts, fees, costs, expenses and other charges that may be applied with respect to a certain Shareholder and its Shares. Shareholders should be aware that such factors may adversely affect the price that can be achieved and general liquidity for its Shares on any Redemption Date.

Shareholders should note that the Carried Interest Recipient may elect to receive Co-Investment Carried Interest in the form of Shares, as more particularly described in Section 7: “*Fees, Allocations and Expenses of the Fund*”. The issuance of any such Shares will have the effect of diluting the interests of the Shareholders in the underlying investments held by the Fund and therefore reducing future returns generated on those interests (a portion of which will instead be received by such recipient(s) according to its shareholding). Shareholders should note that such Carried Interest Recipient may itself elect to sell such Shares on a Redemption Date (in whole or in part) and to the extent that any such Shares are retained by such Carried Interest Recipient, the Manager and EQT may elect to waive any Management Allocation and/or Co-Investment Carried Interest otherwise to be borne by it with respect to such Shares. Such Carried Interest Recipient may receive a higher value for any Shares that are issued to it for its Co-Investment Carried Interest and subsequently sold on a Redemption Date than the value of such Shares at the time of issuance.

Prospective investors should also note that one or more members of the EQT Firm may themselves participate as investors (and therefore hold Shares) in the Fund.

Cash-Drag Risk

As the Fund will invest in Underlying EQT Funds which are not fully funded and are eligible to make new investments, the Fund will be required from time to time to fund capital calls of the Underlying EQT Funds, in some cases during the course of several years. Generally the Fund will have limited notice to fund such capital calls and will be liable for significant penalties to the extent it defaults on any capital calls (potentially including the forfeiture of its interest in the relevant Underlying EQT Fund). As a result, the Fund may maintain a sizeable cash and cash equivalent position in anticipation of satisfying capital calls in respect of its Investments. The overall impact on performance due to holding a portion of the Fund’s assets in cash and cash equivalents could be negative.

Overcommitment Risk

In recognition of private market strategies often not being fully invested by the end of their term and the Manager’s aim to optimise the Fund’s level of invested capital, there may be circumstances where the Fund makes a capital commitment greater than it otherwise would have made to an Underlying EQT Fund in anticipation of such Underlying EQT Fund not drawing down the entirety of the Fund’s capital commitment. Utilising such a strategy could result in insufficient cash and cash equivalents being available to satisfy capital calls from Underlying EQT Funds and could have negative impacts on the Fund, including an adverse impact on the Fund’s ability to service redemptions and/or meet expenses of the Fund. If the Fund fails to satisfy capital calls from an Underlying EQT Fund in a timely manner and thereby defaults on its obligations, the Fund, and indirectly, the Fund’s Shareholders, will generally be subject to significant penalties, including the complete forfeiture of the Fund’s interest in the Underlying EQT Fund. Moreover, any failure by the Fund to satisfy these capital calls in a timely manner may (i) impair the Fund’s ability to pursue its investment strategy, (ii) force the Fund to borrow (and therefore incur interest liability), or (iii) otherwise impair the value of the Fund’s investments (which could result in a devaluation of the Fund).

Listed Share Risk

One or more Share Classes may be listed on a recognisable stock exchange (including, without limitation, the Luxembourg Stock Exchange) and therefore holders of such Shares may bear additional risks to holders of unlisted Shares. Holders of listed Shares may be required to pay fees, costs and expenses greater than their unlisted counterparts in connection with such Shares being listed. While holders of listed Shares may freely transfer their listed Shares on

a recognised stock exchange, such Shareholders should be aware that there may be no or a limited market for such Shares, particularly depending the relevant economic conditions and so the liquidity and price on such stock exchange of such listed Shares may vary from time to time, including such that they trade at a discount to their prevailing NAV.

Shareholders should note that, to the extent any Shares are listed, it is expected that they will be freely transferable and so there is a risk that certain holders of such listed Shares may be Prohibited Persons whose status as Shareholders may cause harm to the Fund.

Holders of listed Shares should be aware that the relevant stock exchange may have rules, in addition to the terms governing the Fund, which affect how such Shareholders may deal with their listed Shares. In particular, such stock exchange may, in circumstances, be permitted to suspend the trading of such Shares such that holders of listed Shares may not be able to trade them with a third party.

Shareholders should also note that, to the extent they hold listed Shares, they may be converted to unlisted Shares, and to the extent they hold unlisted Shares, they may be converted to listed Shares, in each case in accordance with the terms of this Prospectus.

Risks Relating to Due Diligence of Investments

Before making investments, the Manager will conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances known at that time. Due diligence may entail evaluation of important and complex business, financial, tax, accounting, environmental, social, governance and legal issues. When conducting due diligence and making an assessment regarding an investment, the Manager will rely on the resources available to it, including information provided by the counterparty and, in some circumstances, third-party investigations. However, representations made by a counterparty could be inaccurate, and third-party investigations may not uncover risks. As a result, due diligence investigations conducted with respect to any investment opportunity may not reveal or highlight all relevant facts necessary or helpful to make the investment decision. Moreover, such an investigation will not necessarily result in an investment being successful. There can be no assurance that attempts to provide downside protection with respect to an investment, including pursuant to risk management procedures described in this Prospectus, will achieve their desired effect and potential investors should regard an investment in the Fund as being speculative and having a high degree of risk. There can be no assurance that the Manager will be able to detect or prevent irregular accounting, employee misconduct or other fraudulent practices during the due diligence phase or during its efforts to monitor an investment on an ongoing basis or that any risk management procedures implemented by the Manager will be adequate.

Consultants, legal advisors, appraisers, accountants, investment banks and other third parties may be involved in the due diligence process and/or the ongoing operation of the Fund's Investments to varying degrees. For example, certain asset management, finance, administrative and other similar functions may be outsourced to a third-party service provider whose fees and expenses will be borne by the investee companies, the Underlying EQT Funds or the Fund and will not offset Management Allocation, carried interest or such similar entitlements borne at the Underlying EQT Fund level. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to the Manager's reduced control of the functions that are outsourced. In addition, if the Manager is unable to timely engage third-party providers, its ability to evaluate and acquire more complex targets could be adversely affected.

Leverage Limit Risk

There is no guarantee that the Leverage Ratio will remain equal to or below the Leverage Limit. Shareholders should be aware that where the Fund makes an Investment and utilises leverage at the time of acquisition, in the event that the value of the Investment decreases from the purchase price, the Leverage Ratio may increase and, where the Leverage Ratio has increased above the Leverage Limit in such circumstances, the Fund will not be required to undertake remedial action to reduce such Leverage Ratio below the Leverage Limit. In circumstances where the Leverage Ratio exceeds the Leverage Limit, the Fund's ability to secure further financing in respect of its future or existing investments may be reduced and this may have an adverse effect on the returns of the Fund.

Difficulty in Locating Suitable Investments

Although EQT Partners (and its affiliates), as the investment advisor to the general partners, managers and/or operators of the Underlying EQT Funds, has been successful in identifying suitable investments for the Underlying EQT Funds in the past, EQT Partners may be unable to find a sufficient number of attractive opportunities to meet such Underlying

EQT Funds' investment objectives, and the past performance of EQT Partners, the general partners, managers and/or operators of the Underlying EQT Funds, in identifying suitable investments should not be treated as any guarantee of the EQT Partners' ability to identify for the Underlying EQT Funds suitable investments in the future or their managers' ability to implement the Underlying EQT Fund's investment strategies and achieve their investment goals.

There is no guarantee that an Underlying EQT Fund will be able to achieve full investment at a given time and, accordingly, the Underlying EQT Fund may only make a limited number of investments. Shareholders should also be aware that there may be delays in the deployment of amounts subscribed for by the Fund (and therefore delays in the deployment of the Fund's subscription proceeds) while suitable investment opportunities are identified by Underlying EQT Funds and amounts may not be invested at all in circumstances where no suitable investment opportunities can be identified. Since investments by the Underlying EQT Funds may involve a high degree of risk, poor performance by a few of them could significantly affect the return to Shareholders and the NAV and price per Share. No assurance can therefore be given that the target returns of the Fund and the Underlying EQT Funds will be achieved.

Competition from other Buyers

The Fund and Underlying EQT Funds will be competing for investments with other parties. It is possible that competition for appropriate investment opportunities may also increase. In either case, such competition may reduce the number of opportunities available and/or adversely affect the terms upon which the investments can be made by the Fund and/or Underlying EQT Funds, including by requiring the Fund and/or Underlying EQT Funds to assume a greater degree of risk than would otherwise be the case in the absence of such competition by, for example, agreeing to more limited covenants, undertakings and/or warranties from sellers in respect of proposed investments to be made by the Fund and/or Underlying EQT Funds. Such competition may therefore reduce investment returns and contractual protections afforded to the Fund and/or Underlying EQT Funds when acquiring investments. In addition, such competition may have an adverse effect on the length of time required to fully invest Underlying EQT Funds. There can be no certainty that the Underlying EQT Funds' managers will identify a sufficient number of attractive investment opportunities to fully invest Underlying EQT Funds, and therefore maximise the deployment of the Funds subscription and realisation proceeds.

Certain other strategic buyers and investors which compete for investment opportunities with the Fund and the Underlying EQT Funds may not be subject to the same regulatory requirements and other restrictions, with the result that the Fund and the Underlying EQT Funds may be at a relative disadvantage in pursuing and/or realising certain investments. This could adversely affect the performance of the Fund and the Underlying EQT Funds.

Reliance on Underlying EQT Fund Management and investee company Management

Although the Manager (in respect of the Fund) and the Underlying EQT Funds will monitor the performance of each investment, the responsibility for the day-to-day management and operation of investments are expected to be maintained by investee company management and other teams of individuals and/or service providers (including third-party service providers). Although the Fund generally intends to invest in Underlying EQT Funds which invest in assets and companies with, and whose key service providers possess, strong management or to otherwise implement or develop strong management, there can be no assurance that the management of such assets and companies will operate as successfully as intended. To the extent that there are failings in the management of investee companies held by the Fund and/or the Underlying EQT Funds, any such failings may adversely affect the other returns and more generally the performance of the Fund. Shareholders will not have the opportunity to evaluate the management teams and service providers engaged with respect to any investments held directly or indirectly (via the Underlying EQT Funds) by the Fund, or the relevant economic, financial and other information which will be utilised by the Manager in selecting, structuring, monitoring and disposing of investments.

Controlling Stakes

The Underlying EQT Funds may assume control or co-control positions in the investments in which it invests or otherwise to be capable of exercising a significant influence as a shareholder with respect to its investments. The exercise of control over a company or business imposes additional risks of liability for failure to supervise management, violation of governmental regulations and other types of liability in respect of which the limited liability generally characteristic of business operations may be ignored.

Further, the Underlying EQT Funds may be presumed to exercise or have exercised decisive influence with respect to the activities and management of one or investments (including, for example, through management governance rights)

and therefore be held jointly and severally liable for the conduct of management of such investments or former investments, even in circumstances where the Underlying EQT Fund does not or did not wholly control the investment or former investment (as applicable) and irrespective of the shares or voting rights held or formally held with respect to such investment or former investment (as applicable). Any such application of ‘parental liability’ (or similar doctrine or legal concept) by a relevant court, regulator or other governmental authority or body with respect to the Underlying EQT Fund may result in the Underlying EQT Fund assuming joint and several liability for the conduct of the management of a relevant investment or former investment which may therefore result in the Underlying EQT Fund’s NAV, and correspondingly the Fund’s NAV and NAV per Share, being reduced.

More generally, membership on the board of an investee company can result in personal actions in litigation both in such situations and in other circumstances. The Underlying EQT Fund may itself be liable to make payments to cover liabilities arising from such actions.

Limitations due to Regulatory and Other Restrictions

The Fund may seek to acquire a significant stake in certain issuers of securities. In the event that such stake exceeds certain percentage or value limits, the Fund may be required to file a notification with one or more governmental agencies or comply with other regulatory requirements. In addition, participation by one or more Shareholders in the Fund and their particular legal status or affiliation with foreign governments may prevent or cause delays in obtaining relevant approvals from regulatory authorities which may undermine or restrict the Fund from consummating a transaction or place the Fund at a disadvantage to competitors or otherwise restrict the ability of the Fund to implement its investment strategy, each of which may have an adverse effect on the Fund and its activities. Certain filings may also be subject to review that requires a delay in the acquisition of the security. Compliance with such filing and other requirements may result in additional costs to the Fund, and may delay the Fund’s ability to respond in a timely manner to changes in the markets with respect to such securities. In addition, the Manager or any of its affiliates may be required to make disclosures of investments in investee company securities as a result of the Fund and/or other EQT Funds managed by the Manager or any affiliate holding an interest in an investee company that is above or otherwise crosses a reporting threshold for the market concerned.

The Manager will be subject to certain so called “anti-asset stripping” requirements under the AIFM Directive, as implemented in the UK pursuant to the UK Regulations and in the member states of the EEA when the Fund acquires (alone or jointly with other alternative investment funds) control in EEA investee companies and UK investee companies. Broadly, the Manager will need to notify its home state regulator of the acquisition and disclose certain information (e.g. proposed business plan and impact on the current employees of the company) to the target company and its employees. Moreover, for the first two years after the Fund acquires (alone or jointly with other alternative investment funds) control, the Manager will be subject to certain restrictions on distributions and must, amongst other things, use best efforts to prevent any distribution, capital reduction, share redemption and/or acquisition of own shares by the company if those actions would cause the investee company to fail certain tests by reference to the company’s historic profits and net assets.

Moreover, the Manager will be subject to similar notification requirements under the AIFM Directive when (acting alone or jointly with other alternative investment funds) acquires or disposes of holdings reaching, exceeding or falling below certain reportable thresholds.

Forced Disclosure of Confidential Information

The Manager and/or certain Shareholders may be required by law or otherwise to disclose certain confidential information relating to an Underlying EQT Fund or an investee company. Such a disclosure may affect the ability of the Underlying EQT Fund to dispose of such investee company, may affect such investee company’s sale price or may otherwise adversely affect the Underlying EQT Fund and the Fund.

Counterparty Credit Risks

The Fund and Underlying EQT Funds may invest in derivative instruments with the purpose of hedging certain risks incurred by the Fund and such Underlying EQT Funds. The counterparties to these arrangements may default on amounts owed on a derivative transaction. Any such counterparty default would be likely to have an adverse effect on the performance of the Fund and such Underlying EQT Funds.

Bankruptcy

The Fund will, both directly and through Underlying EQT Funds and investee companies, be a borrower, and, possibly to a limited extent, the Fund could be a creditor through debt investments held by it. Bankruptcy laws may delay the ability of the Fund to realise the collateral for debt held by it, or may adversely affect the priority of debt through equitable subordination and other rules. In addition, a borrower may be involved in restructurings, insolvency proceedings or reorganizations under the laws and regulations of one or more jurisdictions. Applicable bankruptcy laws and regulations may provide inferior protections to creditors that result in a restructuring of debt without the creditor's consent under the certain provisions of applicable bankruptcy laws and may result in a discharge of all or part of a debt investment held by the Fund without payment to the Fund. On the other hand, the Fund as a borrower may be adversely affected by bankruptcy or other similar proceedings initiated against it, and Underlying EQT Fund or an investee company; the Fund may not be able to restructure its own debt and instead be forced to sell assets to repay debt, including at inopportune moments, due to laws that afford creditors rights.

Nature of Debt Investments

In addition to senior debt, the Fund may make investments in mezzanine and other subordinated debt instruments, which involve a high degree of risk with no certainty of any return of capital. Although these debt instruments are senior to common stock and other equity securities in the capital structure, they may be subordinated to large amounts of senior debt. The ability of the subordinated debt holders to influence a company's affairs, especially during periods of financial distress or following an insolvency, is likely to be substantially less than that of senior creditors. Accordingly, the Fund may not be able to take the steps necessary to protect its investments in a timely manner or at all.

Certain of the Fund's debt investments may be structurally or contractually subordinated to substantial amounts of indebtedness, all or a significant portion of which may be secured. Such debt investments may not be protected by financial covenants or limitations upon additional indebtedness or the provision of collateral to other indebtedness, and there may be no minimum credit rating (or any credit rating) for such debt investments. Other factors may materially and adversely affect the market price and yield of such debt investments, including, without limitation, investor demand, changes in the financial condition of borrowers, government fiscal policy and domestic or worldwide economic conditions. The market for relatively illiquid debt tends to be more volatile than the market for more liquid instruments.

During periods of declining interest rates, the issuer of a security or borrower under a loan may exercise its option to prepay principal earlier than scheduled, forcing the Fund to reinvest the proceeds from such prepayment in lower yielding securities or loans, which may result in a decline in the Fund's return. Debt investments frequently have call features that allow the issuer to redeem the security at dates prior to its stated maturity at a specified price (typically greater than par) only if certain prescribed conditions are met. An issuer may choose to redeem debt if, for example, the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer. In addition, the market price of the Fund's investments will change in response to changes in interest rates and other factors. During periods of declining interest rates, the market price of fixed-rate debt investments generally rises. Conversely, during periods of rising interest rates, the market price of such investments generally declines. The magnitude of these fluctuations in the market price of debt investments is generally greater for securities with longer maturities. If relevant central banks increase benchmark interest rates, this could also negatively impact the price of debt instruments and could adversely affect the value of the Fund's investments and the NAV and price per Share.

The Fund's debt investments involve credit or default risk, which is the risk that a borrower will be unable to make principal and interest payments on its outstanding debt when due. The risk of default and losses on debt instruments will be affected by a number of factors, including global, regional and local economic conditions, interest rates, an issuer's equity and the financial circumstances of the issuer, as well as general economic conditions. Such default risk will be heightened where the Fund makes relatively junior investments in a borrower's capital structure since such investments are structurally subordinate to more senior tranches in such borrower's capital structure, and the Fund's

overall returns would be adversely affected to the extent one or more borrowers is unable to meet its debt payment obligations when due. To the extent the Fund holds an equity or “mezzanine” interest in the real estate debt of any borrower that is unable to meet its debt payment obligations, such equity or mezzanine interest could become subordinated to the rights of such borrower’s creditors in a bankruptcy. Furthermore, the financial performance of one or more borrowers could deteriorate as a result of, among other things, adverse developments in their businesses, changes in the competitive environment or an economic downturn. As a result, borrowers that the Fund expected to be stable may operate, or expect to operate, at a loss or have significant fluctuations in ongoing operating results, may otherwise have a weak financial condition or be experiencing financial distress and subject the Fund’s investments to additional risk of loss and default.

Adverse changes in the financial condition of a borrower or in general economic conditions (or both) may impair the ability of such borrower to make payments on its debt and result in defaults on, and declines in, the value of its subordinated debt more quickly than in the case of the senior debt obligations of such borrower. The Fund may incur expenses if it is required to seek recovery upon default or to negotiate new terms with a defaulting borrower. In addition, a defaulted or non-performing debt investment may be the subject of substantial and lengthy workout or restructuring negotiations. Such negotiations may result in a reduction of principal, delay in the payment of principal, change of interest rate and/or other substantial changes in terms that may affect the value of such investment and the cash flows from such borrower. The ability of the Fund to influence such negotiations may be limited. If the Fund does not provide a majority (or, in certain cases, a greater proportion) of such financing, it may not be able to control the restructuring of such debt or direct the exercise of remedies upon the occurrence of an event of default under such debt. The Fund’s remedies with respect to the collateral securing such loan will be subject to the decisions made by other lenders to the borrower. The level of risk associated with investments in loans increases to the extent such investments are loans of distressed or below-investment-grade borrowers.

Certain investments may have an interest-only payment schedule, with the principal amount remaining outstanding and at risk until the maturity of the investment. In such cases, a borrower’s ability to repay the principal of an investment may be dependent upon the ability to refinance or a liquidity event or the long-term success of the company, the occurrence of which is uncertain. Debt instruments may be subject to fluctuations due to changes in interest rates and issuers’ credit quality. Also, a default on debt that is held by the Fund or a sudden and extreme increase in prevailing interest rates may cause a decline in the Fund’s asset value.

High Yield Debt Securities

Debt that is, at the time of purchase, rated below investment grade (below Baa by Moody’s and below BBB by S&P and Fitch), has an equivalent rating assigned by another nationally recognized statistical rating organization or is unrated but judged by the Manager to be of comparable quality are commonly referred to as “high-yield” securities.

Investments in high-yield securities generally provide greater income and increased opportunity for capital appreciation than investments in higher quality securities, but they also typically entail greater price volatility and principal and income risk, including the possibility of issuer default and bankruptcy. High-yield securities are regarded as predominantly speculative with respect to the issuer’s continuing ability to meet principal and interest payments. Debt instruments in the lowest investment grade category also may be considered to possess some speculative characteristics by certain rating agencies. In addition, analysis of the creditworthiness of issuers of high-yield securities may be more complex than for issuers of higher quality securities.

High-yield securities may be more susceptible to real or perceived adverse economic and competitive industry conditions than investment grade securities. A projection of an economic downturn or of a period of rising interest rates, for example, could cause a decline in high-yield security prices because the advent of a recession could lessen the ability of an issuer to make principal and interest payments on its debt obligations. If an issuer of high-yield securities defaults, in addition to risking non-payment of all or a portion of interest and principal, the Fund may incur additional expenses to seek recovery. The market prices of high-yield securities structured as zero-coupon, step-up or payment-in-kind securities will normally be affected to a greater extent by interest rate changes, and therefore tend to

be more volatile than the prices of securities that pay interest currently and in cash.

The secondary market on which high-yield securities are traded may be less liquid than the market for investment grade securities. Less liquidity in the secondary trading market could adversely affect the price at which the Fund could sell a high-yield security, and could adversely affect the NAV of Shares. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the values and liquidity of high-yield securities, especially in a thinly-traded market. When secondary markets for high-yield securities are less liquid than the market for investment grade securities, it may be more difficult to value the securities because such valuation may require more research, and elements of judgment may play a greater role in the valuation because there is less reliable, objective data available. During periods of thin trading in these markets, the spread between bid and asked prices is likely to increase significantly and the Fund may have greater difficulty selling its portfolio securities. The Fund will be more dependent on the Manager's research and analysis when investing in high-yield securities.

Repurchase and Reverse Repurchase Agreements Risk

The Fund may use reverse repurchase agreements as a form of leverage to finance its securities investments, and the proceeds from reverse repurchase agreements are generally invested in additional securities. There is a risk that the market value of the securities acquired from the proceeds received in connection with a reverse repurchase agreement may decline below the price of the securities underlying the reverse repurchase agreement that the Fund has sold but remains obligated to repurchase. Reverse repurchase agreements also involve the risk that the counterparty liquidates the securities delivered to it under the reverse repurchase agreements following the occurrence of an event of default under the applicable repurchase agreement by the Fund. In addition, there is a risk that the market value of the securities the Fund retains may decline. If the buyer of securities under a reverse repurchase agreement were to file for bankruptcy or experiences insolvency, the Fund may be adversely affected. Furthermore, the Fund's counterparty may require it to provide additional margin in the form of cash, securities or other forms of collateral under the terms of the derivative contract. Also, in entering into reverse repurchase agreements, the Fund bears the risk of loss to the extent that the proceeds of the reverse repurchase agreement are less than the value of the underlying securities. In addition, the interest costs associated with reverse repurchase agreements transactions may adversely affect the Fund's results of operations and financial condition, and, in some cases, the Fund may be worse off than if it had not used such instruments.

Fixed Income Securities

Although not its primary strategy, the Fund may invest in fixed income securities. Investments in these securities may offer opportunities for income and capital appreciation, and may also be used for temporary defensive purposes and to maintain liquidity. Fixed income securities are subject to the risk that the issuer or guarantor cannot make principal and interest payments and are subject to price volatility as a result of interest rates, creditworthiness of the company and general market dynamics.

Options and Warrants

Certain debt investments may be convertible, by the terms thereof, into equity securities after a triggering event. These equity securities will generally be the most junior in what typically will be a complex capital structure, and thus subject to the greatest risk of loss. Depending on fluctuations in the equity markets and other factors, warrants and other equity securities may become worthless.

When the Fund holds an option or warrant, it runs the risk that it will lose its entire investment in such option or warrant in a relatively short period of time, unless the Fund exercises such option or warrant or enters into a closing transaction with respect to such option or warrant during the life of such option or warrant. If the price of the underlying security does not rise or fall to an extent sufficient to cover the option or warrant premium and transaction costs, the Fund will lose part or all of its investment in such option or warrant. There is no assurance that the Fund will be able to effect closing transactions at any particular time or at any acceptable price.

Non-Rated Securities

The Fund may invest in debt and preferred securities which are non-rated. Non-rated securities are subject to greater risk of loss of principal and interest than higher-rated and comparable non-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings and comparable non-rated securities in the case of deterioration of general economic conditions. The market for non-rated securities is thinner, often less liquid, and less active than that for higher-rated and comparable non-rated securities, which can adversely affect the prices at which these securities can be sold and may even make it impracticable to sell such securities.

Investments in Convertible Debt

The Fund may invest in convertible debt securities to the extent that the Manager believes such investments offer potential for capital appreciation. There is no minimum credit standard that is a prerequisite to the Fund's investment in any security, and most debt securities and preferred stock that offer potential for capital appreciation are likely to be non-investment grade.

A convertible security may be subject to call at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for withdrawal, the Fund generally is required to permit the issuer to withdraw the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could reduce the expected return and otherwise have an adverse effect on the Fund's ability to achieve its investment objectives.

Investments in Highly Leveraged Companies

The Fund's investments are expected to include loans to companies whose capital structure may have significant leverage. Such investments are inherently more sensitive than others to declines in revenues and to increases in expenses and interest rates. Such leveraged capital structures will increase the exposure of the operating companies to adverse economic factors such as downturns in the economy or deterioration in the business of the operating company or its industry.

Investments in Exchange-Traded Funds

To maintain liquidity and to provide ready access to meet capital calls from Underlying EQT Funds, the Fund may invest in exchange-traded funds ("ETFs") designed to track equity indices. ETFs are generally hybrid investment companies that are registered as open-end investment companies or unit investment trusts but possess some of the characteristics of closed-end funds. ETFs in which the Fund may invest typically hold a portfolio of common stocks that is intended to track the price and dividend performance of a particular equity index.

The risks of investment in an ETF typically reflect the risks of the types of instruments in which the ETF invests. When the Fund invests in ETFs, investors in the Fund bear indirectly their proportionate share of their fees and expenses, as well as their share of the Fund's fees and expenses related to such ETF investments. As a result, an investment by the Fund in an ETF could cause the Fund's operating expenses (taking into account indirect expenses such as the fees and expenses of the ETF) to be higher and, in turn, performance to be lower than if it were to invest directly in the instruments underlying the investment company or ETF. The trading in an ETF may be halted if the trading in one or more of the ETF's underlying securities is halted.

The risks of ETFs designed to track equity indices may include passive strategy risk (the ETF may hold constituent securities of an index regardless of the current or projected performance of a specific security or a particular industry, market sector, country, or currency, which could cause returns to be lower or higher than if an active strategy were used), non-correlation risk (the ETF's return may not match the returns of the relevant index), equity securities risk (the value of equity securities will rise and fall in response to the activities of the company that issued them, general market conditions, and/or economic conditions), market trading risks (the ETF faces market trading risks, including

losses from trading in secondary markets and disruption in the creation/redemption process of the ETF), and concentration risk (to the extent the ETF or underlying index's portfolio is concentrated in the securities of a particular geography or market segment, the ETF may be adversely affected by the performance of that market, may be subject to increased price volatility, and may be more susceptible to adverse economic, market, political, or regulatory occurrences affecting that market). The market value of ETF shares may differ from their net asset value per share. This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the value of the underlying investments that the ETF holds. There may be times when an ETF share trades at a premium or discount to its net asset value.

The Fund's purchase of shares of ETFs may result in the payment by Fund investors of additional management fees. While the Manager may consider such fees in determining whether the Fund should invest in an ETF, such consideration will be only a part of the Manager's general considerations when determining the investment and liquidity management strategy of the Fund. The return on the Fund's investments in ETFs may be reduced by the operating expenses, including any investment advisory and administrative fees, of such ETFs.

Risks Associated with the Nature and Structure of the Fund

Key Executives

The success of the Fund will depend in substantial part on the ability of executives of the Underlying EQT Funds to locate, identify and assist in developing appropriate investments as part of the advisory services they provide on behalf of the relevant investment advisor either directly or indirectly to the Manager. There can be no assurance that such executives will continue to be employed or otherwise engaged by, or provide advisory services on behalf of, the applicable investment advisor directly or indirectly to the Manager with respect to the Underlying EQT Funds (whether at all or to the extent originally envisaged), nor that suitable replacements will be found should they for whatever reason cease to devote sufficient time, energy and resource to advising the Manager with respect to the activities of the Underlying EQT Funds. In particular, given the Fund is structured as an "open-ended" fund without a fixed term for making and realising investments, Shareholders should expect changes in personnel at the Manager and connected with Underlying EQT Funds, in addition other professionals generally involved in the activities of the Fund and its investments, over time. There can be no assurance that the current officers and managers of the Manager will continue to be employed or otherwise engaged by the Manager with respect to its activities as the manager of the Fund, nor that suitable replacements will be found should any such officers or managers for whatever reason cease to devote sufficient time, energy and resource to their respective responsibilities relating to the Fund. As a result, the Fund's performance could be adversely affected should one or more of such persons cease to be involved in the activities of the Fund to the extent originally envisaged (whether, in the case of the executives of the Underlying EQT Funds, providing advisory services directly or indirectly to the Manager or, in the case of the officers or managers of the Manager, in a management capacity with respect to the Fund).

In addition, Shareholders should note that historic investments of relevant Underlying EQT Funds have benefitted from advice provided to the general partner, manager and/or operator of those funds by former EQT advisory partners or other executives who are no longer employed or engaged by EQT Partners or who do not work in the relevant advisory team or as officers, directors or managers of the Manager (or the general partners, managers and/or operators of the Funds). Furthermore, the composition of the members of the EQT's advisory teams may change over time and the investment advice given to the Manager, and the decisions to be taken by the Manager in respect of the Fund and the execution of the transactions by the Manager on behalf of the Fund, may be given or made (as the case may be) by certain persons different from those involved in prior Underlying EQT Funds or initially involved with the Fund. Shareholders should accordingly attach qualified consideration to the investment performance of the Underlying EQT Funds as presented in this Prospectus and/or any offering documents in connection with the Fund and note that such former EQT advisory partners, in a direct or indirect advisory capacity to the Manager, or such other former executives or officers, directors or managers of the Manager (or the general partners, managers and/or operators of the Underlying EQT Funds), will not be involved in the activities of the Fund.

Sponsor Concentration Risk

The Fund expects to allocate a significant majority of its assets in Investments which will be managed, operated and/or advised by EQT, and therefore may be less diversified, and more subject to concentration risk and/or sponsor-specific

risk, than other funds of funds. In particular, the Fund will be susceptible to contagion such that events which negatively impact EQT or another EQT Fund may adversely affect the Fund on the basis that EQT is the alternative investment fund manager of the Fund. This may particularly be case where EQT or one or more EQT funds suffers an adverse reputational, regulatory or similar impact, which negatively affects the Manager's ability to perform its role in respect of the Fund and/or cause Shareholders redeem their Shares where they otherwise would not have (and hence potentially limit the Fund's ability to operate its investment strategy).

Broken Deal Expenses

The Manager will expend significant resources and may incur significant costs in relation to a potential investment for the Fund which does not proceed to completion. Such costs (including any related VAT) will be borne by the Fund and may not necessarily be recoverable, particularly if the Fund's bid for the investment is unsuccessful or if the investment is not completed in full for any other reason. It is expected that a similar approach will be taken in respect of Underlying EQT Funds' potential investments.

Carried Interest

The carried interest is based on the performance of the Underlying EQT Funds and the Fund's Co-Investments which may create an incentive for the Underlying EQT Funds' managers and the Manager to identify and make investments that are more speculative than would otherwise be the case. The manner in which the carried interest is determined may result in a conflict between the Underlying EQT Funds' managers and the Fund (as an interest holder in such Underlying EQT Funds) and the Manager's interests and the interests of the Shareholders with respect to the sequence and timing of disposals of investments. In addition, while Underlying EQT Fund's managers and the Manager generally intend to seek to maximise returns for the Underlying EQT Fund and the Fund (as applicable) as a whole, they may be incentivised to operate the Underlying EQT Funds and the Fund (as applicable), including to hold and/or sell investments, in a manner that takes into account carried interest.

Furthermore, in respect of carried interest borne by the Fund for a Co-investment, the Manager in its discretion may or may not procure this to be calculated on a cross-aggregated basis with one or more other Co-Investments such that, the amount of carried interest borne in respect of a Co-Investment may be impacted by the performance of other Co-Investments.

Syndication Risk

Investment concentration limits may in certain circumstances be exceeded in order to allow an investment to be completed prior to its syndication. There can be no guarantee that such syndication will be achieved and, therefore, the Fund could potentially end up with fewer investments than would be the case if syndication was achieved. Furthermore, to the extent that the proceeds of subscriptions to the Fund are less than expected, the Fund may invest in fewer investee companies and therefore be less diversified than would be the case with a larger fund.

Risks Regarding Disposals of Investments

In connection with the disposition of an investment in an investee company, the Fund may be required to make representations about the business and financial affairs of the investee company typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities laws. The Fund may also be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in the incurrence of contingent liabilities for which reserves or escrow accounts may be established.

Indemnity Risk

The Fund will indemnify or reimburse the Manager or any other member of the EQT Firm and their and ENXF SICAV's respective managers, directors, officers, partners, agents, consultants and employees and members of the IAC, from and against any and all claims, liabilities (including liabilities in contract, tort or otherwise), together with any fees, costs or expenses arising in connection with their respective activities for the Fund (including losses and liabilities arising due to a representative of the Manager or other member of the EQT Firm serving on the board of an investee company). In each case, such liabilities may be material. Such indemnification or reimbursement obligations of the Fund would be payable from the assets of the Fund and may impact the NAV and the price per Share of the

Fund. The Fund may also indemnify the depository, sub-custodians and other service providers, subject to applicable laws. Such indemnification or reimbursement obligations of the Fund may impair the financial condition of the Fund and its ability to acquire assets or otherwise achieve its investment objective or meet its obligations.

Borrowing Risk

The Fund may utilise debt in funding its investments as well as the relevant investee company itself, which exposes the financial performance of these investments to adverse economic factors such as a rise in interest rates. There is no guarantee that investments will be able to obtain required borrowing at reasonable rates. The value of any investment funded with borrowing may be significantly reduced should that investment be unable to generate sufficient cash flow to meet both debt servicing obligations and/or pay distributions to the Fund.

Any such borrowings may be secured or otherwise supported with the Fund's assets (e.g. pursuant to an equity commitment letter or similar). The use of such borrowings is generally intended to enhance any rises in the value of the Fund's investments and income, but would have the opposite effect when the value of the Fund's investments is falling. There can be no assurance that the Fund will be able to obtain any financing for the purpose of making investments or that the Fund will seek any such financing for the purpose of making an investment. In addition, breach of financing arrangements such as financial covenants could give rise to losses and the Fund could be forced to sell investments at less than market value or cost, amongst other remedies which may be available to a lender in respect of the Fund.

Co-Investment

The Fund may invest in investee companies alongside financial, strategic or other third-party co-investors. Investments alongside co-investors will involve risks which may not be present in investments without a co-investor, including the possibility that a co-investor's interests are inconsistent with those of the Fund or that a co-investor may be able to take actions contrary to the Fund's investment policy or may become bankrupt or otherwise default on its obligations.

Non-Controlling Investments; Third Party Involvement

While the manager of an Underlying EQT Fund will generally seek to ensure that the Underlying EQT Fund is able to at least exercise a significant influence in respect of investee companies (such that it is able to participate in the development of the relevant investee company, for example, through board representation or other means, the Underlying EQT Fund may be a minority investor in some of its investee companies, including in circumstances where it acquires securities that are subordinated vis-à-vis other securities as to economic or management rights or other attributes, and therefore might not always be in a position to protect its interests effectively, particularly if the relevant investee company pursues objectives which are inconsistent with those of the Fund. Although as a condition of making an investment, the Manager expects that appropriate rights generally will be sought to protect the Fund's interests, there can be no assurance that such rights will be available or that such rights will provide sufficient protection of the Fund's rights. In such cases, the Fund will typically be significantly reliant on the existing management, board of directors and other shareholders of such companies and/or properties, who may not be affiliated with the Fund and whose interests may conflict with the interests of the Fund.

The Fund may co-invest with third parties through consortiums of private investors, partnerships, joint ventures or other similar arrangements. Such investments will involve risks in connection with such third-party involvement, including the possibility that a third-party partner or co-venturer may have financial, legal or regulatory difficulties, resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the Fund, may be in a position to take (or block) action in a manner contrary to the Fund's investment objectives or best interests, or the increased possibility of default by, diminished liquidity or insolvency of, the third party, due to a sustained or general economic downturn. In addition, the Fund may in certain circumstances be liable for the actions of its third-party partners or co-venturers. Furthermore, if a co-venturer defaults on its funding obligations, the Fund may be required to make up the shortfall (and no guarantees can be made that it will be in a position to do so). Investments made with third parties through consortiums of investors, partnerships, joint ventures or other similar arrangements may involve compensation and / or other fees payable to such third-party partners or co-venturer. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments. Further, third parties investing alongside the Fund may charge fees, costs and expenses for services provided in relation to an investee company (which may include, for example, monitoring and/or directors fees) which are not charged by the Fund (or any of its representatives with

respect to the investment) which may reduce the assets and/or value of such investee company, without the Fund (or its representatives) receiving the benefit of such fees, costs and/or expenses charged.

More generally, the use of joint ventures and similar arrangement may limit the degree of control that and Underlying EQT Fund can exercise with respect to certain investee companies.

Follow-on Investments

The Fund may make additional investments in or related to an existing investment. Further, the Fund may participate in an investment alongside one or more third parties, which may include another EQT Fund, including in circumstances where an additional investment is required in respect of an initial investment. In certain circumstances the Fund may be prevented from participating in such additional investment due to having insufficient cash available for investment at the relevant time or as a result of reaching its concentration limit, or other restrictions related to investments. Shareholders in the Fund may not be entitled to participate in any such additional investment by way of co-investment or other arrangement outside of the Fund in order to avoid a dilution of their indirect interest in such investment. Any decision not to participate in follow-on investments may have a substantial negative effect on the existing investment, may result in a lost opportunity for the Fund to increase its participation in a successful enterprise, may result in the Fund's existing investment becoming diluted and/or if the follow-on investment is offered at a discount to market value, may result in a loss of value for the Fund.

Re-Investment

Where the Fund receives income from its investments, it is generally expected that these will be re-invested in the Fund's asset portfolio, for example, by contributing to the purchase of a new Investment or facilitating a follow-on investment in respect of an existing Investment of the Fund's. This may reduce the volume and frequency of distributions made to Shareholders and may not result in corresponding increases in NAV per Share, particularly where the value-impact of such re-investments are difficult to assess.

Warehoused Investments

The Manager may require the Fund to enter into conditional purchase agreements, where the Fund agrees to acquire future warehoused investments: (i) prior to their original acquisition; and/or (ii) prior to the Fund having the requisite available capital to acquire such assets, in each case with such sale being conditional upon the Fund having sufficient available capital in order to acquire the relevant warehoused assets. Pursuant to such conditional purchase agreements, the Fund may be required to purchase such warehoused assets at a price which corresponds to their cost of original acquisition and pay any applicable costs of warehousing. Shareholders should therefore be aware that in such circumstances, the value of such warehoused assets at the time of their purchase by the Fund may be less than the amount the Fund is required to pay in respect of such assets' purchase by the Fund (owing to, for example, a decline in the assets' value since being warehoused and the Fund being required to pay warehousing costs) and this may consequently have an adverse effect on the Fund's NAV per Share. Shareholders should also be aware that such conditional purchase agreements may require the Fund to purchase such warehoused assets at a price which corresponds to their value at the date of purchase, even where such warehoused assets have increased in value since the date the Fund entered in to such conditional purchase agreements.

Share Allocations

Prospective investors should be aware that no guarantee can be made as to the Share allocations that a Shareholder will receive in the Fund, and the amounts subscribed for by a prospective investor may be accepted in whole, in part or not at all, in each case at the discretion of the Manager. For example, depending on the level of demand for interests in the Fund, there may be "scale-backs" in amounts subscribed for by Shareholders and as a result, Shareholders may not receive their full desired allocation in the Fund. Further, no guarantees are made as to how any such "scale-backs" in subscribed for Shares may be made (e.g. whether on a proportionate or some other basis), and accordingly some Shareholders may be "scaled-back" on a disproportionate basis to others, while some may have their subscription accepted in full and therefore suffer no "scale-back" of their subscribed for Shares.

Share Classes and Sub-Funds

It is possible that the Fund and/or one or more of the Underlying EQT Funds will engage in activities that may have adverse consequences on the Fund and/or its investments (including, by way of example only, as a result of laws and

regulations of certain jurisdictions e.g., bankruptcy, environmental, consumer protection and/or labour laws) that may not recognise the segregation of rights, assets and liabilities as between separate Share Classes and/or Sub-Funds and may permit recourse against the assets of not just the Share Class of particular Sub-Fund that has incurred the liabilities, but also the other Share Classes and/or Sub-Funds that also comprise the Fund, which may result in the assets attributable to other Share Classes and/or Sub-Funds being used to satisfy the obligations or liabilities of one or more other Share Classes and/or Sub-Funds.

Side Letters with Shareholders

The Manager and/or the Fund may enter into a side letter or other similar agreement with a particular Shareholder in connection with its admission to the Fund without the approval of any other Shareholder, which may have the effect of establishing rights under, or supplementing the terms of, the Fund Documentation or otherwise providing a right or benefit with respect to such Shareholder in a manner more favourable to such Shareholder than those applicable to other Shareholders. Such rights or terms in any such side letter or other similar agreement may include, without limitation, (i) rights relating to tax and regulatory reporting, (ii) rights relating to confidential information, (iii) Management Allocation incentives and/or discounts, (iv) rights related to carried interest, (v) co-investment rights, (vi) rights related to redemptions, or (vii) rights or terms relating to the particular legal, regulatory, tax or ERISA status or public policy characteristics of a Shareholder or to administrative or operational or written policy requirements applicable to and/or binding on an investor.

The availability of any such rights or benefits are not expected to be available for election by other Shareholders in the Fund.

It is also expected that the Manager will, from time to time, confirm (either orally or in writing) factual matters to incoming Shareholders, make statements of intent or expectation to such Shareholders or acknowledge statements by such incoming Shareholders that relate to the Fund and/or EQT's activities pertaining thereto in one or more respects. These may include, for example, the anticipated or expected allocation of investment opportunities to the Fund generally, and other topics. Any such statements, confirmations, agreements or acknowledgements will not be considered to involve the granting of any legal right or benefit, and the Manager does not intend to conduct any "most favoured nations" or similar process by which Shareholders may elect the benefit of certain provisions granted to other Shareholders, and Shareholders generally will not typically receive notice of any side letter or similar rights granted to other Shareholders (if any). There can be no assurance that any such arrangements will not have an adverse effect on the Fund or that such arrangements will not influence EQT's activities or the operation of the Fund.

Suitability of Investment

An investment in the Fund is not suitable for all investors. An investor must have the financial ability and experience to understand, the willingness to accept, and the financial resources to withstand, the extent of their exposure to the risks and limitations of liquidity inherent in an investment in the Fund. Shareholders with any doubts as to the suitability of an investment in the Fund should consult their professional advisors to assist them in making their own legal, tax, accounting, regulatory (including, where applicable, ERISA) and financial evaluation of the merits and risks of an investment in the Fund in light of their own circumstances and financial condition.

Shareholders acknowledge that the Manager is not advising Shareholders on their participation in the Fund. No representative of the Manager is entitled to lead Shareholders to believe otherwise.

No Independent Advice

The initial terms of the agreements and arrangements under which the Fund is established and will be operated (pending the admission of third party investors) have been or will be established by the Manager and are not the result of any arm's length negotiations or representations of the Shareholders by separate counsel. Prospective Shareholders should therefore seek their own legal, tax and financial advice before making an investment in the Fund.

Intermediate Investment Vehicles and Structures

The Manager currently expects the Fund to make certain or all of its investments through one or more intermediate investment vehicles formed under the laws of Luxembourg and/or other jurisdictions. Such investment vehicles may take the form of, amongst other types of vehicle, a Luxembourg special limited partnership (*société en commandite spéciale*) and/or a Luxembourg private limited liability company (*société à responsabilité limitée*) and, depending on

the specifics of the vehicle in question, may qualify as an AIF. Moreover, as a result of differences arising from the application of tax regimes applicable to Shareholders, certain Shareholders may be subject to higher tax rates on investment returns arising from investments made through such an entity than would otherwise be the case. Similarly, other relevant investment vehicles through which the Fund makes investments may be subject to relevant legal, tax and/or regulatory requirements and a failure to satisfy such requirements could result in adverse legal, tax and/or regulatory consequences for the Fund and its Shareholders. There can be no assurance that any vehicles or structure through which the Fund invests will be beneficial for any particular Shareholders or group of Shareholders, or that any particular tax result for any Shareholder or group of Shareholders will be achieved. In particular, the risk of certain Shareholders, or certain groups of Shareholders, being subject to tax inefficiencies as a result of the structures or vehicles through which the Fund invests, including (but not limited to) a higher rate of taxation, cannot be excluded and will depend on the individual tax circumstances of each Shareholder. The Manager shall not be required to take into account the specific tax status of any particular Shareholder or group of Shareholders in structuring investments and shall have regard to applicable legal, regulatory and other relevant considerations in determining the appropriate structures and vehicles through which investments will be held. For further information, please also refer to the section entitled “*Taxation Risk*” immediately below.

Taxation Risk

There can be no assurance that the structure of the Fund or any investment will be tax efficient for any particular Shareholders or that any particular tax result will be achieved. In particular, the risk of Shareholders being subject to tax inefficiencies, including (but not limited to) taxation under controlled foreign corporation rules or equivalent/similar regulations in their jurisdiction, tax timing disadvantages as a result of their participation in the Fund, or tax inefficiencies arising as a result of the use of certain investment or holding structures for one or more investments by the Fund, cannot be excluded and will depend on the individual tax circumstances of each Shareholder.

The Fund intends to structure its investments taking into account the tax laws, administrative practices, applicable double tax treaties and other rules that should be relevant (hereinafter collectively referred to as “**Tax Laws**”) as well as non-tax considerations. There can be no guarantee that the structure of any investment will be tax efficient for a particular Shareholders or that any particular tax result will be achieved. If the Fund makes investments in a jurisdiction, the Fund, some of its affiliates and/ or the Shareholders may be subject to tax in that jurisdiction or be required to file tax returns in that jurisdiction. Additionally, withholding taxes or other local taxes may be imposed on profits of the Fund from investments in such jurisdiction. Shareholders may not be entitled to a credit in their respective home tax jurisdictions against such taxes. Any Shareholder may be required to provide such information as may reasonably be required by the Manager to enable the Fund to properly and promptly make such filings or elections as the Manager may consider desirable or as required by law or to eliminate or mitigate any tax payment or tax filing obligations that may otherwise be required in a given investment jurisdiction. A failure by a Shareholder to comply with such requests for information may cause Shareholders to be subject to significant taxation in such jurisdictions in certain circumstances. For more information, please refer to Section 13: “*Regulatory and Tax Considerations*” of this Prospectus.

Tax Laws are complex and quite often not completely clear, and the tax consequences of a particular structure chosen might be questioned or might be subject to challenge by the relevant tax authority in the country concerned. Furthermore, Tax Laws might change, and, therefore, tax consequences in connection with a particular investment by the Fund might change after it has been implemented, or be retroactively applied due to such changes in tax law.

In certain situations, investment proceeds will not always be allocated exactly in line with the respective Shares of Shareholders to the Fund (e.g. in circumstances where Shareholders participate in different Share classes). Prospective Shareholders in the Fund should be aware that any such disproportionate allocation of investment proceeds may result in an increased tax burden according to the tax laws, rules and regulations applicable to a Shareholder in its home jurisdiction and, accordingly, such prospective Shareholders are encouraged to seek their own specialist tax and other professional advice, as appropriate, in order to fully assess the risks involved with any such disproportionate allocation of income and any resulting adverse tax or other implications for the prospective Shareholder.

For more information, Shareholders should refer to Section 13: “*Regulatory and Tax Considerations*” of this Prospectus and are urged to consult their own tax advisors with reference to their specific tax situations prior to making an investment in the Fund.

Permanent Establishment Risk

The Fund or Shareholders could become subject to unforeseen taxation in any jurisdiction in which the Fund operates, is managed, is advised, is promoted or invests. While it is intended that the activities of the Fund and the Manager should not create a permanent establishment or other form of taxable presence of the Fund in any jurisdiction in which the Fund or the Manager operates or invests, there is a risk that the relevant tax authorities in one or more of such jurisdictions could take a contrary view. If for any reason the Fund is held to have a permanent establishment or other such presence in any such jurisdiction, the Fund or Shareholders could be subject to significant taxation in such jurisdiction and in order to mitigate such a tax exposure, certain filings may need to be made and any Shareholder may be required to provide such information as may be reasonably required by the Manager in order to mitigate such tax exposure in respect of such Shareholder. In addition, taxes incurred in such jurisdictions by the Fund may not be creditable or deductible by the Fund or the Shareholders in their respective jurisdictions.

Investments in Open Market Purchases; Publicly Traded Securities.

The Fund may invest in securities that are publicly traded and are, therefore, subject to the risks inherent in investing in public securities. When investing in public securities, the Fund may be unable to obtain financial covenants or other contractual governance rights. Moreover, the Fund may not have the same access to information in connection with investments in public securities, both before and after making the investment, as compared to privately negotiated investments. Furthermore, the Fund may be limited in its ability to make investments, and to sell existing investments, in public securities if the Manager or other EQT businesses have material, non-public information regarding the issuer or as a result of other policies or requirements. In addition, securities acquired of a public company may, depending on the circumstances and securities laws of the relevant jurisdiction, be subject to lock-up periods.

Investment via Master-Feeder Structure

The Fund invests through a “master-feeder” structure. The “master-feeder” fund structure presents certain unique risks to investors. For example, a smaller feeder fund investing in the master fund may be materially affected by the actions of a larger feeder fund investing in the master fund. If a larger feeder fund withdraws from the master fund, the remaining feeder fund may experience higher *pro rata* operating expenses, thereby producing lower returns. The master fund may become less diverse due to a withdrawal by a larger feeder fund, resulting in increased portfolio risk. The master fund is a single entity and creditors of the master fund may enforce claims against all assets of the master fund. In addition, certain conflicts of interest may exist due to different tax considerations applicable to ENXF SICAV and other feeder funds. Due to regulatory, tax and/or other considerations that may be applicable to the Fund, certain investments may be made through subsidiaries, some of which may be taxable as corporations, which may reduce the overall return to all investors, including the Shareholders in the Fund.

Illiquid and Long-Term Investments

Most of the Fund’s investments will be highly illiquid, and there can be no assurance that the Fund will be able to realize on any investment at any given time, notwithstanding the need to do so. Although investments by the Fund may generate current income, the return of capital and the realization of gains, if any, from an investment will generally occur only upon the partial or complete disposition or refinancing of the investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after such investment is made. Underlying EQT Fund and Co-Investment interests are relatively illiquid in that there may not be ready buyers available and willing to pay fair value at the time the Fund desires to sell. Moreover, an investment that initially consists of an interest in assets may be exchanged, contributed or otherwise converted into private or publicly-traded stock of a corporation, interests in a limited liability company or other interests or assets (and vice-versa), and any such exchange, contribution or conversion will likely not constitute a disposition of the type that results in investors receiving distributions. In addition, the Fund will generally not be able to sell its securities publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases the Fund may be prohibited by contract or legal or regulatory reasons from selling certain securities for a period of time. Moreover, if it is determined that the Fund will dissolve, the Fund may make investments which may not be advantageously disposed of prior to the date that the Fund will be dissolved.

Future Investment Techniques and Instruments

Subject to the terms of the Articles, this Prospectus and applicable law, the Fund may employ new investment techniques or invest in new instruments that the Manager believes will help achieve the Fund’s investment objectives, whether or not such investment techniques or instruments are specifically described herein. Such investments may

entail risks not described herein. New investment techniques or instruments may not be thoroughly tested in the market before being employed and may have operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to the Fund. In addition, any new investment technique or instrument developed by the Fund may be more speculative than earlier investment techniques or instruments and may involve material and unanticipated risks.

Risk of Limited Number of Investments; Lack of Diversification

The Fund will not directly or indirectly invest more than 20% of its NAV at the time of acquisition in any single Investment; provided, that no remedial action will be required if such restriction is exceeded for any reason other than the acquisition of a new Investment (including the exercise of rights attached to investments).

This 20% diversification requirement will not apply during a ramp-up period of up to three years after the first subscription by a non-EQT investor is accepted. For purposes of this restriction, the Fund will treat its proportionate interest in each of the Fund's Investments as an Investment for the Fund's investment limitations. There is no limit on the amount of investments the Fund can make in the Underlying EQT Funds, and such investments may represent a substantial portion of the Fund's overall portfolio. The Underlying EQT Funds may be subject to investment restrictions themselves.

Despite these restrictions, the Fund can participate in a limited number of investments and, as a consequence, the aggregate return of the Fund may be substantially affected by the unfavorable performance of even a single investment. Furthermore, although the Fund could make an acquisition with the intent to refinance all or syndicate a portion of the capital invested (directly or by selling assets), there is a risk that any such planned refinancing or syndication may not be completed, which could result in the Fund holding a larger percentage of the Fund's NAV in a single investment and asset type than desired and could result in lower overall returns. Other than these restrictions and others set forth in this Prospectus, investors have no assurance as to the degree of diversification in the Fund's investments, either by geographic region or asset type.

Broad Strategy

Except for a requirement to invest in Underlying EQT Funds and alongside EQT Funds, broadly defined, the Manager is expected to implement on behalf of the Fund whatever strategies or discretionary approaches within such broad mandate the Manager believes from time to time may be best suited to prevailing market conditions. There can be no assurance that the Manager will be successful in applying any strategy or discretionary approach to the Fund's trading or investment activities. The investment strategies of these entities may involve risks that are not described in this Prospectus. Such risks could prove substantial and therefore investments in the Fund are suitable only for investors that are able to bear the potential loss of their entire investment.

Adequacy of Reserves

The Fund may establish holdbacks or reserves, including for estimated accrued expenses, Management Allocations, pending or anticipated liabilities, investments, claims and contingencies relating to the Fund. Estimating the appropriate amount of such reserves is difficult and inadequate or excessive reserves could impair the investment returns to Shareholders. If the Fund's reserves are inadequate and other cash is unavailable, the Fund may be unable to take advantage of attractive investment opportunities or protect its existing investments. Further, the creation of reserves to cater for potential liabilities may necessitate imposing limitations on redemptions to ensure the Fund is able to meet any such liabilities. In addition, the allocation of investment opportunities among the Fund and Other EQT Accounts may depend, in part, on their respective reserves at the time of allocating the opportunity, possibly resulting in different investment allocations if any such reserves are inadequate or excessive.

Deployment of Capital

In light of the nature of the Fund's continuous offering in relation to the Fund's investment strategy and the need to be able to deploy potentially large amounts of capital quickly to capitalize on potential investment opportunities, if the Fund has difficulty identifying and investing in Investments on attractive terms, there could be a delay between the time it receives net proceeds from the sale of Shares in this or subsequent offerings or as part of any private offering and the time the Fund invests the net proceeds. The Fund may also from time to time hold cash pending deployment into investments or have less than its targeted leverage, which cash or shortfall in target leverage may at times be significant, particularly at times when the Fund is receiving high amounts of offering proceeds and/or times when

there are few attractive investment opportunities. Such cash may be held in an account for the benefit of Shareholders that may be invested in money market accounts or other similar temporary investments, each of which are subject to the Management Allocation (where such cash is committed for investment but not yet deployed) and carried interest.

In the event the Fund is unable to find suitable investments such cash may be maintained for longer periods which would be dilutive to overall investment returns. This could cause a substantial delay in the time it takes for a Shareholder's investment to realize its full potential return and could adversely affect the Fund's ability to pay regular distributions of cash flow from operations to Shareholders. It is not anticipated that the temporary investment of such cash into money market accounts or other similar temporary investments pending deployment into investments will generate significant interest, and Shareholders should understand that such low interest payments on the temporarily invested cash may adversely affect overall returns. In the event the Fund fails to timely invest the net proceeds of sales of Shares or does not deploy sufficient capital to meet its targeted leverage, the Fund's results of operations and financial condition may be adversely affected.

In-Kind Remuneration

The Manager or the Carried Interest Recipient may determine the Management Allocation or the Co-Investment Carried Interest, as applicable, to be satisfied in the form of the Fund's Shares or units or interests of the ENXF (Master) FCP, ENXF Aggregator SCSp or one or more Co-Investment Vehicles in lieu of certain fees or distributions which may have a dilutive effect in respect of Shareholders' interests in the underlying assets of the Fund. The holders of all units of the ENXF (Master) FCP or ENXF Aggregator SCSp are entitled to receive cash from operations *pro rata* with the distributions being paid to the Fund and such distributions to the holder of units of the ENXF (Master) FCP or ENXF Aggregator SCSp will reduce the cash available for distribution to the Fund and to its Shareholders. Furthermore, under certain circumstances units of the ENXF (Master) FCP or ENXF Aggregator SCSp held by the Manager or the Carried Interest Recipient are required to be redeemed, in cash at their election, and there may not be sufficient cash to make such a redemption payment; therefore, the Fund may need to use cash from operations, borrowings, offering proceeds or other sources to make the payment, which will reduce cash available for distribution to Shareholders or for investment in the Fund's operations. Redemptions of the Fund's Shares or ENXF Aggregator SCSp units used to satisfy the Management Allocation are not subject to the quarterly volume limitations, the Lock-Up or the Early Redemption Deduction, and such sales receive priority over other Shares being put for redemption during such period. Redemptions of the Fund's Shares or units or ENXF Aggregator SCSp units distributed to the Carried Interest Recipient with respect to its Co-Investment Carried Interest are not subject to the quarterly volume limitations, the Lock-Up or the Early Redemption Deduction, and such sales receive priority over other Shares being put for redemption during such period.

In-Kind Redemptions and Distributions to Shareholders

In certain circumstances ENXF SICAV may distribute securities and other assets to Shareholders that are not freely traded on an exchange or are otherwise illiquid, including in connection with redemption proceeds. The risk of losses in respect of any such assets or securities (including as a result of any delay in liquidating such assets or securities) will be borne by the Shareholders receiving such assets or securities, with the result that Shareholders could receive less cash than was reflected in the fair value of such assets or securities as determined pursuant to this Prospectus. In addition, when investments are distributed to Shareholders in-kind, such Shareholders could then become minority holders of interests in, or lenders to, the investments (or former investments) of the Fund and might be unable to protect their interests effectively. No assurances can be given as to how the specific assets or securities to be distributed to Shareholders in such circumstances will be selected and the Manager (as a delegate of the Board of Directors) will have discretion to select such assets or securities for distribution as it deems appropriate. In the event that any in-kind distributions are made to Shareholders, the independent auditor of ENXF SICAV or any other auditor qualifying as *réviseur d'entreprises agréé* shall establish a report in respect of the in-kind distribution.

Investments in Underlying EQT Funds

General Risks

The Fund shall invest in the Underlying EQT Funds as a means to gain exposure to investments, subject to the terms and conditions of the Underlying EQT Funds' governing documents and offering materials. Such investments are expected to represent a substantial portion of the Fund's overall portfolio, particularly in the early stages of its operations. It is expected the Fund will bear carried interest, management fees or other compensation allocated to the

Manager, the Underlying EQT Funds' general partners or any of their affiliates with respect to the Fund's investments into the Underlying EQT Funds. The Fund may also indirectly bear other expenses of the Underlying EQT Funds, including all investment related expenses and expenses paid to affiliates of the Manager, administrative expenses and other expenses included in the definition of "*Fund Expenses*" above as applicable to the Underlying EQT Funds.

The Manager may face conflicts of interest in determining whether to invest the Fund's assets in the Underlying EQT Funds. Shareholders acknowledge that (i) the Underlying EQT Funds' general partners, manager and their affiliates may receive (a) fees relating to the investments for any management, group purchasing, healthcare consulting/brokerage, capital markets (including with respect to syndications or placements of debt and/or equity securities or instruments issued by portfolio companies or entities formed to invest therein), credit origination, loan servicing, property, title and/or other types of insurance (including brokerage and/or placement thereof), data management services, management and other consulting and other similar operational matters performed by the Underlying EQT Funds' general partner, manager or their affiliates on arm's-length terms and at competitive market rates, (b) fees for advisory services (including investment banking services, including underwriting) provided to entities (or with respect to assets) in which the Fund, directly or indirectly, has an interest, on arm's length terms and at competitive market rates and (c) fees at market rates for any other services for the Fund or the person representing the investment and (ii) the Fund's Management Allocation shall not be reduced by any portion of such fees and the Fund and the Shareholders will not receive the benefit of any such fees.

Multiple Levels of Fees and Expense versus Direct Investment

In addition to the direct expenses and management costs borne by the Fund, it may also bear its pro rata share of certain expenses and management costs incurred directly or indirectly by Underlying EQT Funds and/or Co-Investment Vehicles in which it invests. This would result in more expenses being borne (indirectly) by Shareholders than if the Shareholders were able to invest directly in the Underlying EQT Funds and/or Co-Investment Vehicles. As further described in Section 7: "*Fees, Allocation and Expenses of the Fund-Interaction of Management Allocation and Underlying EQT Fund PPS – No Double Recovery*", the Manager will make arrangements to avoid Shareholders indirectly bearing any such priority profit share (or the equivalent) and/or management fees (or the equivalent) in addition to the Management Allocation (with the general intention that there should be no 'double-recovery'), including by arranging for the Management Allocation in any relevant period to first be applied in satisfaction of all or any portion of the Underlying EQT Fund PPS (and therefore reducing the Management Allocation (if any) to be received by the Manager by an equivalent amount).

When the Fund invests in Underlying EQT Funds and/or Co-Investment Vehicles, there will be organisational and operating expenses associated with such investments that the Fund will bear a portion of. These various levels of costs and expenses will be charged whether or not the performance of the Fund generates positive returns. As a result, the Fund, and indirectly the Shareholders, may bear multiple levels of expenses, which in the aggregate would exceed the expenses which would typically be incurred by an Investment in a single fund investment, and which would offset the Fund's profits. In addition, because of the fees and expenses payable by the Fund pursuant to such investments, its returns on such investments will be lower than the returns to a direct investor in the Underlying EQT Funds and/or Co-Investment Vehicles.

Risks Related to Borrowings by Underlying EQT Funds; Subscription Line of Credit

Borrowings by the Underlying EQT Funds can be secured by the undrawn commitments of their limited partners or by their assets. In connection therewith, to the extent the Fund becomes a limited partner of any of the Underlying EQT Funds, it may be required to execute an investor acknowledgement for the benefit of the lenders to the relevant Underlying EQT Funds under the subscription credit facility and may be required to acknowledge its obligations to pay its share of indebtedness up to the Fund's undrawn commitments. If an Underlying EQT Fund in which the Fund makes an investment defaults on indebtedness secured by an investment, the lender may foreclose, resulting in a loss of the entire investment, and such Underlying EQT Fund could thereafter issue a drawdown notice for the purpose of repaying the secured indebtedness, depending on its terms. In connection with one or more subscription credit facilities entered into by an Underlying EQT Fund in which the Fund makes an investment, distributions to its limited partners, including the Fund, may be subordinated to payments required in connection with any indebtedness contemplated thereby. The exercise by any lenders of their drawdown right under a subscription credit facility would reduce the amount of capital otherwise available to an Underlying EQT Fund for making investments and may negatively impact such Underlying EQT Fund's ability to make investments or achieve its investment objectives.

Risks Related to Subscriptions to Underlying EQT Funds.

Investors in an Underlying EQT Fund make capital commitments and become limited partners to a partnership which comprises such Underlying EQT Fund. The Fund (through the ENXF Aggregator SCSp) will be treated as a single limited partner in such Underlying EQT Fund for purposes of commitments to such Underlying EQT Fund. The Underlying EQT Funds generally draw down commitments on an as-needed basis. Pending capital calls, the Fund may use committed capital to make other investments, however, the Fund may need to make more investments in liquid assets than it otherwise would in order to be able to quickly raise proceeds to meet capital calls for its commitments to an Underlying EQT Fund, which could adversely impact the Fund's total return. There is no guarantee that the Fund's capital commitments to an Underlying EQT Fund will be called on an efficient basis or at all.

Risks Related to Illiquidity of Underlying EQT Funds

Investors in an Underlying EQT Fund generally may not redeem or transfer their interest in such Underlying EQT Fund without such Underlying EQT Fund's general partner, operator or manager (as the case may be) providing prior consent and are generally expected to participate for the length of the term of such Underlying EQT Fund.

As a result, the Fund's investment in units of an Underlying EQT Fund will generally be illiquid and should not be relied upon by Shareholders as a source of liquidity for the Fund's own redemption programme. This means that the Fund may need to make more investments in liquid assets than it otherwise would in order to support potential redemption requests, which could adversely impact the Fund's total return.

Risks Related to Clawback and Recall Obligations

Underlying EQT Funds and/or Co-Investment Vehicles may make distributions to the Fund that are subject to clawback or recall arrangements with such Underlying EQT Funds and/or Co-Investment Vehicles, or their general partner, manager and/or operator (as applicable). Generally, clawback arrangements are used for the purpose of meeting unforeseen liabilities of the relevant Underlying EQT Fund and/or Co-Investment Vehicle and may, but will not necessarily, be limited in time and quantum. In addition Underlying EQT Funds and/or Co-Investment Vehicles may set up arrangements such that they are able to recall distributions made to their investors (or possibly withhold such distributions from being made) for the purpose of making further investments and/or meeting fees, costs, expenses and liabilities. Accordingly, the Fund may: (i) not receive distributions it otherwise would have assuming no such clawback or recall arrangements, (ii) set aside and retain amounts that it could otherwise reinvest or distribute to Shareholders in anticipation of any such clawback or recall obligations being invoked, and/or (iii) engage one or more lenders (which may include one or more members of the EQT Firm) to provide the Fund with a credit facility which can be utilised, in each case for the purpose of making such clawback or recall payments pending amounts otherwise becoming available to satisfy such payments. Amounts set aside to fund clawback or recall payments will reduce the amount of funds available for distribution to Shareholders or additional investments by the Fund, as well as reducing liquidity and amounts available to meet redemption requests assuming no such clawback or recall arrangements existed. Amounts utilised from a credit facility would like incur fees, costs, expenses and liabilities for the Fund that would not have if such credit facility was not utilised.

Default and Forfeiture of Interest

Investors in an Underlying EQT Fund are generally required to fund capital calls and provide certain information within a specified amount of time (for example, 10 business days) and, where an investor does not comply with one or more of these requirements, the manager of such Underlying EQT Fund may treat such investor as being in default. The penalties of being in default include the defaulting investor paying an amount of interest during such time that the investor is in default and forfeiture or redemption of the defaulting investor's interest in such Underlying EQT Fund without adequate compensation. Consequently, where the Fund is an investor in an Underlying EQT Fund and is treated as being in default, Shareholders should be aware of the risk of additional costs and loss of investment by the Fund that may be incurred by the Fund in connection with being in default and of the Fund's interest in such Underlying EQT Fund being forfeited or redeemed. Any such default events may adversely affect the value of the Fund's portfolio and therefore its NAV per Share.

Underlying EQT Fund Representation, Warranty and/or Indemnification Risk

The Fund may agree to indemnify certain of the Underlying EQT Funds and Co-Investment Vehicles and their respective managers, officers, directors, and affiliates from any liability, damage, cost, or expense arising out of,

among other things, acts or omissions undertaken in connection with the management of such Underlying EQT Funds and Co-Investment Vehicles. If the Fund were required to make payments (or return distributions) in respect of any such indemnity, the Fund could be materially adversely affected. Indemnification of sellers of secondary interests in established Underlying EQT Funds may be required as a condition to purchasing such securities.

In addition, the Fund may be required to give representations and/or warranties in its subscription documentation and/or pursuant to governing documents for an Underlying EQT Fund or a Co-Investment Vehicle. In such circumstances, the Fund may incur a liability if the Fund commits a breach in respect of such representations and/or warranties or makes a misrepresentation. Such liability may be material and the assets of the Fund may be used to discharge such liability, adversely impacting the NAV of the Fund, the price per Share and the Fund's ability to acquire assets or otherwise achieve its investment objective or meet its obligations.

Change of Control of Underlying EQT Funds

While the manager of an Underlying EQT Fund will intend for the Underlying EQT Fund to be managed by a member of the EQT Firm or its affiliates, investors in the Underlying EQT Fund may cause a change in management of the Underlying EQT Fund. Although as a condition of making an Investment, the Manager expects that appropriate rights generally will be sought to protect the Fund's interests in an Underlying EQT Fund, there can be no assurance that such rights will be available or that such rights will provide sufficient protection of the Fund's rights in case of a change of management of an Underlying EQT Fund. In such cases, the Fund will typically be significantly reliant on the other existing investors of the Underlying EQT Fund who may not be affiliated with the Fund and whose interests may conflict with the interests of the Fund.

Secondary Market Purchases

The overall performance of the Fund's secondary market purchases of existing interests in established Underlying EQT Funds will depend in large part on the acquisition price paid, which may be negotiated based on incomplete or imperfect information. Certain such secondary investments may be purchased as a portfolio, and in such cases the Fund may not be able to carve out from such purchases those investments that the Manager considers (for commercial, tax, legal or other reasons) less attractive. Where the Fund acquires an Underlying EQT Fund interest as a secondary investment, the Fund will generally not have the ability to modify or amend such Underlying EQT Fund's governing documents (e.g. limited partnership agreements) or otherwise negotiate the economic terms of the interests being acquired. In addition, the costs and resources required to investigate the commercial, tax and legal issues relating to secondary investments may be greater than those relating to making new capital commitments to an Underlying EQT Fund.

Where the Fund acquires an Underlying EQT Fund interest as a secondary investment, the Fund may acquire contingent liabilities associated with such interest. Specifically, where the seller has received distributions from the relevant Underlying EQT Fund and, subsequently, that Underlying EQT Fund recalls any portion of such distributions, the Fund (as the purchaser of the interest to which such distributions are attributable) may be obligated to pay an amount equivalent to such distributions to such Underlying EQT Fund. While the Fund may be able, in turn, to make a claim against the seller of the interest for any monies so paid to the Underlying EQT Fund, there can be no assurance that the Fund would have such right or prevail in any such claim.

The Fund may acquire secondary investments as a member of a purchasing syndicate, in which case the Fund may be exposed to additional risks including, among other things: (i) counterparty risk, (ii) reputation risk, (iii) breach of confidentiality by a syndicate member, and (iv) execution risk.

Change in EQT Strategies and Business

While Underlying EQT Funds will be part of investment strategies of the EQT Firm, the EQT Firm may dispose of part or all of the business of such investment strategies to third-parties. Although as a condition of making an Investment, the Manager expects that appropriate rights generally will be sought to protect the Fund's interests in an Underlying EQT Fund, there can be no assurance that such rights will be available or that such rights will provide sufficient protection of the Fund's rights in such cases. In such cases, the Fund will typically be significantly reliant on a manager who may not be affiliated with the EQT and whose interests may conflict with the interests of the Fund,

the Shareholders and of the EQT Firm.

Investments in Third-Party Pooled Investment Vehicles

While the Fund is not generally expected to invest in third-party pooled investment vehicles and intends to predominantly invest its capital in Underlying EQT Funds and/or Co-Investment Vehicles, the investment strategy of the Fund may, subject to any required consents and approvals being given, be altered such that the Fund may invest in pooled investment vehicles which are not managed, advised or operated by a member of the EQT Firm. In such circumstances, the Fund will not be responsible for the results of the third-party pooled investment vehicles and third-party fund managers, advisers and/or operators. The following paragraphs set out some of the key potential risks in connection with investments by the Fund in any such third-party pooled investment vehicles, in the event its investment strategy is altered to include these as a potential area of focus.

The management of third-party fund managers, operators and/or advisers (as applicable) may make business, financial or management decisions with which the Manager does not agree or such management may take risks or otherwise act in a manner that does not serve the Fund's interests. The returns of the Fund's investments in such third-party pooled investment vehicles will depend largely on the performance of unrelated third-party fund managers, operators and/or advisers (as applicable) and could be substantially adversely affected by the unfavourable performance and/or practices and policies of such third-party fund managers, operators and/or advisers (as applicable). The performance of a third-party fund manager, operator and/or adviser (as applicable) may also rely on the services of a limited number of key individuals, the loss of whom could significantly adversely affect such third-party fund manager's, operator's and/or adviser's (as applicable) performance.

Third-Party fund managers, operators and/or advisers (as applicable) may enter into new lines of business not anticipated by the Fund at the time the Fund invests in such third-party pooled investment vehicles. Third-party fund managers, operators and/or advisers (as applicable) may also have the ability to change their investment objectives and strategies and economic and other terms after the Fund has made its investments in such third-party pooled investment vehicles and such change in the investment objectives and strategies may be different from the objectives expected at the relevant time by the Manager. The Fund would likely not have the ability to prevent third-party fund managers, operators and/or advisers (as applicable) from taking such action and decisions by such third-party fund managers, operators and/or advisers (as applicable) may negatively impact the performance of the Fund.

It is expected that third-party fund managers, operators and/or advisers (as applicable) would implement leverage arrangements to the Fund with respect to their third-party pooled investment vehicles, which would increase the overall indirect leverage applicable to the Fund's investments. The third-party fund managers, operators and/or advisers (as applicable) may obtain leverage at the "fund" level. The exercise by any lenders of their remedy under a subscription facility to issue drawdown notices to investors in the relevant third-party pooled investment vehicle would reduce the amount of capital otherwise available to such third-party pooled investment vehicle for making investments and may negatively impact its ability to make investments or achieve its investment objectives. In addition, such borrowings may limit the ability of the Fund to use its interests in the relevant third-party pooled investment vehicle as collateral for other indebtedness of the Fund.

In addition, the Fund would likely incur initial and ongoing fees, costs, expenses and liabilities in connection with investments by the Fund in third-party pooled investment vehicles. In such circumstances the Fund is not expected to have the benefit of any 'offset' arrangement (or have the benefit of the arrangement described in Section 7: "*Fees, Allocation and Expenses of the Fund-Interaction of Management Allocation and Underlying EQT Fund PPS – No Double Recovery*") and Shareholders should expect to bear initial and ongoing fees, costs, expenses and liabilities at the level of the Fund and, in connection with the Fund's investment in a third-party pooled investment vehicle, at the level of the third-party pooled investment vehicle.

A third-party pooled investment vehicle may make distributions to the Fund that are subject to clawback or recall arrangements with the relevant third-party fund manager, operator and/or adviser or third-party pooled investment vehicle (as applicable). Accordingly, the Fund may set aside amounts that it could otherwise reinvest or distribute to Shareholders for the purpose of making clawback or recall payments. Amounts set aside to fund clawback or recall payments will reduce the amount of funds available for distribution to Shareholders or additional investments by the Fund. In addition, the Fund may make commitments to Third-Party Pooled Investment Vehicles in excess of the Fund's total capital (see in addition "*Overcommitment Risk*" above). As a result, the Fund may need to retain distributions or take other measures (e.g., borrowing) if the Fund does not generate sufficient cash flow from its

investments to meet these commitments.

Risks related to Valuation and Returns

Valuations

The valuation methodologies used to value certain of the Fund's Investments will involve subjective judgments and projections and may not be accurate. Valuation methodologies will also involve assumptions and opinions about future events, which may or may not turn out to be correct. Valuations of the Fund's Investments will be only estimates of fair value. Because these fair value calculations will involve significant professional judgment in the application of both observable and unobservable attributes, the calculated fair value of the Fund's assets may differ from their actual realizable value or future fair value. Ultimate realization of the value of an asset depends to a great extent on economic, market and other conditions beyond the Fund's control and the control of the Manager and the Fund's independent valuation advisor. Further, valuations do not necessarily represent the price at which an asset would sell, since market prices of assets can only be determined by negotiation between a willing buyer and seller. As such, the carrying value of an asset may not reflect the price at which the asset could be sold in the market, and the difference between carrying value and the ultimate sales price could be material. In addition, accurate valuations are more difficult to obtain in times of low transaction volume because there are fewer market transactions that can be considered in the context of the valuation. There will be no retroactive adjustment in the valuation of such assets, the offering price of the Fund's Shares, the price the Fund paid to redeem the Fund's Shares, NAV-based fees, fees it paid, directly or indirectly, to the Manager or amounts allocated to the Carried Interest Recipient to the extent such valuations prove to not accurately reflect the realizable value of the Fund's assets or the value as set out in financial statements issued subsequent to such valuation. While the Fund believes its NAV calculation methodologies are consistent with standard industry practices, there are other methodologies available to calculate NAV of the Fund (and its constituent entities). The Underlying EQT Funds and any Co-Investment Vehicle established face similar risks with respect to valuation and the Fund, to the extent it has made an investment in one or more Underlying EQT Funds and/or Co-Investment Vehicles, will incorporate the value of such Underlying EQT Funds' and Co-Investment Vehicles' NAV per unit/interest into the Fund's NAV. In addition, the Underlying EQT Funds' and the Co-Investment Vehicle' NAV per unit used to calculate the Fund's NAV may be as of a date several months earlier than the date as of which the Fund's NAV is calculated and, as a result, the Fund's NAV will often not incorporate the current NAV per unit of the relevant Underlying EQT Funds and/or Co-Investment Vehicles.

Changes in Valuations

When the Manager determines the fair value of the Investments, it updates the prior month-end valuations by incorporating the latest available financial data for such Investments, as well as any cash flow activity related to the Investments during the month. The Manager will value The Fund's Investments utilising the valuation methodology it deems most appropriate and consistent with widely recognised valuation methodologies and market conditions. When these valuations are incorporated into the Fund's NAV there may be a material change in the Fund's NAV per Share amounts for each Class of the Fund's Shares from those previously reported. In addition, actual operating results for a given month may differ from what the Fund originally budgeted or forecasted for that month, which may cause a material increase or decrease in the NAV per Share amounts. The Fund will not retroactively adjust the NAV per Share of each class reported for the previous month. Therefore, because a new valuation may differ materially from the prior valuation or the actual results from operations may be better or worse than what the Fund previously budgeted for a particular month, the adjustment to take into consideration the new valuation or actual operating results may cause the NAV per Share for each Class of the Fund's Shares to increase or decrease, and such increase or decrease will occur in the month the adjustment is made.

Limitations of NAV

The Central Administration Agent's determination, under the supervision of the Manager, of the Fund's monthly NAV per Share will be based in part on valuations of each of its Investments, as adjusted each month to incorporate the latest available financial data for such Investments, including any cash flow activity related to such Investments. As a result, the Fund's published NAV per Share in any given month may not fully reflect any or all changes in value that may have occurred since the most recent valuation.

The Manager will review valuation reports and may, but is not obligated to, monitor the Fund's Investments and may engage and notify independent valuation advisors in respect of the occurrence of any Investment-specific or market-

driven event it believes may cause a material impact on the Fund's NAV as a whole and may, but is under no obligation to, adjust the valuation of any Investment based on such events, subject to the review and confirmation for reasonableness by one or more independent valuation advisors selected by the Manager. Any adjustments in the value of the Fund's Investments will be estimates of the market impact of specific events as they occur, based on assumptions and judgments that may or may not prove to be correct, and may also be based on the limited information readily available at that time. In general, the Fund expects that any adjustments to valuations will be calculated promptly after a determination that a material change has occurred and the financial effects of such change are quantifiable by the Manager. In addition, none of the Manager or the general partners, managers and/or operators of the Underlying EQT Funds is obligated to monitor the relevant Underlying EQT Fund's investments for events that could be expected to have a material impact on such Underlying EQT Fund's NAV during a relevant period. As a result, the NAV per Share may not reflect a material event until such time as sufficient information is available and analyzed, and the financial impact is fully evaluated, such that the Fund's NAV may be appropriately adjusted in accordance with the Valuation Policy. Depending on the circumstance, the resulting potential disparity in the Fund's NAV may be in favor or to the detriment of either Shareholders who redeem their Shares, or Shareholders who buy new Shares, or existing Shareholders.

The methods used by the Manager and the Central Administration Agent to calculate the Fund's NAV, including the components used in calculating the Fund's NAV, is not prescribed by rules of the CSSF, the SEC or any other regulatory agency. Further, there are no accounting rules or standards that prescribe which components should be used in calculating the Fund's NAV, and the Fund's NAV is not audited by the Fund's independent registered public accounting firm. The Fund calculates and publishes NAV solely for purposes of establishing the price at which the Fund sells and redeems Shares, and Shareholders should not view the Fund's NAV as a measure of the Fund's historical or future financial condition or performance. The components and methodology used in calculating the Fund's NAV may differ from those used by other companies now or in the future.

In addition, calculations of the Fund's NAV, to the extent that they incorporate valuations of the Fund's assets and liabilities, are not prepared in accordance with Luxembourg GAAP. These valuations may differ from liquidation values that could be realized in the event that the Fund was forced to sell assets.

Additionally, errors may occur in calculating the Fund's NAV, which could impact the price at which the Fund sells and redeems its Shares and the amount of the Management Allocation and carried interest incurred. The Manager has implemented certain policies and procedures to address such errors in NAV calculations. If such errors were to occur, the Manager depending on the circumstances surrounding each error and the extent of any impact the error has on the price at which the Fund's Shares were sold or redeemed or on the amount of the Management Allocation, may determine in its discretion to take certain corrective actions in response to such errors, including, subject to EQT's policies and procedures, making adjustments to prior NAV calculations. Shareholders should carefully review the disclosure of the Valuation Policy and how ENXF SICAV's NAV will be calculated Section 6: "*Valuation and Calculation of Net Asset Value.*"

Uncertainty of Projections

Investment underwriting is based in significant part on estimates or projections of future financial and economic performance, including current and future internal rates of return. Moreover, decisions on how to manage an investment during its hold period are informed by expectations of future performance and projections of operating results, which are often based on management judgments. All of these projections are only estimates of future results that are based upon, among other considerations, assumptions made at the time that the projections are developed, including assumptions regarding the performance of the Fund's investments and assets, the amount and terms of available financing and the manner and timing of dispositions, all of which are subject to significant uncertainty. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. General economic conditions and other events, which are not predictable and may not have been anticipated, can have a material adverse impact on the reliability of such projections. Moreover, other experts may disagree regarding the feasibility of achieving projected returns. The Fund will make investments which may have different degrees of associated risk. The actual realized returns on The Fund's investments may differ materially from the returns projected at the time of acquisition, which are not a guarantee or prediction of future results.

Risk related to Transfers and Liquidity

Market for Shares; Restrictions on Transfers

Shares in the Fund have not been registered under the U.S. Securities Act of 1933, as amended from time to time (the “**Securities Act**”), the securities laws of any U.S. state or the securities laws of any other jurisdiction and, therefore, cannot be sold unless they are subsequently registered under the Securities Act and other applicable securities laws, or an exemption from registration is available. It is not contemplated that registration under the Securities Act or other securities laws will ever be effected. Except in respect of any Shares which are listed on a recognised stock exchange, there is no public market for the Shares in the Fund and one is not expected to develop. Shareholders may be required to represent that they are permitted to subscribe for Shares under applicable securities laws and that they are acquiring their Shares for investment purposes and, save in respect of Shares listed on a recognised stock exchange, not with a view to resale or distribution and that they will only sell and transfer their Shares to an investor sufficiently permitted under applicable securities laws or in a manner permitted by the Articles, this Prospectus and consistent with such laws. A Shareholder will not be permitted to assign, sell, exchange or transfer any of its interest, rights or obligations with respect to its Shares, except where such Shares are listed on a recognised stock exchange or by operation of law, without the prior written consent of the Manager. Shareholders must be prepared to bear the risks of owning Shares for an extended period of time.

Lack of Liquidity

Other than where Shares belonging to a specific Share Class have been listed on a recognised stock exchange, there is no current public trading market for the Shares, and the Manager does not expect that such a market will ever develop. Therefore, redemption of Shares by the Fund will likely be the only way for Shareholders to dispose of their Shares (other than Shares which are listed on a recognised stock exchange). The Fund expects to redeem Shares at a price equal to the applicable NAV as of the Redemption Date and not based on the price at which Shareholders initially purchased their Shares. Subject to limited exceptions: (i) Z Sub-Class Shares redeemed within 18 months following the date of their issuance will be redeemed at 95% of the applicable NAV as of the Redemption Date; and (ii) redemptions of Y Sub-Class Shares will not be permitted within 36 months following the date of their issuance. As a result, Shareholders holding Shares subject to: (i) the Early Redemption Deduction, may receive less than the price they paid for their Shares when they sell them to the Fund pursuant to the Fund’s redemption programme; and (ii) the Lock-Up, will generally not be able to redeem such Shares until the Lock-Up period has completed, irrespective of their performance or such Shareholders’ circumstances (including liquidity requirements). See Section 5: “*Subscriptions, Redemptions and Other Transactions*”.

For the relevant quarterly period, the NAV of total Net Redemptions (without duplication) across the Fund, including redemptions at all Parallel Entities and the ENXF Aggregator SCSp (but excluding any Early Redemption Deduction applicable to the redeemed Shares), is generally limited to 5% of NAV of the Fund (measured using the average of the Fund NAV as of the end of each of the three months immediately prior to the month in which the Redemption Date falls), except in the event of exceptional circumstances described below.

In exceptional circumstances and not on a systematic basis, ENXF SICAV may make exceptions to, modify or suspend, in whole or in part, the redemption programme if in the Manager’s reasonable judgment it deems such action to be in the Fund’s best interest and the best interest of the Fund’s investors, such as when redemptions of Shares would place an undue burden on the Fund’s liquidity, adversely affect the Fund’s operations, risk having an adverse impact on the Fund that would outweigh the benefit of redemptions of Shares (including, for example, in circumstances where meeting Redemption Requests would necessitate the sale or realisation of assets at a material undervalue) or as a result of legal or regulatory changes. Material modifications, including any amendment to the 5% quarterly limitations on Net Redemptions and suspensions of the redemption programme will be promptly disclosed to Shareholders. If the redemption programme is suspended, the Manager will be required to evaluate on a quarterly basis whether the continued suspension of the redemption programme is in the Fund’s best interest and the best interest of the Fund’s investors.

In the event that, pursuant to the limitations above, not all of the Shares submitted for redemption during a given quarter are to be accepted for redemption by ENXF SICAV, Shares submitted for redemption during such quarter will be redeemed on a *pro rata* basis (measured on an aggregate basis (without duplication) across the Fund if applicable). All unsatisfied Redemption Requests will be automatically resubmitted for the next available Redemption Date, unless such a Redemption Request is withdrawn or revoked by a Shareholder before such Redemption Date in the manner as described above in Section 5: “*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*”. Settlements of any redemptions will generally be made within 15 Business Days following the NAV Publication Date in respect of the month in which the applicable Redemption Date falls. As a result Shareholders will experience

significant delays in realizing liquidity even when their redemption request is accepted.

The vast majority of the Fund's assets are expected to consist of Investments that cannot generally be readily liquidated without impacting the Fund's ability to realize full value upon their disposition. See also Section 17: "*Risk Factors, Potential Conflicts of Interests and Other Considerations—Investments in Underlying EQT Funds*" and Section 17: "*Risk Factors, Potential Conflicts of Interests and Other Considerations—Risks Related to Illiquidity of Underlying EQT Funds*." Therefore, the Fund may not always have a sufficient amount of cash to immediately satisfy Redemption Requests. As a result, Shareholders' ability to have their Shares redeemed by the Fund may be limited and at times Shareholders may not be able to liquidate their investment. See Section 5: "*Subscriptions, Redemptions and Other Transactions—Redemption of Shares*."

Effect of Redemption Requests

Economic events affecting the global economy, such as general negative performance could cause Shareholders to seek to sell their Shares to the Fund pursuant to the Fund's redemption programme at a time when such events are adversely affecting the performance of the Fund's assets. Even if the Manager decides to satisfy all resulting Redemption Requests, the Fund's cash flow could be materially adversely affected. In addition, if the Fund determines to sell assets to satisfy Redemption Requests, it may not be able to realize the return on such assets that it may have been able to achieve had it sold at a more favorable time, and the Fund's results of operations and financial condition, including, without limitation, breadth of its portfolio Investment, could be materially adversely affected.

Mandatory Withdrawal

The Manager may require the withdrawal of all or any part of the Shares of any Shareholder from the Fund at any time for reasons including (without limitation) if a Shareholder is a Prohibited Person, regardless of any outstanding withdrawal requests and any priority given thereto. Any such mandatory withdrawals will generally be subject to the same terms as voluntary withdrawals of Shareholders (including the limitations imposed thereon), unless otherwise determined by the Manager in its discretion.

Other risks

Lack of Operating History; Prior Track Record

As of the date of this Prospectus, the Fund has not commenced operations and has no operating history. Therefore, prospective investors will have no or limited track record or history upon which to base their investment decision. The size and type of investments to be made by the Fund could differ from prior EQT investments. Valuations are prepared on the basis of certain qualifications, assumptions, estimates and projections, and there is no assurance that the projections or assumptions used, estimates made or procedures followed by EQT or any third-party valuation advisor are correct, accurate or complete. In addition, the Fund is subject to all of the business risks and uncertainties associated with any new fund, including the risk that it will not achieve its investment objectives and that the value of an interest in the Fund could decline substantially. The Manager cannot provide assurance that it will be able to choose, make, and realize any investment by the Fund in a particular investee company. There can be no assurance that any Shareholder will receive any distribution from the Fund. Accordingly, an investment in the Fund should only be considered by persons who can afford a loss of their entire investment.

Past Performance

Any performance information contained in this Prospectus relates to investments previously made by Underlying EQT Funds. Such past investment performance does not illustrate, and should not be treated as indicative of, the expected performance of the Fund. The past performance of the Underlying EQT Funds and the investments that they have made provide no assurance of future returns or results of the Fund's investments and there can be no guarantee that the Fund will achieve its investment objectives or otherwise achieve the same or similar performance to any prior Underlying EQT Fund.

The value of the investments may fall as well as rise and a Shareholder may not be repaid the amounts previously drawn down from it. In addition, any forward-looking statements (including, without limitation, projections of future earnings or value) contained in this Prospectus are subject to known and unknown risks (such as general economic and political conditions which may affect the Fund), uncertainties and other factors which may cause actual results to be materially different from those contemplated by such statements.

Prospective investors should note that the Fund represents a different strategy from the existing Underlying EQT Funds, and accordingly the Fund will pursue different investment opportunities with different return profiles. Accordingly, to the extent past performance information is stated herein or in other offering documents in connection with the Fund, it should not be treated as indicative of the returns that may be achieved by the Fund, which may be materially lower and prospective investors should note that the returns targeted by the Fund are lower. In addition, the composition of the members of the Underlying EQT Fund may change over time and the investment advice given to the Manager, and the decisions to be taken by the Manager in respect of the Fund and the execution of the transactions by the Manager on behalf of the Fund, may be given or made (as the case may be) by certain persons different from those involved in prior Underlying EQT Funds or initially involved with the Fund. In particular, the open-ended nature of the Fund means that changes in personnel involved with the Fund should be expected over time.

Regulatory Risk

Changes in regulation governing the types of assets in which the Fund proposes to invest or changes in more general laws and regulations governing an investee company's operating environment, may have an adverse impact on the performance of such assets.

Whilst the Manager will target investments in regions with stable regulatory environments, investments may be made in assets that are subject to industry specific laws, rules, regulations and/or guidance as well as oversight by governmental or quasi-governmental bodies, institutions or agencies whether at a local, regional, national or supranational level.

Changes in laws, rules, regulations and/or guidance, the interpretation thereof or any ambiguity in the application or meaning of any such laws, rules, regulations or relevant guidance may (directly or indirectly) have an adverse impact on investments made by the Fund and the performance of the Fund more generally, including the ability of the Manager to identify suitable investment opportunities.

More generally, there have been significant legislative developments affecting the private equity industry and there continues to be discussion regarding enhancing governmental scrutiny and/or investigating the regulation of the private equity industry generally, all of which could adversely affect the operations of the Fund.

Foreign Investment Controls - General

Foreign investment in securities of companies in certain of the countries where the Fund invests is restricted or controlled to varying degrees. Investments may, for example, be made in assets which are subject to local or national regulatory approval or oversight (including by bodies such as the Committee on Foreign Investment in the United States ("CFIUS") and similar regulatory bodies in other jurisdictions) which could place onerous obligations or other restrictions on the Fund holding and/or realising such assets and may necessitate certain investors being excused or excluded from participating in the relevant investment where to do so may prevent or cause a significant delay in the Fund consummating such investment or otherwise impose any onerous obligation or restriction with respect to the Fund holding such asset. For example, some foreign investment regimes require prior approval for certain inbound foreign investments, which, if applicable to an investment of the Fund, may result in foreign regulatory review and approval prior to the acquisition of the investment. If such review and approval are required for an investment, the Fund may be required to disclose to the foreign regulatory authorities as part of the approval process the identities of Shareholders who are considered to be affiliated with a foreign government or whose share of the Fund's NAV exceeds a certain percentage of the Fund's NAV, as well as the identities of some or all Shareholders. The requirements for disclosure are subject to change and the foreign regulatory agencies may require the disclosure of the identities of all Shareholders depending on government policy at that time and the nature of the investment. Some foreign investment regime approval processes may take four to six months or longer to obtain approval and there may not be any statutory or other mandated timeframe for approval.

These requirements and the disclosure process may delay or otherwise impact the Fund's acceptance of subscription proceeds from certain investors and approval of transfers by or to certain Shareholders. Delays in the Fund's ability to accept subscription proceeds may adversely impact the ability of the Fund to make investments and the timing of such investments. The foregoing requirements may also result in circumstances in which the Fund determines not to pursue certain potential investment opportunities and may necessitate the exclusion of certain investors from participating in the investment where they would otherwise impede the regulatory approval process and/or consummating the investment.

Foreign Investment Controls - European Union Screening Regulation

In March 2019, the EU adopted Regulation (EU) 2019/452 (the “**Screening Regulation**”), establishing a framework for the screening of foreign direct investments (“**FDI**”) from non-EU countries that may affect security or public order. At that time, roughly half of the European Union Member States (the “**Member States**”) had some form of legislation in place for screening foreign direct investment within their territories (namely, Austria, Denmark, Finland, France, Germany, Hungary, Italy, Latvia, Lithuania, the Netherlands, Poland, Portugal, Romania, Slovenia and Spain). The Screening Regulation’s objective is to equip the EU to identify, assess and mitigate potential risks for security or public order by creating a framework for Member States that already have, or that may implement a screening mechanism. The Screening Regulation does not require Member States to implement or maintain a screening mechanism. The Regulation has been in force since 11 October 2020.

The Screening Regulation covers FDI from third countries, i.e. those investments “which establish or maintain lasting and direct links between investors from third countries including State entities, and undertakings carrying out an economic activity in a Member State”. The Screening Regulation applies to all sectors of the economy. It is not triggered by any monetary threshold. The Screening Regulation empowers Member States to review investments within its scope on the grounds of security or public order, and to take measures to address specific risks. The review and, when required, the adoption of measures preventing or conditioning an investment is the ultimate responsibility of Member States.

In determining whether FDI is likely to affect security or public order, Member States and the EU Commission may “consider all relevant factors, including the effects on critical infrastructure, technologies (including key enabling technologies) and inputs which are essential for security or the maintenance of public order, the disruption, failure, loss or destruction of which would have a significant impact in a Member State or in the Union.”

Under the Regulation, the EU Commission has no formal power to approve or prevent FDI, but it can intervene in national screening by obtaining information from the national competent authority. The EU Commission may also screen FDI that is likely to affect projects or programmes of EU interest on the grounds of security or public order and issue an opinion. Member States must take account of the EU Commission’s opinion and justify a decision not to follow such opinion.

The framework establishes basic criteria for FDI screening, such as transparency, non-discrimination, procedural rules and factors to be taken into account in determining whether an investment is likely to affect security or public order.

On 25 March 2020, the EU Commission provided guidance to Member States on how to use FDI screening in times of public health crisis and economic vulnerability given the COVID-19 coronavirus pandemic. In its guidance, the EU Commission urged Member States to be particularly vigilant to prevent a “sell-off” of Europe’s business and industrial actors, including small and mid-size enterprises, and to seek advice and coordination in cases where foreign investments could, actually or potentially, now or in the future, have an effect in the single market.

In its guidance, the EU Commission called upon Member States that currently have screening mechanisms to make full use of those mechanisms and called upon Member States that do not have a screening mechanism, or whose screening mechanisms do not cover all relevant transactions, to set up a screening mechanism and/or consider other options to address cases where the acquisition or control of a particular business, infrastructure or technology would create a risk to security or public order, including health security, in the EU. The scope of the Screening Regulation and the concerns expressed by the EU Commission in the context of the current pandemic suggest that more transactions involving companies in the EU are likely to be subject to FDI screening, and, if not screened, could be subject to ex post comments by Member States or opinions by the EU Commission up to 15 months after completion of the investment. The outcome of any FDI screening process may be difficult to predict, and there is no guarantee that, if applicable to an investee company, the decisions of a national competent authority would not adversely impact the Fund’s investment in such investee company.

Foreign Investment Controls - UK National Security and Investment Act 2021

In the UK there is currently, strictly speaking, no legal restriction on foreign investment, only legal powers for intervening in merger transactions on national security or certain other public interest grounds. The current powers derive from the Enterprise Act 2002. Transactions that have a public interest element are subject only to a voluntary notification, but the regime provides the Secretary of State with the power to intervene where specified merger control thresholds are met and the transaction involves national security, plurality of the media, a public health emergency or

the stability of the UK financial system. There is currently no obligation to obtain pre-closing clearance and no penalty for failing to notify a transaction, although an extensive hold separate order may be issued both pre-closing and post-closing whilst the transaction is reviewed.

On 29 April 2021, the UK Parliament enacted the National Security and Investment Act 2021 (“**NS&I Act**”). The NS&I Act came into force on 4 January 2022 and introduced an investment screening regime that allows the UK government to scrutinize and intervene in transactions to protect national security. The NS&I Act provides for a mandatory notification regime for transactions in 17 specific sectors and voluntary notification for all other sectors. It provides that the Secretary of State may “call-in” investments for national security review and impose conditions on the investment, or as a last resort, block the investment, if it is considered to pose a risk to national security.

Mandatory notification is required in the following sectors: advanced materials; advanced robotics; artificial intelligence; civil nuclear; communications; computing hardware; critical suppliers to the UK government; critical suppliers to the emergency services; crypto-graphic authentication; data infrastructure; defence; energy; military and dual use; quantum technologies; satellite and space technologies; synthetic biology; and transport. If a transaction falls within one of these sectors, it will be subject to a mandatory notification if the acquirer acquires an interest crossing specified thresholds (25%, 50% or 75%), or acquires voting rights that enable the acquirer to secure or prevent the passage of any class of resolution governing the affairs of the entity. If the Secretary of State reasonably suspects there is a risk to national security, he/she may call in a transaction in any sector for review where the specified thresholds are crossed or voting rights enabling the securing and blocking of resolutions are acquired as described above. Additionally, he/she may further call-in transactions in any sector involving the acquisition of assets or the obtaining of the ability to materially influence the policy of the entity. The NS&I Act imposes civil and criminal penalties for completing an acquisition subject to mandatory notification without approval, including imprisonment for up to five years and, for businesses, fines of up to £10 million (or, if higher, 5% of worldwide turnover). Such acquisitions, if completed without approval, will be automatically void. There is no time limit on the Secretary of State ‘calling-in’ a transaction subject to mandatory notification if no notification was given and the Secretary of State has not otherwise become aware of the transaction. As the regime under the NS&I Act is new, it is difficult to predict how the regime will operate in practice. There is no guarantee that, if in the future it is applicable to an investee company, the notification process and decision procedure would not adversely impact the Fund’s investment in such investee company.

Foreign Capital Controls

Countries may require government approval for contributions of foreign capital to the country and distributions of investment income or capital out of the country. Countries may also place limitations on holding their currency abroad. Countries can change capital controls to increase or decrease overall levels of foreign direct investment or currency pricing, to manage the country’s balance of payments and for a number of other reasons outside the control of the Manager. The Fund could be adversely affected by delays in, or a refusal to grant, any required governmental approval for payment of dividends and repatriation of capital interests.

Shareholder Rights Directive

Shareholders should be aware that certain amendments have been made to the European shareholder rights directive (“**SRD I**”) by the entry into the “**SRD II**” (collectively the “Shareholder Rights Directive” in force from 3 September 2020). The Manager and/or the Shareholders may have to provide enhanced public disclosure with respect to, for example, the relationship between the Manager and the relevant Shareholder. The Shareholder Rights Directive’s provisions may result in the investors in ENXF SICAV having to publicly disclose certain information in circumstances where it was not required to do so under the SRD I.

Political, Security and Civil Disturbances Risks

The operation of the Fund’s investments may be affected by sovereign or political risk. Major disturbances such as wars, riots, strikes, blockades, acts of terrorism or outbreak of associated military or responsive action, political upheavals, the fear of a global recession and increased industrial action in the Fund’s target areas have exacerbated volatility in the financial markets and can cause consumer, corporate, and financial confidence to weaken, increasing the risk of a “self-reinforcing” economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities and increases the difficulty of modelling market conditions, reducing the accuracy of the financial projections. Furthermore, such uncertainty may have the potential to adversely affect the costs or revenues

of the Fund's investments, which could have a material adverse effect on the earnings of the Fund and its ability to make distributions.

Trade Policy

The protectionist policies of several political leaders in the United States and European Union have recently fuelled doubts about the future of global free trade. The US government previously indicated its intent to alter its approach to international trade policy and in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries and made proposals and took actions related thereto. In addition, the US government recently imposed tariffs on certain foreign goods, including steel and aluminium, and has indicated a willingness to impose tariffs on imports of other products. Some foreign governments, including China, have instituted retaliatory tariffs on certain US goods and have indicated a willingness to impose additional tariffs on US products. Governments of other countries have introduced, or may in the future introduce, protectionist and other similar trade policies which could adversely affect free trade. Global trade disruption, significant introductions of trade barriers and bilateral trade frictions, together with any future downturns in the global economy resulting therefrom, could adversely affect the financial performance of the Fund and its investments.

Environmental, Social and Governance Matters

The European regulatory environment for alternative fund managers and financial services firms continues to evolve and increase in complexity, making compliance more costly and time-consuming. In March 2018, the European Commission published an Action Plan on Financing Sustainable Growth (the "**Action Plan**") setting up a sustainable finance strategy for the EU to transform the entire financial system and reorient capital flows towards sustainable investment. The reorientation of capital flows toward sustainable investment is to be achieved through the selection of appropriate investments by well-informed, or suitably advised, investors who may themselves be under an obligation to disclose to their own stakeholders how they integrate sustainability into their own decision-making. The Action Plan was updated in August 2020 and, in July 2021, the Commission published a strategy for financing the transition to a sustainable economy.

It is difficult to predict whether the measures introduced by the EU will succeed in reorienting capital flows and, if successful, the impact it will have on the returns to investors. There is a risk that the value of investments made by the Fund or a relevant Sub-Fund in pursuing its investment strategy could be adversely affected over the life of the Fund by changes to economic conditions brought about by the EU's sustainable finance initiatives.

As part of the original Action Plan, the European legislators adopted the Sustainable Finance Disclosure Regulation (2019/2088) (the "**SFDR**"), which took effect from 10 March 2021, and the Regulation on the establishment of a framework to facilitate sustainable investment (2020/852) (the "**Taxonomy Regulation**") which took effect from January 2022. Both the SFDR and the Taxonomy Regulation have since been supplemented by delegated legislation specifying detailed implementing and regulatory technical standards, including Commission Delegated Regulation (EU) 2022/1288 (commonly referred to as the "**RTS**"). The SFDR introduced measures that clarify asset managers' duties to integrate ESG factors and risks into investment decision making, and standardises transparency duties and ESG reporting requirements. In addition, the Taxonomy Regulation contains criteria for determining whether economic activities qualify as environmentally sustainable for the purpose of establishing the degree to which an investment is environmentally sustainable. For that purpose, asset managers are, under the transparency requirements of the Taxonomy Regulation, amongst other things, required to disclose the degree to which financial products, such as the Fund and its Sub-Funds, invest in environmentally sustainable investments. The Manager will need to comply with these regulations and provide certain sustainability related disclosures in respect of the integration of sustainability risks in its decisions and sustainability-related information with respect to the Fund and its Sub-Funds.

As of the date hereof, the full impact of the SFDR, the Taxonomy Regulation and the RTS on the Manager remains unclear as there is still uncertainty as to how their requirements must be applied in practice, and further detailed guidance and clarifications are expected from the European Commission and the European Supervisory Authorities. There could also be divergent interpretations of the requirements at EU Member State level, and national guidance has already emerged in certain Member States. The Manager will therefore have to continue to monitor any developments to these regulations. Without legal certainty regarding the application of the above regulations, it is also difficult to assess the costs of compliance with the SFDR and the Taxonomy Regulation by the Fund and the Manager. Resources will need to be allocated to determine how such entities may be impacted by the new regulatory framework and, to the extent applicable, creating an additional compliance burden and reporting costs. Moreover, there is also a

risk that the Fund's SFDR classification will affect the pool of investors the Fund will be able to target.

In addition, on 2 August 2021, a number of delegated regulations that are part of the Action Plan were published in the Official Journal of the EU, which amend, amongst others, the Commission Delegated Regulation 2017/565 (“**MiFID II Org Regulation**”) and Commission Delegated Directive (EU) 2017/593 (“**MiFID II Delegated Directive**”). The amended MiFID II Org Regulation (from 1 August 2022) requires EU investment firms to integrate a consideration of sustainability risks into their general organizational requirements and risk management processes, and provides that when EU investment firms undertake investment advisory or portfolio management services for clients that they must take into account their clients’ “sustainability preferences”. The amended MiFID II Delegated Directive (from 22 November 2022) requires EU investment firms that manufacture or distribute investment products to consider the sustainability preferences of potential end-investors and to consider and disclose sustainability factors in product approval and governance arrangements. The changes introduced to the delegated regulations could have an impact of the ability of third party distributors or third party investment managers in the EU to recommend or to invest in the Fund on behalf of their clients.

Further information with respect to the specific environmental and social characteristics that are promoted by a particular Sub-Fund of the Fund, where applicable, can be found in the pre-contractual disclosures included at Schedule 1: “Sustainability-Related Disclosures” of the relevant Sub-Fund Appendix of this Prospectus, as well as the Fund’s website at www.eqt nexus.com.

The Fund or a Sub-Fund may also be impacted by ESG related developments to the UK legislative framework. The UK has announced that it will not implement SFDR into national law following the UK withdrawal from the EU but will instead introduce a new legislative framework focussed on implementing the recommendations of the Financial Stability Board Taskforce on Climate-related Financial Disclosures (“**TCFD**”), in particular by introducing mandatory TCFD-aligned disclosure requirements for firms based in the UK. Reporting requirements under this framework are yet to fully apply and there is still uncertainty as to the potential indirect impacts of this new regime on the Manager, Fund and its Sub-Funds.

The FCA is developing its own rules on sustainability disclosures and investment labels for consumer focussed funds. Final rules are expected to come into force during 2023 and into 2024. It is as yet unclear whether and, if so how, these rules, when finalised, will impact the Fund or a relevant Sub-Fund. If the rules are applicable to the Fund or its Sub-Funds then this may mean additional regulatory costs are incurred by the Fund.

Compliance with the SFDR, the Taxonomy Regulation and any other applicable ESG related legislation or regulations is expected to result in increased legal, compliance, reporting and other associated costs and expenses which will be borne by the Fund and reduce Shareholder returns.

To the extent applicable, the Fund will bear the costs and expenses of compliance with the SFDR, the Taxonomy Regulation and any other applicable ESG related legislation or regulations, including costs and expenses of monitoring their application to the Fund or its Sub-Funds, collecting and calculating data and the preparation of policies, disclosures and reports, in addition to other matters that relate solely to marketing and regulatory matters. The Manager reserves the right to adopt such arrangements as it deems necessary or desirable to comply with any applicable requirements of the SFDR, the Taxonomy Regulation and any other applicable ESG related legislation or regulations.

Cyber Security Breaches and Identity Theft

EQT’s, the Fund’s and its service providers’ information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorised persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although EQT has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, EQT, the Fund and/or a service provider may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in EQT’s, the Fund’s and/or a service provider’s operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Shareholders (and the beneficial owners of Shareholders). Such a failure could harm EQT’s, the Fund’s and/or a service provider’s reputation, subject any such entity and their respective Associates to legal claims and otherwise affect their business and financial performance.

Changes in Data Protection Laws and Regulations

Data protection and regulations related to privacy, data protection and information security could increase costs, and a failure to comply could result in fines, sanctions or other penalties, which could materially and adversely affect the results of operations of an investee company or the EQT Firm, each of which could have an adverse impact on the Fund.

Investee companies may be subject to regulations related to privacy, data protection and information security in the jurisdictions in which they do business. As privacy, data protection and information security laws are implemented, interpreted and applied, compliance costs may increase, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

The General Data Protection Regulation (EU 2016/679) (the “**GDPR**”) came into force on 25 May 2018 and as a regulation, the GDPR is binding on data controllers and data processors in all EU member states without the need for implementation in each member state. The United Kingdom is no longer a member of the European Union, but has retained and transposed the GDPR into its domestic law by virtue of the European Union (Withdrawal) Act 2018 (the body of law retained in the UK being referred to as the “**UK DPA**”). The GDPR applies to (i) organisations that process the personal data of data subjects (natural persons) in the context of the activities of an establishment in the EEA and (ii) organisations outside the EEA that offer goods or services to data subjects in the EEA, or that monitor the behaviour of data subjects in the EEA. The UK DPA applies to (i) organisations that process the personal data of data subjects in the context of the activities of an establishment in the UK and (ii) organisations outside the UK that offer goods or services to data subjects in the UK, or that monitor the behaviour of data subjects in the UK. The GDPR and the UK DPA impose stringent operational requirements on both data controllers and data processors, and provides for significant penalties for non-compliance; in the case of the GDPR, with fines of up to €20 million or (in the case of an undertaking) 4% of total annual worldwide turnover, whichever is higher, depending on the type and severity of the breach. Any failure by a controller of personal data to comply with its privacy and data protection related obligations may result in significant liability, which could have an adverse effect on the reputation of that party and its business, thereby potentially having an adverse effect on investors. Many of the costs of compliance with, and other burdens imposed by, the GDPR, the UK DPA and other applicable data protection laws will be borne (whether directly or indirectly) by the Fund and could, therefore, affect any returns that would otherwise be available to Shareholders.

Further legislative evolution in the field of privacy is expected. The current ePrivacy Directive will be replaced by the European Union Commission’s Regulation on Privacy and Electronic Communications (the “**ePrivacy Regulation**”), which aims to reinforce trust and security in the digital single market by updating the legal framework on ePrivacy, particularly with regard to electronic communications. The ePrivacy Regulation is still in the process of being discussed and finalised, but is expected to come into force in the next few years.

Compliance with current and future privacy, data protection and information security laws could significantly impact current and planned privacy and information security related practices, the collection, use, sharing, retention and safeguarding of personal data and some of the EQT Firm’s current and planned business activities. A failure to comply with such laws could result in fines, sanctions or other penalties, which could materially and adversely affect results of operations and the overall business of an investee company, the Fund or the EQT Firm, as well as have a negative impact on their respective reputation. A copy of EQT’s latest privacy notice is available at <https://www.eqtgroup.com/privacy-notice/>.

Professional Secrecy and Outsourcing

The Fund has appointed Bank of New York Mellon SA/NV, Luxembourg Branch as the Depositary of the Fund and as Central Administration Agent and has appointed Citco as secretarial services provider. The Depositary, the Central Administration Agent and Citco are subject to professional secrecy requirements under the 1993 Law. The Depositary, the Central Administration Agent and Citco may outsource certain services to third parties and, in this context, may transfer certain investors’ personal and confidential data to such service providers. Shareholders in the Fund shall be informed of the outsourcing and transfer of their confidential data to third party service providers in accordance with article 41 (2bis) of the 1993 Law. There is a risk that such outsourcing of certain services and the transfer of personal and confidential information to third parties results in a breach of confidentiality and/or loss and/or misuse of personal and confidential information by such third party. Persons who have access to the information collected and transferred by the Depositary, the Central Administration Agent and Citco shall be subject by the law to a professional secrecy obligation or be bound by a confidentiality agreement. Although the Fund expects to be indemnified by the Depositary,

the Central Administration Agent, Citco and/or the relevant third party in such circumstances, there is no guarantee that the Fund will succeed in its claim for indemnification in each circumstance.

Dealing Transactions

The Fund has appointed Bank of New York Mellon SA/NV, Luxembourg Branch as Central Administration Agent of the Fund. Among other responsibilities, the Central Administration Agent will assist the Manager and the Board of Directors with the processes for subscriptions, redemptions, conversions, transfers and other types of dealing transactions in connection with the Fund. There is a risk that procedures relating to such dealing transactions may not be performed as expected by Shareholders and that errors, delays and/or other negative events may occur in connection with such dealing transactions. In such circumstances, Shareholders will, to the extent legally permissible, not have any recourse to the Fund, ENXF SICAV, the Board of Directors, the Manager, the Central Administration Agent or any of their affiliates, each of which, to the extent legally permissible, bears no liability to resolve or procure the resolution of such errors, delays and/or other negative events and disclaims liability to Shareholders, prospective Shareholders and, if applicable, their financial intermediaries for any loss in connection with any such errors, delays and/or other negative events which occur in connection with such dealing transactions.

Where a Shareholder or prospective Shareholder is required to submit documentation or information in connection with any dealing transaction (including, without limitation, subscriptions, redemptions, conversions and transfers of Shares), the onus is on the Shareholder or the prospective Shareholder (as applicable) to ensure such documentation and/or information is sufficient, complete and correct for its purpose including (without limitation), in relation to the number of Shares, the monetary amount, the identity of the Shareholder or prospective Shareholder (as applicable) and bank account details, in each case involved in relation to such dealing transaction. The Fund, ENXF SICAV, the Board of Directors, the Manager, the Central Administration Agent and their affiliates bear no liability in relation to such documentation not being sufficient, complete and correct for its purpose.

Electronic Signatures

Due to current restrictions and teleworking recommendations, many people do not have access to printers and request to sign documents electronically. Electronic signatures are generally a valid means of signing private deeds (*actes sous seing privé*) under Luxembourg law. However, the type of the electronic signature used by a party may have an impact on the validity or enforceability of the contract or its formation, as well as on the proof requirements in case of litigation. Under Luxembourg law (which is the governing law of the Fund Documentation), only qualified electronic signatures (“**QES**”) within the meaning of Regulation (EU) 910/2014 on electronic identification and trust services for electronic transactions in the internal market, as amended (the “**eIDAS Regulation**”) have the same legal effect as handwritten signatures. Although a signature shall not be denied legal effect and admissibility as evidence in legal proceedings before a Luxembourg court solely on the grounds that it is in an electronic form or that it does not meet the requirements for QES, only documents executed in wet ink or in QES benefit from the presumption of authenticity. The main risk associated with an electronic signature is the difference in legal effect produced by different types of an electronic signature before the competent judges which may have implications on the validity and enforceability of the agreement itself.

The Manager may be required to rely on electronic signatures in connection with the activities of the Fund in a variety of circumstances, including in connection with the admission of investors in the Fund and the Fund entering into transaction documentation. To the extent that the Manager is relying on electronic signatures from a counterparty, this presents an increased risk (as described above) in enforcing the relevant contract and/or engagement where such reliance has been placed and to the extent that any such contracts/engagements are found to be invalid or unenforceable the Fund could suffer losses or other consequences which may materially adversely affect the Fund.

Register of Beneficial Owners in Luxembourg

Pursuant to the Luxembourg law of 13 January 2019 (the “**2019 Law**”), information regarding the ultimate beneficial ownership of interests held by Shareholders who hold 25% or more of interests in any of the entities that make up the Fund must be filed by or on behalf of the Fund with the *Registre des Bénéficiaires Effectifs* maintained by the Luxembourg Business Registers. Accordingly, prospective Shareholders should be aware that they may be required to provide the Manager with certain information about its beneficial owners, that such information may be made available to persons having been granted access to the RBO and that a failure to provide the necessary information requested by the Manager in order to comply with the 2019 Law may result in a fine and/or other remedies being

exercised in accordance with Fund Documentation.

Litigation Risk

From time to time, EQT and/or the EQT Funds' portfolio companies and/or assets may be subject to, or the subject of, litigation, claims, investigations and/or arbitration in the ordinary course of business. In addition, EQT AB, as a publicly traded global alternative assets firm listed on the Stockholm Nasdaq exchange, and other members of the EQT Firm (including, in particular, EQT Fund Management S.a r.l, which acts as the manager for the Fund), are subject to extensive regulation, including periodic examinations by governmental agencies and self-regulatory organizations in various jurisdictions in which they operate around the world. EQT and/or the EQT Funds' portfolio companies routinely cooperate with such examinations, inquiries and investigations, and they may result in the commencement of civil, criminal, or administrative or other proceedings against member of the EQT Firm, the EQT Funds' portfolio companies and/or their personnel. Many of these regulators and agencies are also empowered to conduct investigations and administrative proceedings that can result in fines, suspensions of personnel, changes in policies, procedures or disclosure or other sanctions, including the revocation or suspension on licenses that may be relevant for members of the EQT Firm to successfully conduct their business and activities related to the business of the Fund for which they are responsible. As a general matter, regulators are increasingly focused on the alternative assets industry, including issues surrounding transparency in reporting (including, among other things, private equity firms' and other asset managers' collection of fees and allocation of expenses, their marketing and valuation practices, allocation of investment opportunities and other conflicts of interests). In the current environment, even historical practices may be revisited and new rules and regulations may be imposed which may increase the costs of managing and operating funds such as the Fund. Even if an investigation or proceeding does not result in a sanction, penalty or other action being taken, the adverse publicity relating to any investigation, proceeding or imposition of sanctions could harm and adversely affect EQT, its reputation in the market and the Fund (including fundraising efforts with respect to the Fund, its ability to successfully transact with third parties and to compete with competitors, as well as more generally the ability of the Fund to successfully implement its investment strategy). It is not possible to predict the ultimate outcome of such litigation, investigations, proceedings or other claims, and it is difficult to determine what impact, if any, such litigation, investigations, proceedings or other claims may have on EQT, the EQT Funds or their portfolio companies. As a result, there can be no assurance that the foregoing will not have an adverse impact on EQT, or otherwise impede the Fund's ability to effectively achieve its objectives.

Change of Law and Regulatory Risk

Any changes in the Tax Laws or other regulations or laws of any applicable jurisdiction (or in the interpretation thereof, including pursuant to any guidance issued in respect of any such laws or regulations) could have an adverse impact on a Shareholder's investment in the Fund or on the Fund, its investments or their holding or investment structures, or access to investment opportunities each of which could adversely affect the Fund or one or more Shareholders.

The Manager anticipates that the Fund will invest predominantly in unlisted companies and investments. Prior to making any investment, the Manager and the Investment Advisory Professionals will, with the assistance of relevant advisers, seek to complete a thorough due diligence of compliance with statutory and corporate requirements by an investee company. However, the Manager can give no assurance that an investee company is, and will continue to be, fully compliant with all necessary regulations. This risk is more significant in the case of unlisted companies than listed companies. Additionally, unlisted companies are not regulated by equivalent levels of disclosure and investment protection regulations that apply to listed companies. Also, changes in tax, legal and regulatory conditions may adversely affect the marketability and financial performance of certain investments and/or could result in one or more investee companies being subject to increased compliance costs, additional capital expenditures or a requirement to divest certain assets, all of which in turn may affect the distributions which the Fund receives from such investments.

In addition, the Manager may be subject to competition or other regulatory restrictions which arise as a result of investments held by other EQT Funds. Such restrictions may prevent or otherwise limit the Fund from proceeding with an investment opportunity where the acquisition of the relevant investee company would result in a concentration of ownership and/or control by EQT and/or by EQT Funds, or otherwise result in a breach of applicable competition or other regulatory restrictions. Such competition or other regulatory restrictions may reduce the number of investment opportunities available to the Fund or result in the Fund being unable to pursue certain elements of its investment strategy.

AIFM Directive

ENXF SICAV is an “alternative investment fund” and the Manager is an alternative investment fund manager within the meaning of the Directive 2011/61/EC of the European Parliament and of the Council (the “**AIFM Directive**”). The Manager is authorized and regulated by the CSSF in Luxembourg as an authorized alternative investment fund manager. The AIFM Directive seeks to regulate the Manager’s activities and prohibit the Manager from managing AIFs or marketing shares, units or interests of such AIFs unless authorization is granted to the Manager by its supervisory authorities. The AIFM Directive includes certain restrictions on asset stripping and remuneration arrangements as well as requiring compliance with reporting, disclosure, notification, risk management, capital, depositary and authorization requirements.

In order to maintain such authorization and ensure compliance with the AIFM Directive and any additional conditions imposed by individual member states where the Fund is marketed, the Manager may incur additional costs, to be borne by the Fund. Accordingly, Shareholders will indirectly bear the cost of the Manager complying with the AIFM Directive and any additional requirements imposed by the European Securities and Markets Authority or individual member states. Additional requirements and compliance costs (including with respect to reporting obligations) may be imposed on the Manager as regulatory authorities implement the AIFM Directive and as best practices develop.

These requirements of the AIFM Directive may also impact the Fund’s investment and divestment programme, including with respect to timing.

The Manager’s role has been designed to take account of, and comply with, applicable law, regulation and regulatory guidance; however, there can be no assurance that the law, regulation or regulators’ practice and/or interpretations with respect to the provisions of the AIFM Directive will not change. In such circumstances the Fund could incur related expenses or costs.

It is anticipated that the AIFM Directive will be amended and/or replaced during the life of the Fund by a further EU directive, which may result in certain changes to the rights and obligations of the Manager under the AIFM Directive.

CBDD / CBDR

The Cross-border Distribution Directive EU/2019/1160 (“**CBDD**”) and Cross-border Distribution Regulation EU/2019/1156 (“**CBDR**”) have amended the AIFM Directive and introduced new rules relating to the pre-marketing and marketing of AIFs. Furthermore, key changes have been introduced with respect to new notification and verification requirements when marketing AIFs to retail investors in the EU, as well as a new “de-notification” procedure to follow when an alternative asset manager ceases marketing AIFs on a cross-border basis. Furthermore, the ESMA Guidelines on marketing communications that have been issued in accordance with the CBDR have applied from 2 February 2022 onwards.

It should be noted that the requirements introduced by the CBDD and CBDR, such as those with respect to, amongst others, pre-marketing and marketing communications, and the interpretation thereof remain uncertain, and may be subject to change as a result of the issuance of any further national and/or EU guidelines with respect to both the CBDD and CBDR and the interpretation thereof, and national implementing legislation in relevant EU member states.

OFAC and Sanctions Considerations

Each investor will be required to make certain representations pursuant to its subscription in connection with such anti-money laundering programmes, including, without limitation, representations that such investor is not a prohibited country, territory, individual or entity listed on the U.S. Department of Treasury Office of Foreign Assets Control (“**OFAC**”) website and that it is not directly or indirectly affiliated with any country, territory, individual or entity named on an OFAC list or prohibited by any OFAC sanctions programmes. These entities and individuals include specially designated nationals, specially designated narcotics traffickers and other parties. In addition, certain programmes administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC.

Each investor will also be required to represent that they are not operationally based or domiciled in a country or territory in relation to which current sanctions have been issued by the U.S., United Nations or EU (collectively “**Sanctions Lists**”). If an investor is on a Sanctions List, the Manager may be required to cease any further dealings with the investor’s interest in the Fund until such sanctions are lifted or a license is sought under applicable law to

continue dealings.

European Market Infrastructure Regulations

The EU Regulation No 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories (as amended including by Regulation (EU) 2019/834 of the European Parliament and of the Council of 20 May 2019) (“**EMIR**”) introduced certain requirements in respect of derivative contracts, which will apply to the Fund’s or a Sub-Fund’s derivative transactions. EMIR forms part of the body of EU law retained in the UK by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”) and therefore similar (but not identical) regulatory requirements apply in the UK and the European Union.

Broadly, EMIR’s requirements in respect of derivative contracts are: (i) mandatory clearing of over-the-counter (“**OTC**”) derivative contracts declared subject to the clearing obligation; (ii) risk mitigation techniques in respect of uncleared OTC derivative contracts; and (iii) reporting and record-keeping requirements in respect of all derivative contracts. The application of these requirements is dependent on the classification of the counterparties as financial counterparties (“**FCs**”) or non-financial counterparties (“**NFCs**”). Financial counterparties and non-financial counterparties are further divided into those which have entered into derivatives having a notional value above certain specified thresholds (“**FC+**” or “**NFC+**”) and those which do not (“**FC-**” and “**NFC-**”).

All financial counterparties are subject to certain risk mitigation techniques, including the margining requirements. Each of the Fund (as an EEA AIF) and the Manager (as an EEA AIFM) are categorized as a financial counterparty – which means the Fund and the Manager are subject to the clearing obligation (if above the clearing threshold) and the other risk mitigation techniques for non-centrally cleared derivatives, including margining.

Under EMIR, a special purpose vehicle established by or on behalf of the Fund or a Sub-Fund (as applicable) for the purposes of entering into derivative transactions or financings of which derivative transactions form part is likely to be considered a non-financial counterparty unless its trading volume exceeds certain specified thresholds. A non-financial counterparty is subject to certain of the risk mitigation techniques, but are only subject to the margining requirements once it exceeds one of the specified thresholds.

Prospective investors should be aware that the regulatory changes arising from EMIR and other European market reforms may in due course raise the costs of entering into derivative contracts and may adversely affect the Fund’s or a relevant Sub-Fund’s ability to engage in transactions in derivatives including hedging transactions.

Securities Financing Transactions Regulation

The Fund or a Sub-Fund may from time to time make use of securities financing transactions, or total return swaps, as those terms are defined in the EU Regulation 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending EU Regulation 648/2012 (the “**SFTR**”).

If the Fund or a Sub-Fund makes use of securities financing transactions or total return swaps (as those terms are defined in the SFTR), the Manager will make available to any investors upon request at the registered office of the Fund or in such other means as is determined by the Manager, any information regarding the use of securities financing transactions by the Fund/Sub-Fund (as applicable) and total return swaps in accordance with the AIFM Directive and the SFTR, including, amongst others, general description of instruments used. With respect to any such securities financing transactions and total return swaps, the information provided will include the (i) rationale for their use, (ii) type of assets that can be subject to them, (iii) maximum and expected proportion of assets under management subject to them, (iv) criteria to select counterparties, (v) types of acceptable collateral, (vi) collateral valuation methodology, (vii) disclosure of associated risks, (viii) specification of the safekeeping of assets and collateral and (ix) nature of the restrictions applicable to the reuse of collateral, as well as such other information that is required to be disclosed under SFTR (including any additional regulatory standards).

LIBOR Replacement and Other Reference Rates Risk

The Fund or a Sub-Fund (as applicable) may have direct or indirect exposures to floating rates of interest that are tied to benchmarks such as the London Interbank Offered Rate (“**LIBOR**”), which is a commonly used reference rate in

global financial markets. A major shift is underway to transition from LIBOR to alternative near Risk-Free-Rates (“RFRs”). Alongside US Dollar and U.K. Sterling LIBOR, other IBOR benchmarks are also affected by global benchmark reforms, including the Tokyo Interbank Offered Rate, Hong Kong Interbank Offered Rate, Euro Overnight Index Average, Canadian Dollar Offered Rate and Bank Bill Swap Rate. The timings for transition from such rates vary but the broad risks set out in this section apply generally to other affected IBOR benchmarks.

To facilitate this shift and to reduce disruption to financial markets and market participants, certain LIBOR rates are currently published on a synthetic calculation basis with the intention of approximating what LIBOR might have been had it not been subject to permanent cessation. This allows for continued use of LIBOR in legacy contracts. Investors should note that synthetic LIBOR rates may differ to what the equivalent “non-synthetic” LIBOR rate would have been had such rate not been subject to permanent cessation and therefore remained available for use by market participants in their financial contracts. Such differences may have an adverse effect on the Fund or a Sub-Fund (as applicable). The publication and use of synthetic rates is also being phased out.

Alternative reference rates must now be used for new financial contracts and market participants should continue to seek to transition away from LIBOR in existing contracts to the applicable RFR. It is not possible to predict with certainty the overall effect of LIBOR reform, but the discontinuance of LIBOR and the transition to RFRs raises a number of risks.

Where it is not possible to amend an existing financial contract that refers to LIBOR to instead refer to the relevant RFR (a process known as “remediation”) or to rely on a “synthetic” LIBOR reference rate, by the time LIBOR ceases to be published or is declared unrepresentative by the relevant regulatory authority, that financial contract is unlikely to function or perform as originally intended, its price may be negatively impacted or value transferred, and it may become illiquid and hard to value. It may not be possible to remediate a financial contract from LIBOR to the new RFR, or to transition a hedge and its underlying position at the same time, causing a mismatch or ‘basis risk’. Remediation is likely to be particularly difficult for financial instruments issued to multiple investors or with high consent thresholds to amend the rate. Delays or failures in obtaining investor or counterparty consent, or regulatory approval, may adversely impact transition. This may have an adverse impact on the Fund or a Sub-Fund (as applicable) if the Fund or a Sub-Fund has an exposure to LIBOR at the time the benchmark ceases to be published or is declared unrepresentative by the relevant regulatory authority.

RFRs are conceptually different to LIBOR and do not operate on the same basis. Remediation from LIBOR to RFRs may lead to the Fund paying more or receiving less in respect of a particular financial arrangements than if it had remained LIBOR-referencing. Spread adjustments applied to RFRs to reflect the historical difference in performance with LIBOR are rough proxies and will not perfectly match the performance of the relevant LIBOR rate it replaces, meaning that some value transfer is inevitable.

Borrowing costs under financing arrangements could be impacted where RFRs or other interest rates are used (directly or indirectly) instead of LIBOR therefore potentially increasing costs to the Fund. Some of the RFRs are relatively new interest rate benchmarks compared to LIBOR and how these rates, and any adjustment spreads, will perform in stressed market conditions or over significant time periods is not well established. Industry and market solutions for the transition from LIBOR to RFRs across different asset classes and currencies are not aligned and are developing at different rates. If remediation alters the legal, commercial, tax, accounting or other economic outcome of the relevant trade(s), including as between a trade and its hedge, there is a risk of detriment to the Fund or a Sub-Fund (as applicable) and consequently to investors in the Fund.

Enhanced Scrutiny and Potential Regulation of the Private Equity Industry

The Fund’s ability to achieve its investment objectives, as well as the ability of the Fund to conduct its operations, is based on laws and regulations, as well as their interpretation, which are subject to change through legislative, judicial or administrative action. Future legislative, judicial or administrative action could adversely affect the Fund’s ability to achieve its investment objectives, as well as the ability of the Fund to conduct its operations. Furthermore, if regulatory capital requirements, from the Dodd-Frank Act, Basel III, or other regulatory action, are imposed on private lenders that provide the Fund with funds, or were to be imposed on the Fund, such lenders or the Fund may be required to limit, or increase the cost of, financing such lenders provide to the Fund or that the Fund provides to others. Among other things, this could potentially increase financing costs, reduce the Fund’s ability to originate or acquire loans and reduce liquidity or require the Fund to sell assets at an inopportune time or price.

There have been significant legislative developments affecting the private equity industry and there continues to be discussion regarding enhancing governmental scrutiny and/or increasing the regulation of the private equity industry. In the US, the Dodd-Frank Act, among other things, requires registration with the SEC of advisers to private funds with assets under management of \$150 million or more (with certain limited exceptions) and imposes new reporting and recordkeeping obligations with respect to the private funds that they advise. A key feature of the Dodd-Frank Act is the extension of prudential regulation by the Federal Reserve to financial institutions that potentially pose risk to the financial system. The Dodd-Frank Act defines a “nonbank financial company” as a company that is substantially engaged in activities that are financial in nature. The Financial Stability Oversight Council (the “FSOC”), an interagency body created to monitor and address systemic risk, has the authority to subject such a company to regulation by the Federal Reserve, including capital, leverage and liquidity requirements if the FSOC determines that such company is systemically important. The Dodd-Frank Act does not contain any minimum size requirements for such a designation and it is possible that it could be applied to private funds, particularly large, highly leveraged funds. On 18 April 2016, the FSOC released an update on its multi-year review of asset management products and activities and created an interagency working group to assess potential risks associated with certain leveraged funds. In December 2019, the FSOC issued interpretive guidance regarding the designation of nonbank financial companies as systemically important financial institutions (“SIFIs”). This guidance implemented a number of reforms to the FSOC’s SIFI designation approach by shifting from an “entity-based” approach to an “activities-based” approach whereby the FSOC would primarily focus on regulating activities that pose systematic risk to the financial stability of the United States, rather than designations of individual firms. Under the final guidance, designation of an individual firm as a SIFI would only occur if, after engaging with the firm’s primary federal and state regulators, the FSOC determines that those regulators’ actions are inadequate to address the identified potential risk to U.S. financial stability. If such designation were to occur with respect to the asset management or private equity industry, the Fund could be subject to significantly increased levels of regulation, which includes, without limitation, a requirement to adopt heightened standards relating to capital, leverage, liquidity, risk management, credit exposure reporting and concentration limits, restrictions on acquisitions and being subject to annual stress tests by the Federal Reserve.

Similarly, in Europe, the Financial Stability Board has recommended strengthening oversight and regulation of the so-called “shadow banking” system, broadly described as credit intermediation involving entities and activities outside the regular banking system. While at this stage it is difficult to predict the scope of any new regulations, if regulations or other determinations were to further extend the regulatory and supervisory requirements, such as capital and liquidity standards currently applicable to banks and to nonbank companies, or the Fund were considered to be engaged in “shadow banking,” either in Europe, the United States or in any other jurisdiction in which the Fund engages in investment activities, the regulatory and operating costs associated therewith could adversely impact the implementation of the Fund’s investment strategy and the Fund’s returns.

The Dodd-Frank Act also imposes a number of restrictions on the relationship and activities of banking organisations with private funds and hedge funds and other provisions that have affected the real estate private equity industry, either directly or indirectly. Included in the Dodd-Frank Act is the so-called “Volcker Rule”, which takes the form of Section 13 of the Bank Holding Company Act of 1956. Among other things, the Volcker Rule prohibits any “banking entity” (generally defined as any insured depository institution, subject to certain exceptions, any company that controls such an institution, a non-US bank that is treated as a bank holding company for purposes of US banking law, and any affiliate or subsidiary of the foregoing entities) from sponsoring or acquiring or retaining an ownership interest in a private equity fund or hedge fund that is not subject to the provisions of the US Investment Company Act in reliance upon either Section 3(c)(1) or Section 3(c)(7) of the US Investment Company Act. The Volcker Rule also permits the Federal Reserve to require, by rule, that certain nonbank financial companies that have been designated as systemically important by the FSOC and subject to supervision by the Federal Reserve (as discussed above) comply with additional capital requirements for, and additional quantitative limits with regards to, such activities, although such entities are not expressly prohibited from sponsoring or investing in such funds. The Volcker Rule became effective as a matter of statute on 21 July 2012, but banking entities had a so-called “conformance period,” which ran until 21 July 2015 (or 21 July 2017, in the case of investments in and relationships with certain “legacy funds” that were in place prior to 31 December 2013), to wind down, sell, transfer or otherwise conform their investments and activities to the Volcker Rule, absent an extension by the Federal Reserve or an exemption for certain “permitted activities.” On 10 December 2013, the Federal Reserve and other federal regulatory agencies issued final rules implementing the principal components of the Volcker Rule. Prospective Shareholders in the Fund that are banking entities should consult their bank regulatory counsel prior to making an investment. The Dodd-Frank Act, as well as future related legislation, may have an adverse effect on the private equity industry generally and/or on the Fund, the

Manager, EQT Partners and/or any other member of the EQT Firm. On 24 May 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act (the “**Reform Act**”) was signed into law. Among other regulatory changes, the Reform Act amends various sections of the Dodd-Frank Act, including by modifying the Volcker Rule to exempt depository institutions that do not have, and are not controlled by a company that has, more than \$10 billion in total consolidated assets and significant trading assets and liabilities. In July 2019, US federal regulatory agencies adopted amendments to the Volcker Rule regulations to implement the Volcker Rule amendments included in the Reform Act, and also in 2019 such US federal regulatory agencies adopted certain targeted amendments to the Volcker Rule regulations to simplify and tailor certain compliance requirements relating to the Volcker Rule. In June 2020, US federal regulatory agencies adopted additional revisions to the Volcker Rule’s current restrictions on banking entities sponsoring and investing in certain covered hedge funds and private equity funds, including by adopting new exemptions allowing banking entities to sponsor and invest without limit in credit funds, venture capital funds, customer facilitation funds and family wealth management vehicles (the “**Covered Fund Amendments**”). The Covered Fund Amendments also loosen certain other restrictions on extraterritorial fund activities and direct parallel or co-investments made alongside covered funds. The Covered Fund Amendments should therefore expand the ability of banking entities to invest in and sponsor private funds. The ultimate consequences of the Reform Act and such regulatory developments on the Fund and its activities remain uncertain. Therefore, there can be no assurance that any continued regulatory scrutiny or initiatives will not have an adverse impact on EQT or otherwise impede the Fund’s activities.

In addition, the enactment of any reforms of the US Investment Advisers Act, and/or other legislation affecting investment advisers, could have an adverse effect on the private investment funds industry generally and on EQT and/or the Fund specifically and may impede the Fund’s ability to effectively achieve its investment objectives.

As private equity firms and other alternative asset managers become more influential participants in the US and global financial markets and economy generally, the private equity industry has been subject to enhanced public scrutiny. For example, various federal, state and local agencies have been examining the role of placement agents, finders and other similar private equity service providers in the context of investments by public pension plans and other similar entities, including investigations and requests for information. In addition, elements of organised labour and other representatives of labour unions have embarked on a campaign targeting private equity firms on a variety of matters of interest to organised labour. There can be no assurance that the foregoing will not have an adverse impact on the Fund, the Manager, EQT Partners and/or any other member of the EQT Firm or otherwise impede the Fund’s activities.

ERISA

The Manager will use reasonable efforts so that the assets of the Fund should not constitute “plan assets” of any Covered Plan that invests in ENXF SICAV and may, in this regard, elect to operate ENXF SICAV as a VCOC. Operating ENXF SICAV as a VCOC would require ENXF SICAV to obtain rights to substantially participate in, or influence the conduct of, the management of a number of the Fund’s investee companies. ENXF SICAV may designate a director to serve on the board of one or more investee companies as to which it obtains such rights. The designation of directors and other measures contemplated could expose the assets of the Fund to claims by an investee company, its security holders and its creditors. While the Manager intends to minimize exposure to these risks, the possibility of successful claims cannot be precluded.

In the event ENXF SICAV is operated to qualify as a VCOC in order to avoid holding “plan assets” within the meaning of the ERISA Plan Assets Regulation, the Fund may be restricted or precluded from making certain investments. In addition, it could be necessary for the Manager to liquidate investments at a disadvantageous time in order to avoid holding “plan assets,” within the meaning of ERISA resulting in lower proceeds to the Fund than might have been the case without the need of ENXF SICAV to qualify as a VCOC.

No assurance can be given that ENXF SICAV will operate as a VCOC, in which case the Manager may decline to accept subscriptions from, or approve transfers of Interests to, certain investors in order to limit equity participation by Covered Plans in ENXF SICAV to less than 25% of the total value of each class of equity interests in ENXF SICAV within the meaning of the ERISA Plan Asset Regulations. If, notwithstanding the Manager’s reasonable efforts, the assets of ENXF SICAV were deemed to constitute “plan assets” within the meaning of ERISA, this would result, among other matters, in the application of the prudence and other fiduciary responsibility standards of ERISA to investments made by ENXF SICAV. In addition, certain transactions in which the Fund might seek to engage could constitute non-exempt “prohibited transactions” under ERISA and the Code.

Risk Arising from Potential Control Group Liability

Under ERISA, upon the termination of a U.S. tax-qualified single employer defined benefit pension plan, the sponsoring employer and all members of its “controlled group” will be jointly and severally liable for 100% of the plan’s unfunded benefit liabilities whether or not the controlled group members have ever maintained or participated in the plan. In addition, the U.S. Pension Benefit Guaranty Corporation (“**PBGC**”) may assert a lien with respect to such liability against any member of the controlled group on up to 30% of the collective net worth of all members of the controlled group. Similarly, in the event a participating employer partially or completely withdraws from a multiemployer (union) defined benefit pension plan, any withdrawal liability incurred under ERISA will represent a joint and several liability of the withdrawing employer and each member of its controlled group.

A “controlled group” includes all “trades or businesses” under 80% or greater common ownership. This common ownership test is broadly applied to include both “parent-subsidiary groups” and “brother-sister groups” applying complex exclusion and constructive ownership rules. However, regardless of the percentage ownership that a fund holds in one or more investee companies, the fund itself cannot be considered part of an ERISA controlled group unless the Fund is considered to be a “trade or business”.

While there are a number of cases that have held that managing investments is not a “trade or business” for tax purposes, in 2007 the PBGC Appeals Board ruled that a private equity fund was a “trade or business” for ERISA controlled group liability purposes and at least one U.S. Federal Circuit Court has similarly concluded that a private equity fund could be a trade or business for these purposes based upon a number of factors including the fund’s level of involvement in the management of investee companies and the nature of any management fee arrangements.

If the Fund was determined to be a trade or business for purposes of ERISA, it is possible, depending upon the structure of the investment by the Fund and/or its affiliates and other co-investors in an investee company and their respective ownership interests in the investee company, that any tax-qualified single employer defined benefit pension plan liabilities and/or multiemployer plan withdrawal liabilities incurred by the investee company could result in liability being incurred by the Fund, with a resulting need for additional capital contributions, the appropriation of Fund assets to satisfy such pension liabilities and/or the imposition of a lien by the PBGC on certain Fund assets. Moreover, regardless of whether or not the Fund was determined to be a trade or business for purposes of ERISA, a court might hold that one of the Fund’s investee companies could become jointly and severally liable for another investee company’s unfunded pension liabilities pursuant to the ERISA “controlled group” rules, depending upon the relevant investment structures and ownership interests as noted above.

Registration under the US Commodity Exchange Act

Registration with the US Commodity Futures Trading Commission (the “**CFTC**”) as a “commodity pool operator” or any change in the Fund’s, the Manager’s or its affiliates’ operations (including, without limitation, any change that causes the Manager or its principals to be subject to certain specified covered statutory disqualifications) necessary to maintain the Manager’s ability to rely upon an exemption from registration could adversely affect the Fund’s ability to implement its investments, conduct its operations and/or achieve its objectives and subject the Fund to certain additional costs, expenses and administrative burdens. Furthermore, any determination by the Manager to cease or to limit holding or investing in interests which may be treated as “commodity interests” in order to comply with the regulations of the CFTC may have a material adverse effect on the Fund’s ability to implement its investment objectives and to hedge risks associated with its operations.

Limited Regulatory Oversight

The Fund will not be registered as an investment company under the US Investment Company Act. The US Investment Company Act provides certain protections to investors and imposes certain restrictions on registered investment companies, none of which will be applicable to the Fund.

Base Erosion and Profit Shifting

The Organisation for Economic Co-operation and Development together with the G20 countries has committed to reduce perceived abusive global tax avoidance, referred to as base erosion and profit shifting (“**BEPS**”). As part of this commitment, an action plan has been developed to address BEPS with the aim of securing revenue by realigning taxation with economic activities and value creation by creating a single set of consensus based international tax rules. As part of the BEPS project, new rules dealing with the operation of double tax treaties, the definition of permanent

establishments, interest deductibility and how hybrid instruments are taxed were introduced. To support the national implementation of BEPS in the European Union, the Council of the European Union has adopted an Anti-Tax Avoidance Directive (“**ATAD I**”) of 12 July 2016 and an amendment thereto of 29 May 2017 (“**ATAD II**”, and together with ATAD I, “**ATAD I/II**”) that address many of these issues. The measures included in the Anti-Tax Avoidance Directive have been implemented into the national law of each EU Member State, which Luxembourg has done.

Depending on how these proposals have been implemented, and pending further clarifications from the administrative practice and developing case law, they may have a material impact on how returns to Shareholders are taxed. Such implementation may also give rise to additional reporting and disclosure obligations for Shareholders and may also result in EQT implementing strategies which may not be optimal for one or more Shareholders.

ATAD I/II covers, inter alia, hybrid mismatches resulting from the different characterization of a financial instrument or an entity. The ATAD I/II anti-hybrid rules only apply within the context of a structured arrangement (see below) or between associated enterprises.

Pursuant to ATAD II, Luxembourg has a “reverse hybrid rule” which is applicable as of 1 January 2022. Luxembourg’s adaptation of this law provides that a Luxembourg transparent entity such as the ENXF (Master) FCP or ENXF Aggregator SCSp can be recharacterised as being subject to Luxembourg corporate income tax if the following conditions are fulfilled:

- i. One or more associated entities hold in the aggregate a direct or indirect interest of 50% or more of the voting rights, capital interests, or rights to profits in the Luxembourg transparent entity;
- ii. These associated entities are located in jurisdictions that regard the Luxembourg transparent entity as a tax opaque entity; and
- iii. To the extent that the profits of the Luxembourg transparent entity are not subject to tax in any other jurisdiction.

However, there is an exception to this reverse hybrid rule, which applies when the transparent entity is a “collective investment vehicle”, which is defined as an investment fund that is widely held, holds a diversified portfolio, and is subject to investor protection regulation in Luxembourg.

A structured arrangement means an arrangement involving a hybrid mismatch where the mismatch outcome is priced into the terms of the arrangement or an arrangement that has been designed to produce a hybrid mismatch outcome. However, should a hybrid mismatch outcome occur with one or several Shareholder(s), the arrangement should not be considered a structured arrangement to the extent that it has not been designed to produce such hybrid mismatch outcome and such hybrid mismatch is in no case priced into the term of the arrangement entered into with that/those Shareholder(s).

BEPS, ATAD I and ATAD II could impact the on-going taxation of the Fund, which may adversely affect the return on investments received by Shareholders. In addition, in order to comply with these new rules, certain information about the characteristics, ownership and tax residence of Shareholders may be requested from Shareholders.

The European Commission published on 22 December 2021 the ATAD III Proposal. The ATAD III Proposal draft aims at introducing a EU-wide substance test facilitating identification of undertakings that are engaged in an economic activity but which do not have minimal substance and, in the view of the Commission, are misused for the purpose of obtaining tax advantages (shell companies). Initially, the Commission proposed that the Member States shall transpose the ATAD III Proposal into their national laws by 30 June 2023 for the rules to come into effect as of 1 January 2024, but the entry into force was postponed (based on current expectations, to 1 January 2025).

Furthermore, another legislative proposal by the European Commission was published on 22 December 2021 for a Directive setting forth rules to ensure a global minimum level of taxation for multinational groups (“**Pillar Two**”). The Pillar Two aims at implementing among all 27 Member States the Model Rules published on 20 December 2021, that are consistent with the agreement reached by Inclusive Framework on BEPS on 8 October 2021 and include an Income Inclusion Rule (“**IIR**”) and an Under Taxed Profit Rule (“**UTPR**”; collectively “**GloBE rules**”). In addition, Pillar Two makes use of an option contemplated by the Inclusive Framework whereby the Member State of a constituent entity applying the IIR is required to ensure effective taxation at the minimum agreed level not only for

foreign subsidiaries but also for all constituent entities resident in that Member State. The agreed Pillar Two design also includes the Subject to Tax Rule (“**STTR**”), which is to be implemented through bilateral tax treaties and is not included in Pillar Two. The Commission proposed that the Member States shall transpose Pillar Two into their national laws by 31 December 2023 for the rules to come into effect as of 1 January 2024, with the exception of the UTPR, for which the application will be deferred to 1 January 2025.

There is significant uncertainty as to the manner in which these regimes will be implemented into local law and their impact on the Fund and its investments.

DAC6

On May 25, 2018, the EU Council adopted a directive (2018/822 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation) (“**DAC6**”) that imposes mandatory disclosure requirements for certain EU cross-border tax arrangements which satisfy certain “hallmarks” provided for in DAC6 and which may have a tax advantage as the main or expected benefit (the “**Reportable Arrangements**”). In the case of a Reportable Arrangement, the information that must be reported includes the name of all relevant taxpayers and intermediaries as well as an outline of the Reportable Arrangement, the value of the Reportable Arrangement and identification of any member states likely to be concerned by the Reportable Arrangement. The reporting obligation in principle rests with persons that design, market or organize the Reportable Arrangement and professional advisors (intermediaries). However, in certain cases, the taxpayer itself can be subject to the reporting obligation. The information reported will be automatically exchanged between the tax authorities of all EU Member States.

DAC6 was transposed into Luxembourg domestic legislation by the law of 25 March 2020 (the “**DAC6 Law**”) and is applicable as from July 1, 2020. Further to the Luxembourg law dated 24 July 2020, the first reporting on DAC6 started on January 1, 2021 at which point Reportable Arrangements must be reported within 30 days. In addition, Reportable Arrangements (the first step of which was implemented between June 25, 2018 and June 30, 2020 had to be reported by February 28, 2021). In light of the broad scope of DAC6 and DAC6 Law, transactions carried out by the Fund may fall within the scope of DAC6 and DAC6 Law and thus be reportable.

In light of the broad scope of DAC6, transactions carried out by the Fund may fall within the scope of DAC6 and thus be reportable.

Potential investors should consult their own tax advisors regarding all aspects of the implementation of these laws and directives as it affects their particular circumstances.

Potential investors should also note the considerations discussed in Section 13: “*Regulatory and Tax Considerations—Tax Information and Tax Liability*”.

Governing Law, Jurisdiction and Sovereign Immunity

Certain Shareholders admitted to the Fund may enjoy sovereign or other immunities and privileges under Luxembourg or foreign law and may claim to be, or insist on being, restricted in their ability to submit to the jurisdiction of particular courts and tribunals, including those designated in the Fund Documentation. These factors may make it substantially more difficult for the Manager and parties to the Fund Documentation to enforce the contractual obligations of a Shareholder and could, in certain circumstances, create a situation in which certain Shareholders are awarded a disproportionate amount of damages in any action that may be brought against EQT in connection with the Manager’s management and operation of the Fund.

Conflicts Policies and Procedures

Policies and procedures implemented by EQT from time to time (including as may be implemented in the future) to mitigate potential conflicts of interest and address certain regulatory requirements and contractual restrictions may reduce the synergies across EQT’s operating platform and areas of expertise that the Manager or EQT Partners expect to draw on for purposes of pursuing attractive investment opportunities for the Fund. As a result, information which could be of benefit to the Fund might become restricted to certain business units within EQT and otherwise be unavailable to the Manager or EQT Partners in respect of their activities relating to the Fund. EQT may implement certain policies and procedures that may reduce the synergies that EQT generally seeks to implement across its business (for example, through the creation of information barriers to mitigate conflicts) which restricts information flow. Additionally, the terms of confidentiality or other agreements may restrict or otherwise limit the ability of the

Fund and/or its investee companies and their Associates to make investments in or otherwise engage in businesses or activities competitive with such companies.

18. DIRECTORY

THE FUND

EQT Nexus Fund SICAV
Société d'investissement à capital variable
51A Boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg

BOARD OF DIRECTORS

Maria Samuelsson von Oldenskiöld
Joshua Stone
Ann-Charlotte Lawyer

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Grand Duchy of Luxembourg

CENTRAL ADMINISTRATION AGENT

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L-2540 Luxembourg
Grand Duchy of Luxembourg

SECRETARIAL SERVICES PROVIDER

Citco Fund Services (Luxembourg) S.A.
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L-2346 Luxembourg
Grand Duchy of Luxembourg

Simpson Thacher & Bartlett LLP
CityPoint
One Ropemaker Street
London EC2Y 9HU
England

For more information on the Fund (including with respect to subscriptions to the Fund) or for any complaint in relation to the operations of the Fund, inquiries should be directed to:

Bank of New York Mellon SA/NV

Attn: AIS Transfer Agency Team
2-4 Rue Eugene Ruppert
L-2453, Luxembourg
Grand Duchy of Luxembourg

Email: LUXMB-AML_AIS LUXMB-AML_AIS@bnymellon.com **for AML**
LUXMB-TA_AIS LUXMB-TA_AIS@bnymellon.com **for dealing queries**
EQT_Nexus@bnymellon.com **for trade instructions**

Shareholder Services Phone: +352 2452 4363

APPENDIX A SUB-FUND TERMS

EQT Nexus Fund SICAV – ENXF SICAV - I	
<p>The following information is presented as a summary of the principal terms relating to ENXF SICAV - I and is qualified in its entirety by reference to the articles of incorporation of EQT Nexus Fund SICAV (as amended, restated or otherwise modified from time to time, the “Articles”), the other terms of this Prospectus, the subscription document and related documentation with respect thereto (collectively, the “Fund Documentation”), copies of which will be provided to each prospective investor upon request. The Fund Documentation should be reviewed carefully. In the event of a conflict between the terms of this summary and the Fund Documentation (excluding the terms of this summary), the Fund Documentation will prevail. Capitalized terms not otherwise defined herein have the meaning set forth in Section 16: “Glossary of Defined Terms” of this Prospectus.</p>	
Manager:	EQT Fund Management S.à r.l. is the alternative investment fund manager of ENXF SICAV - I
ENXF SICAV:	EQT Nexus Fund SICAV is a multi-compartment Luxembourg investment company with variable capital (<i>société d’investissement à capital variable</i>). ENXF SICAV has an umbrella structure consisting of one or more ring-fenced sub-funds.
The Sub-Fund:	ENXF SICAV - I is an open-ended, commingled sub-fund of ENXF SICAV.
Investment Objective and Strategy:	<p>ENXF SICAV - I seeks to generate attractive risk-adjusted returns and medium-to-long term capital appreciation for individual investors by providing access to investments in a portfolio of current and future private market, commingled, blind-pool funds which are managed, advised and/or operated by, or affiliated with, EQT (the “Underlying EQT Funds”), diversified by strategy and maturity. ENXF SICAV - I may also participate in co-investment opportunities that arise from time to time alongside one or more EQT Funds (including the Underlying EQT Funds).</p> <p>ENXF SICAV - I aims to achieve its investment objective by investing, as a feeder fund, all or substantially all of its assets into a sub-fund of a Luxembourg multi-compartment mutual fund (<i>fonds commun de placement</i>) ENXF (Master) FCP (as defined above), as the master fund to ENXF SICAV. The sub-fund of the ENXF (Master) FCP will, in turn, invest through a subsidiary established as a Luxembourg special limited partnership (<i>société en commandite spéciale</i>), ENXF Aggregator SCSp (as defined above) for the purpose of indirectly holding the Fund’s investments. ENXF Aggregator SCSp will not, for the avoidance of doubt, be a master fund to ENXF (Master) FCP. ENXF SICAV, ENXF (Master) FCP and ENXF Aggregator SCSp may each make investments through special purpose vehicles or other investment vehicles. See Section 3: “Investment Information” of this Prospectus.⁹</p> <p>ENXF SICAV - I cannot assure prospective shareholders of ENXF SICAV that it will achieve its investment objectives. See Section 17: “Risk Factors, Potential Conflicts of Interest and Other Considerations” of this Prospectus.</p>
Portfolio Allocation Targets:	ENXF SICAV – I intends to focus the amounts subscribed to ENXF SICAV (which have not been redeemed and which have not been allocated to the Liquidity Sleeve (as defined above)) in making Fund Investments (as defined above), but also has the ability

⁹ Where appropriate for any legal, tax, regulatory, compliance, structuring or other considerations, EQT Nexus Fund SICAV could invest into multiple sub-funds of the ENXF Master FCP and ENXF Aggregator SCSp Parallel Vehicles (as defined in this Prospectus) could be established.

	<p>to make co-investments alongside EQT Funds in respect of specific portfolio investments being made by such EQT Funds, in each case on a discretionary basis.</p> <p>While ENXF SICAV - I will seek to allocate such amounts across EQT's various private market strategies (which may develop or change over time), it intends to initially have a significant focus on the following EQT business lines: EQT Private Equity, EQT Value-Add Infrastructure, EQT Growth, EQT Ventures, EQT Life Sciences, BPEA EQT, EQT Future and EQT Exeter, with approximately 50% to 70% of amounts (which are not allocated to the Liquidity Sleeve) allocated to EQT's key funds within the EQT Private Equity and the EQT Value-Add Infrastructure business lines.</p> <p>In addition, ENXF SICAV - I will target an allocation of up to approximately 20% of the NAV of its investments in public and private debt and other securities as well as cash holdings, in order to provide income, facilitate capital deployment and act as a potential source of liquidity, in each case on a discretionary basis.</p> <p>For the avoidance of doubt, such focuses and targets set out in this Prospectus do not directly concern the investments made by ENXF SICAV - I but rather the indirect investments of the ENXF (Master) FCP. The foregoing represents overall allocation focuses and targets only; the actual allocation of investments may differ at any given time and may exceed or otherwise materially differ from those stated above (including with respect to allocations across EQT Funds).</p>
Minimum Initial Subscription:	<p>For EUR Share Classes (except Class B_{EUR} Shares, Class C_{EUR} Shares, Class D_{EUR} Shares and Class F_{EUR} Shares): €25,000.</p> <p>For Class B_{EUR} Shares: between €250,000 - €999,999.99 (inclusive).</p> <p>For Class C_{EUR} Shares: between €1,000,000 - €4,999,999.99 (inclusive).</p> <p>For Class F_{EUR} Shares: €5,000,000.</p> <p>For Class D_{EUR} Shares: €5,000,000.</p> <p>For USD Share Classes (except Class D_{USD} and Class M_{USD} Shares): US\$25,000.</p> <p>For Class D_{USD} and Class M_{USD} Shares: US\$5,000,000.</p> <p>For AUD Share Classes: AU\$500,000.</p> <p>For GBP Share Classes (except Class D_{GBP} Shares): £25,000.</p> <p>For Class D_{GBP} Shares: £5,000,000.</p> <p>For CHF Share Classes (except Class D_{CHF} Shares): CHF25,000.</p> <p>For Class D_{CHF} Shares: CHF5,000,000.</p> <p>For SG\$ Share Classes (except Class D_{SGD} Shares): SG\$25,000.</p> <p>For Class D_{SGD} Shares: SG\$5,000,000.</p> <p>For JPY Share Classes (except Class D_{JPY} Shares): JPY4,000,000.</p> <p>For Class D_{JPY} Shares: JPY800,000,000.</p>
Subscriptions:	<p>Subscriptions for shares of ENXF SICAV - I will be accepted at the discretion of the Manager as of the first Business Day of each month. Shares (as defined above) will be issued at NAV per Share as of the end of the immediately preceding month. Subscription requests must be received by no later than 5 p.m. Central European Time at least seven Business Days (as defined above) prior to the last calendar day of of such immediately preceding month (unless waived by ENXF SICAV).</p>
Share Classes	<p>The following Classes of Shares are open to Shareholders in ENXF SICAV - I:</p>

	Class	Currency
	I-EUR-Z	EUR
	A-EUR-Z	EUR
	B-EUR-Z	EUR
	C-EUR-Z	EUR
	F-EUR-Z	EUR
	L-EUR-Z	EUR
	D-EUR-Z	EUR
	I-EUR-Y	EUR
	A-EUR-Y	EUR
	B-EUR-Y	EUR
	C-EUR-Y	EUR
	F-EUR-Y	EUR
	L-EUR-Y	EUR
	D-EUR-Y	EUR
	H-EUR	EUR
	I-USD-Z	USD
	J-USD-Z	USD
	A-USD-Z	USD
	K-USD-Z	USD
	D-USD-Z	USD
	M-USD-Z	USD
	I-USD-Y	USD
	A-USD-Y	USD
	D-USD-Y	USD
	M-USD-Y	USD
	D-CHF-Y	CHF
	A-CHF-Z	CHF
	I-CHF-Z	CHF
	D-CHF-Z	CHF
	G-AUD-Y	AUD
	G-AUD-Z	AUD
	D-JPY-Y	JPY
	A-JPY-Z	JPY
	I-JPY-Z	JPY

	DJPY-Z	JPY	
	DSGD-Y	SGD	
	ASGD-Z	SGD	
	ISGD-Z	SGD	
	DSGD-Z	SGD	
	DGBP-Y	GBP	
	AGBP-Z	GBP	
	IGBP-Z	GBP	
	DGBP-Z	GBP	
Redemptions:	<ul style="list-style-type: none"> Redemptions are expected to be offered each quarter at the NAV per Share as of the last calendar day of the quarter. Z Sub-Class Shares will be subject to a 5% deduction of their NAV on any redemption within 18 months of being issued. Redemptions of Y Sub-Class Shares will not be permitted within 36 months of being issued. For the relevant quarterly period, Net Redemptions are generally limited to 5% of Fund NAV (measured using the average of the Fund NAV as of the end of each of the three months immediately prior to the month in which the Redemption Date (as defined above) falls). Redemption Requests (as defined above) must be provided by no later than 5 p.m. Central European Time on the date falling 30 calendar days prior to the Redemption Date. Settlements of Share redemptions are generally expected to be within 15 Business Days following the applicable NAV Publication Date (as defined above). Where Redemption Requests would otherwise exceed the Net Redemption limit set out above, they will be subject to “gates” or similar limitations which mean that Redemption Requests cannot be satisfied in full or at all on any given Redemption Date (unless otherwise determined by the Board of Directors or the Manager, as a delegate of the Board of Directors), as further described in Section 5: “Subscriptions, Redemptions and Other Transactions—Redemption of Shares” of this Prospectus. <p>Redemption Requests may otherwise be rejected in whole or in part by the Manager in exceptional circumstances and not on a systematic basis. See Section 5: “Subscriptions, Redemptions and Other Transactions—Redemption of Shares” of this Prospectus.</p>		
Subscription Fee	<p>Certain financial intermediaries through which a Shareholder was placed in ENXF SICAV - I may charge such Shareholder upfront selling commissions, placement fees, subscription fees or similar fees (“Subscription Fees”) on Shares sold in the offering. No Subscription Fees will be paid with respect to automatic reinvestments of distributable amounts in the Fund.</p>		
Management Allocation:	<p>Z Sub-Class Shares: 1.35% of Adjusted NAV per annum, to be calculated, accrued and settled monthly.</p> <p>Y Sub-Class Shares: 1.25% of Adjusted NAV per annum, to be calculated, accrued and settled monthly.</p> <p>Class H Shares will not bear any Management Allocation.</p>		

	See Section 7: “ <i>Fees, Allocations and Expenses of the Fund— Management Allocation</i> ” for further details regarding the calculation of the Management Allocation.
Servicing Fee:	<p>Class A Shares, Class K Shares and Class L Shares: 0.85% per annum of their NAV, payable to financial intermediaries.</p> <p>Class B Shares: 0.60% per annum of their NAV, payable to financial intermediaries.</p> <p>Class C Shares: 0.45% per annum of their NAV, payable to financial intermediaries.</p> <p>Class F Shares: 0.25% per annum of their NAV, payable to financial intermediaries.</p> <p>Class I Shares, Class J Shares, Class D Shares, Class G Shares, Class H Shares and Class M Shares: 0.00% per annum of their respective NAVs.</p>
Underlying EQT Funds Fees, Priority Profit Share and Carried Interest	<p>ENXF SICAV - I will be required to (indirectly) bear its proportion of fees, costs, expenses, priority profit share (or the equivalent), and carried interest (or the equivalent) incurred in connection with its investments in the Underlying EQT Funds, provided however that any priority profit share, management fee or similar to be indirectly borne by ENXF SICAV - I as an indirect investor in the Underlying EQT Funds will, to the maximum extent possible, be met by the Management Allocation, or otherwise be applied against one another, as the Manager may in its discretion determine.</p> <p>See Section 7: “<i>Fees, Allocations and Expenses of the Fund— Fund Investments</i>” for further details regarding the calculation of carried interest.</p>
Co-Investment Fees and Carried Interest	<p>Where ENXF SICAV - I makes a co-investment alongside an EQT Fund, in respect of such co-investment, ENXF SICAV - I will be required to bear its proportion of fees, costs and expenses associated with such co-investment (including ongoing operating costs of any vehicles through which such co-investment is held).</p> <p>In addition, in respect of all Share Classes, save for Class H Shares only, ENXF SICAV - I will be required to bear its proportion of carried interest incurred in connection with such co-investments as follows: 15% of Total Return, subject to 5% Hurdle Amount and High Water Mark with a 100% Catch-Up, measured and paid quarterly and accruing monthly (subject to pro-rating for partial periods).</p> <p>In respect of Class H Shares, ENXF SICAV - I will not bear any proportion of carried interest incurred in connection with such co-investments.</p> <p>See Section 7: “<i>Fees, Allocations and Expenses of the Fund— Co-Investments</i>” for further details regarding carried interest.</p>
Distributions and Reinvestment:	<p>All Shares will be “accumulation” such that distributions will be automatically reinvested in the Fund unless the Board of Directors or its delegate determines in its discretion that a cash distribution shall be made. Where distributable amounts are determined to be made available for distribution (as determined by the Manager as a delegate of the Board of Directors), distributions are expected on a quarterly basis.</p> <p>ENXF SICAV - I cannot guarantee that it will make distributions, and any distributions will be made at the discretion of the Board of Directors or its delegate.</p>
Leverage:	ENXF SICAV - I will not incur indebtedness, directly or indirectly, that would cause the Leverage Ratio to be in excess of 30%.
Term:	Unlimited.
First Subscription Date	The first Subscription Date for Shares in ENXF SICAV – I occurred on 3 July 2023.
Benchmark Regulation:	ENXF SICAV - I is actively managed and will not make use of a benchmark within the meaning of Regulation (EU) No 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and

	financial contracts or to measure the performance of investment funds and amending Directives 2004/48/EC and 2014/17/EU and Regulation (EU) No 596/2014.
SFDR:	<p>For the purposes of Article 8(1) of the SFDR, the Manager considers that ENXF SICAV - I is a financial product which promotes, among other characteristics, environmental and social characteristics.</p> <p>Investments made for the purposes of liquidity are not subject to ENXF SICAV – I’s SFDR-related commitments. The primary purpose of such investments is liquidity management and the Manager makes such investments in its discretion without regard to ENXF SICAV – I’s commitments for the purposes of SFDR. Consequently, investments made for the purposes of liquidity do not form part of ENXF SICAV – I’s asset allocation for the purposes SFDR and in no way should any of the commitments or other statements made in respect of ENXF SICAV – I’s SFDR commitments be considered to relate to investments for liquidity purposes.</p> <p>Further information with respect to the environmental and social characteristics that are promoted by ENXF SICAV – I can be found in the pre-contractual disclosures for Article 8 financial products, included at Schedule 1: “Sustainability-Related Disclosures” to this Appendix.</p>

SCHEDULE 1

SUSTAINABILITY-RELATED DISCLOSURES

Introduction and Definitions

Terms used in this Schedule and not otherwise defined below have the meaning given to them in the Prospectus.

“**EQT A8/9 Fund**” means an EQT Fund to which SFDR applies and which, for the purposes of SFDR, either (i) promotes, among other characteristics, environmental or social characteristics, or a combination of those characteristics, provided that the companies in which the investments are made follow good governance practices, or (ii) that has sustainable investment or a reduction of carbon emissions as its objective.

Approach to SFDR

The Manager considers that ENXF SICAV - I is a financial product which promotes, amongst other characteristics, environmental or social characteristics on the basis that ENXF SICAV - I makes a majority of its investments through:

- (i) making capital commitments to EQT A8/9 Funds and, in certain cases, undertaking secondary market purchases of existing interests in EQT A8/9 Funds; and/or
- (ii) participating in investments alongside one or more EQT A8/9 Funds, including through one or more co-investment vehicles.

ENXF SICAV - I may also invest in or alongside one or more EQT Funds that are not EQT A8/9 Funds. Such investments will constitute a minority of ENXF SICAV - I’s overall portfolio of investments.

Commitments made by EQT A8 Funds and EQT A9 Funds for the purposes of SFDR

Each EQT A8/9 Fund follows its own specific investment policy and investment strategy. Information regarding EQT A8/9 Funds that is provided in this Schedule is not intended to be comprehensive but rather provides a high-level summary sample of the type of commitments disclosed by EQT A8/9 Funds in the applicable pre-contractual disclosure to investors for the purposes of SFDR (being “**SFDR Commitments**” of the relevant EQT A8/9 Fund). EQT seeks to ensure that good governance practices are adhered to in respect of all portfolio companies an EQT Fund may invest in, although the exact manner in which this is achieved will vary as appropriate.

Management of Underlying EQT Funds

The portfolio manager of each EQT Fund is either an entity within the EQT group (an “**EQT Fund Manager**”) or a third-party that receives investment advice from an entity within the EQT group (an “**EQT Fund Advisor**”).

Where ENXF SICAV - I invests in an EQT A8/9 Fund, ENXF SICAV - I will rely (as applicable):

- (i) on the applicable EQT Fund Manager to ensure that the Underlying EQT Fund is managed; or
- (ii) on the applicable EQT Fund Advisor to ensure that investment advice is given to the third party manager,

in each case in a manner that is consistent with the SFDR Commitments of the relevant EQT A8/9 Fund.

Where ENXF SICAV - I invests in an EQT Fund that is not an EQT A8/9 Fund, ENXF SICAV - I will rely (as applicable):

- (i) on the applicable EQT Fund Manager to ensure that the Underlying EQT Fund is managed; and

(ii) on the applicable EQT Fund Advisor to ensure that investment advice is given to the third party manager,

in each case in a manner that is consistent with the applicable ESG-related policies, guidelines and procedures, including, where relevant, as to sustainability risks for the purposes of SFDR, of such EQT Fund Manager or such EQT Fund Advisor (as applicable).

Management of Co-Investments

Where ENXF SICAV - I invests alongside an EQT A8/9 Fund, the Manager relies on the applicable EQT Fund Manager or EQT Fund Advisor of such EQT A8/9 Fund to ensure the portfolio company that is the subject of the co-investment is managed in accordance with such EQT A8/9 Fund's SFDR Commitments.

Where ENXF SICAV - I invests alongside an EQT Fund that is not an EQT A8/9 Fund, the Manager relies on the applicable EQT Fund Manager or EQT Fund Advisor of such EQT Fund to ensure the portfolio company that is the subject of the co-investment is managed in accordance with the ESG-related policies, guidelines and procedures, including, where relevant, as to good governance, and sustainability risks for the purposes of SFDR applicable to such EQT Fund.

Investments made for the purposes of the Liquidity Sleeve

Investments made for the purposes of the Liquidity Sleeve are not subject to ENXF SICAV - I's SFDR-related commitments as set out in this Schedule. The primary purpose of Liquidity Sleeve investments is liquidity management and the Manager makes such investments in its discretion without regard to ENXF SICAV - I's commitments for the purposes of SFDR. Consequently, investments made for the purposes of the Liquidity Sleeve do not form part of ENXF SICAV - I's asset allocation for the purposes of these disclosures and in no way should any of the commitments or other statements made in this Schedule be considered to relate to investments of ENXF SICAV - I that are made for the purposes of the Liquidity Sleeve.

Article 8 – Promotion of Environmental or Social Characteristics

For the purposes of Article 8(1) of SFDR, the Manager considers that ENXF SICAV - I is a financial product which promotes, among other characteristics, environmental and social characteristics.

ENXF SICAV - I seeks to promote certain environmental and social characteristics by applying EQT Firm's wider policies and procedures relating to ESG in assessing investments applicable to EQT funds generally, such as the EQT Responsible Investment & Ownership Policy to be found at <https://eqtgroup.com/eqt-policies-and-statements>.

Further information with respect to the environmental and social characteristics that are promoted by ENXF SICAV - I can be found in the pre-contractual disclosures for Article 8 financial products included in this Schedule, as well on EQT's website at www.eqtnexus.com.

Article 6(1)(a)&(b) - Integration of Sustainability Risks and Likely Impact on Returns

Sustainability risks will be integrated into the investment decision-making process and risk monitoring of the Manager to the extent that they represent potential or actual material risks to the investments of ENXF SICAV - I. As part of this process, the Manager has determined that sustainability risks are potentially relevant to ENXF SICAV - I having regard to the types of investments that may be made by ENXF SICAV - I in accordance with its investment criteria and objectives. The identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis in accordance with relevant considerations under EQT's relevant policies and procedures. Notwithstanding the above, it is recognized that sustainability risks may not be relevant to certain non-core activities and investments related to the activities of ENXF SICAV - I (for example, hedging).

Further information with respect to the integration of sustainability risks can be found in the pre-contractual disclosures for Article 8 financial products included on the following page, as well as on EQT's website at www.eqtnexus.com.

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

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



Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: EQT Nexus Fund SICAV / ENXF SICAV - I

Legal entity identifier: N/A

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

Yes
 No

<input type="checkbox"/> It will make a minimum of sustainable investments with an environmental objective: ____% <ul style="list-style-type: none"> <input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> It will make a minimum of sustainable investments with a social objective: ____%	<input type="checkbox"/> It promotes Environmental/Social (E/S) characteristics and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ____% of sustainable investments <ul style="list-style-type: none"> <input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> with a social objective <input checked="" type="checkbox"/> It promotes E/S characteristics, but will not make any sustainable investments
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What environmental and/or social characteristics are promoted by this financial product?

ENXF SICAV - I promotes, amongst other characteristics, environmental and/or social characteristics by primarily investing in or alongside EQT A8/9 Funds.

EQT A8/9 Funds operate across a wide range of investment strategies. The relevant characteristics promoted by EQT A8/9 Funds generally consist of investing in, and scaling, solutions with positive environmental and societal impact as measured by sustainability indicators and promoting sustainable practices in portfolio companies and/or portfolio assets. Whilst the SFDR Commitments of each EQT A8/9 Fund vary, these may include

(but are in no way limited to) commitments relating to promotion of greenhouse gas emission reductions, renewable electricity and/or board gender diversity. EQT seeks to ensure that good governance practices are adhered to in respect of all portfolio companies, although the exact manner in which this is achieved will vary as appropriate.

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

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

Each EQT A8/9 Fund has sustainability indicators that are tailored to its specific investment strategy and related SFDR Commitments.

ENXF SICAV – I will provide transparency to investors in its annual report on the most relevant sustainability indicators reported by EQT A8/9 Funds held within the portfolio from time to time and in relation to co-investments made alongside EQT A8/9 Funds. In particular, EQT expects to report the sustainability indicators on a look-through basis for the “top investments” of ENXF SICAV – I (as defined in the RTS).

Investors should be aware that as the underlying portfolio of ENXF SICAV - I develops or changes over time, the sustainability indicators relevant to the underlying EQT A8/9 Funds and co-investments held by ENXF SICAV – I may also change or develop.

The following indicators are provided as an example of the types of sustainability indicators that may be reported by EQT A8/9 Funds held within the ENXF SICAV – I portfolio from time to time; however, investors should be aware that the actual indicators will vary according to the portfolio of ENXF SICAV - I:

1. **Key performance indicators (“KPIs”):** portfolio companies and/or the management of EQT assets (as applicable) must adhere to EQT’s sustainability expectations, expressed in a set of KPIs, which are expected to be progressed and reported on annually. By way of example, the KPIs can include preparation of an ESG policy, materiality assessments and annual employee engagement surveys.
2. **Sustainability targets:** portfolio companies may be asked to develop plans and to reach specific sustainability targets in areas related to EQT’s environmental and sustainability ambitions (the targets set out below are a sample only and are given purely by way of example as to the targets that may be set for the portfolio companies of EQT A8/9 Funds):

- Greenhouse gas emissions: specific plans to reduce greenhouse gas emissions or adhere to the Science Based Target Initiative (SBTi).
- Renewable electricity: increasing the share of renewable electricity of the total purchased electricity in portfolio companies/assets.
- Board gender diversity: specific long-term targets for board gender diversity may be set at portfolio companies.
- Good governance practices: portfolio companies must have a fundamental sustainability governance platform as well as a sustainability board champion to

ensure a strategic commitment to a sustainability strategy at the board level. Portfolio companies also have to conduct a materiality analysis.

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

Not applicable.

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

Not applicable.

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

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

Not applicable.

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

Not applicable.

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

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

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



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

Yes

No

The Manager does not currently commit to considering principal adverse impacts (“PAIs”) for ENXF SICAV - I as the investment strategy of the ENXF SICAV - I is for the majority of

its investments to be in EQT A8/9 Funds, without regard to such funds' underlying approach to the consideration of PAIs. The Manager keeps this approach under review and any changes to this approach will be disclosed to investors in the appropriate manner.

Each EQT A8/9 Fund has its own approach to whether and, if applicable, the manner in which PAIs on sustainability factors are considered. If applicable, the EQT Fund Manager and/or EQT Fund Advisor considers the PAIs that are determined to be relevant to a particular investment on a case-by-case basis – the specific PAIs may differ depending on the nature of the EQT investment.



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

What investment strategy does this financial product follow?

The objective of ENXF SICAV - I is to deliver attractive risk-adjusted returns over the medium and long-term for individual investors by primarily investing in or alongside a diversified portfolio of EQT Funds across some or all of EQT's private market strategies.

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

Investments in or alongside EQT A8/9 Funds will constitute the majority of the investments made by ENXF SICAV - I.

Each EQT A8/9 Fund has its own binding elements with respect to its particular investment strategy for the purposes of attaining the relevant environmental and/or social characteristics promoted by the EQT A8/9 Fund. The following are provided as an example of the types of binding elements of EQT A8/9 Funds held within the ENXF SICAV – I portfolio from time to time; however, investors should be aware that the actual binding elements will vary according to the portfolio of ENXF SICAV - I:

- 1. Negative screening:** opportunities which are considered to be inconsistent with the environmental and/or social characteristics promoted by the relevant EQT A8/9 Fund are filtered out from consideration for investment.
 - 2. ESG linked credit facility:** financing from third parties via an ESG-linked credit facility. Where such facilities are made available, the applicable interest rate for the ESG-linked credit facility may be linked to the timely fulfilment of specific targets. The results from a particular portfolio company's ESG efforts as compared with the applied key performance indicator targets may also impact the overall interest rate charged by such facility.
 - 3. Science-based targets (SBTs):** setting and validating SBTs at a portfolio company level when the SBT framework has been developed and it is applicable for the asset class of the relevant portfolio company.
- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

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

With respect to investments made in EQT A8/9 Funds, good governance practices of such funds' underlying portfolio companies will be considered by the applicable EQT Fund Manager or EQT Fund Advisor.

Prior to an investment in a portfolio company being made by an EQT A8/9 Fund, the applicable EQT Fund Manager or EQT Fund Advisor assesses good governance practices of the EQT A8/9 Fund's potential portfolio company as part of its due diligence process. Depending on the asset, this could for example include areas such as management structures, supply chain management, legal compliance, employee relations, remuneration, tax practices and whistleblowing systems, among others. Where actions should be taken to improve these practices, the aim will be to support portfolio companies with the implementation of such actions during ownership.

The applicable EQT Fund Manager or EQT Fund Advisor seeks to ensure that an EQT A8/9 Fund's portfolio companies follow good governance practices, and may, as appropriate, set out clear expectations with respect to transparency and accountability around sustainability, which includes social, environmental and other business governance aspects. These expectations may for example include (amongst other things) a requirement that the relevant portfolio company:

- adheres to the Ten Principles of the UN Global Compact;
- appoints a board member who is designated as responsible for the portfolio company's ESG strategy and for setting clear ownership around sustainability-related initiatives at board level; and
- monitors its sustainability progress and performance.

The Manager recognises that certain EQT A8/9 Funds directly acquires assets such as real estate or infrastructure. In the context of such investments, and those investments made by an EQT Fund that does not constitute an EQT A8/9 Fund, the EQT Fund Manager is responsible for ensuring that the management of all such assets is carried out in accordance with customary good governance practices, and in accordance with any specific commitments regarding good governance made by the relevant EQT Fund. In general, this is expected to include compliance with EQT's Responsible Investment & Ownership Policy (the "**RI&O Policy**"). The RI&O Policy is available on EQT's website.

In addition, in cases where an EQT A8/9 Fund has co-control or a minority interest in a portfolio company, the EQT Fund Manager or EQT Fund Advisor's influence is typically more limited, including influence on sustainability matters. Nonetheless, good governance practices of the EQT A8/9 Fund's potential portfolio company are assessed as part of the EQT A8/9 Fund's due diligence process (as noted above) and sustainability continues to be integrated throughout the ownership period towards the standards set in the RI&O Policy.

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

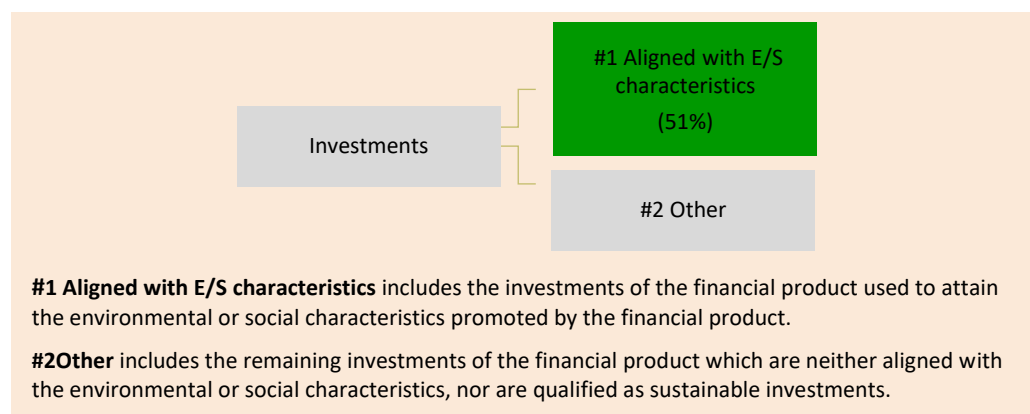


What is the asset allocation planned for this financial product?

The Manager intends that a majority (51%) of ENXF SICAV - I's investments are made in or alongside EQT A8/9 Funds that are aligned with environmental and/or social characteristics.

In pursuing its investment strategy, ENXF SICAV - I may invest in or alongside one or more EQT Funds that are not EQT A8/9 Funds. However, this is expected to constitute only a minority of ENXF SICAV - I's investments.

Sustainable investments may be made either (i) indirectly, when ENXF SICAV - I invests in an EQT A8/9 Fund that does make such investments, or (ii) directly where ENXF SICAV - I invests alongside a Co-Investing A8/9 Fund to make such an investment. However, no guarantee is given that such investments will be made.



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

ENXF SICAV - I may use derivatives (directly or indirectly) for risk management purposes, including but not limited to mitigating foreign currency risk, interest rate and/or inflation rate fluctuations. Derivatives are therefore not intended to be used as a direct means of making investments or deploying capital. The use of such derivatives therefore is not included in the calculation of “#2 Other”.

Asset allocation

describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

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



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

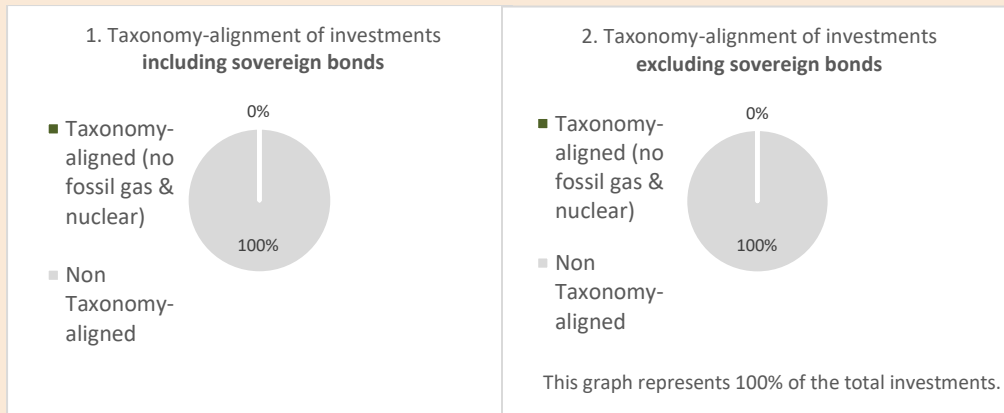
Not applicable.

Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy¹⁰?

- Yes:
 - In fossil gas
 - In nuclear energy
- No

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective. **Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

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



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

What is the minimum share of investments in transitional and enabling activities?
Not applicable.



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

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

¹⁰ Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change (“climate change mitigation”) and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

Not applicable.



What is the minimum share of socially sustainable investments?

Not applicable.



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

ENXF SICAV - I may invest in or alongside one or more EQT Funds that do not constitute EQT A8/9 Funds. However, such investments will in aggregate only constitute a minority of ENXF SICAV - I’s investments. Such investments are managed in accordance with the ESG-related policies applicable to such EQT Funds that do not constitute EQT A8/9 Funds and applicable good governance requirements relating to portfolio companies will be adhered to as outlined above.



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

No specific index is designated as a reference benchmark to determine whether ENXF SICAV - I is aligned with the environmental and/or social characteristics that it promotes.

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

Not applicable.

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

Not applicable.

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

Not applicable.

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

Not applicable.

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



Where can I find more product specific information online?

More product-specific information can be found on the website:

Information about how the environmental and social characteristics of ENXF SICAV - I are met is made available to investors periodically in ENXF SICAV - I's Article 8 disclosures as set out in ENXF SICAV - I's annual reports, and information about the environmental and social characteristics promoted by ENXF SICAV - I is available at www.egtnexus.com.

APPENDIX B

CERTAIN SECURITIES LAW LEGENDS

FOR ALL EEA MEMBER STATE RESIDENTS ONLY: IN RELATION TO EACH MEMBER STATE OF THE EEA (EACH A “MEMBER STATE”) WHICH HAS IMPLEMENTED THE ALTERNATIVE INVESTMENT FUND MANAGERS DIRECTIVE (DIRECTIVE (2011/61/EU)) (THE “AIFM DIRECTIVE”) (AND FOR WHICH TRANSITIONAL ARRANGEMENTS ARE NOT AVAILABLE), THIS PROSPECTUS MAY ONLY BE DISTRIBUTED AND SHARES IN ENXF SICAV MAY ONLY BE OFFERED OR PLACED IN A MEMBER STATE TO THE EXTENT THAT: (1) ENXF SICAV IS PERMITTED TO BE MARKETED TO PROFESSIONAL INVESTORS IN THE RELEVANT MEMBER STATE IN ACCORDANCE WITH AIFM DIRECTIVE (AS IMPLEMENTED INTO THE LOCAL LAW/REGULATION OF THE RELEVANT MEMBER STATE), AS WELL AS TO NON-PROFESSIONAL INVESTORS ABOVE THE THRESHOLDS AND/OR AT THE CONDITIONS IN ACCORDANCE TO WHICH THEY ARE ADMITTED TO INVEST IN RESERVED AIFS IN EACH RELEVANT MEMBER STATE, INCLUDING ITALIAN RETAIL INVESTORS UNDER ARTICLE 14, PARA. 2. OF THE MINISTERIAL DECREE NO. 30 OF 2015, AS AMENDED BY THE MINISTERIAL DECREE NO. 19 OF 2022; OR (2) THIS PROSPECTUS MAY OTHERWISE BE LAWFULLY DISTRIBUTED AND THE SHARES MAY OTHERWISE BE LAWFULLY OFFERED OR PLACED IN THAT MEMBER STATE (INCLUDING AT THE EXCLUSIVE INITIATIVE OF THE INVESTOR).

FOR AUSTRALIAN RESIDENTS ONLY: THE OFFER OF SHARES CONTAINED IN THIS PROSPECTUS IS DIRECTED ONLY TO PERSONS WHO QUALIFY AS “WHOLESALE CLIENTS” WITHIN THE MEANING OF SECTION 761G OF THE CORPORATIONS ACT 2001 (CTH).

IF THE SHARES ARE TO BE SOLD OR TRANSFERRED TO INVESTORS IN AUSTRALIA WITHOUT A PRODUCT DISCLOSURE STATEMENT, OR OTHER REGULATED AUSTRALIAN DISCLOSURE DOCUMENT, WITHIN 12 MONTHS OF THEIR ISSUE, THEY MAY ONLY BE SOLD OR TRANSFERRED TO PERSONS IN AUSTRALIA WHO ARE ‘WHOLESALE CLIENTS’ UNDER SECTION 761G OF THE CORPORATIONS ACT 2001 (CTH) (THE “ACT”). EACH RECIPIENT OF THIS PROSPECTUS WARRANTS THAT IT IS, AND AT ALL TIMES WILL BE A “WHOLESALE CLIENT.”

THIS PROSPECTUS IS NOT A PRODUCT DISCLOSURE STATEMENT OR OTHER REGULATED DISCLOSURE DOCUMENT FOR THE PURPOSES OF THE CORPORATIONS ACT 2001 (CTH). THIS PROSPECTUS HAS NOT BEEN, AND WILL NOT BE, REVIEWED BY, NOR LODGED WITH, THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION AND DOES NOT CONTAIN ALL THE INFORMATION THAT A PRODUCT DISCLOSURE STATEMENT OR OTHER REGULATED DISCLOSURE DOCUMENT IS REQUIRED TO CONTAIN. THE DISTRIBUTION OF THIS PROSPECTUS IN AUSTRALIA HAS NOT BEEN AUTHORISED BY ANY REGULATORY AUTHORITY IN AUSTRALIA.

THIS PROSPECTUS IS PROVIDED FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE THE PROVISION OF ANY FINANCIAL PRODUCT ADVICE OR RECOMMENDATION. THIS PROSPECTUS DOES NOT TAKE INTO ACCOUNT THE INVESTMENT OBJECTIVES, FINANCIAL SITUATION AND PARTICULAR NEEDS OF ANY PERSON AND NEITHER ENXF SICAV, NOR ANY OTHER PERSON REFERRED TO IN THIS PROSPECTUS, IS LICENSED TO PROVIDE FINANCIAL PRODUCT ADVICE IN AUSTRALIA. YOU SHOULD CONSIDER CAREFULLY WHETHER THE INVESTMENT IS SUITABLE FOR YOU, HAVING REGARD TO YOUR INVESTMENT OBJECTIVES, FINANCIAL SITUATION AND PARTICULAR NEEDS. THERE IS NO COOLING-OFF REGIME THAT APPLIES IN RELATION TO THE ACQUISITION OF THESE SHARES IN AUSTRALIA.

THIS PROSPECTUS HAS NOT BEEN PREPARED SPECIFICALLY FOR AUSTRALIAN INVESTORS. IT:

- MAY CONTAIN REFERENCES TO DOLLAR AMOUNTS WHICH ARE NOT IN AUSTRALIAN DOLLARS;
- MAY CONTAIN FINANCIAL INFORMATION WHICH IS NOT PREPARED IN ACCORDANCE WITH AUSTRALIAN LAW OR PRACTICES;

- MAY NOT ADDRESS RISKS ASSOCIATED WITH INVESTMENT IN FOREIGN CURRENCY DENOMINATED INVESTMENTS; AND
- DOES NOT ADDRESS AUSTRALIAN TAX ISSUES.

ENXF SICAV IS NOT A REGISTERED SCHEME OR REGISTERED AS A FOREIGN COMPANY IN AUSTRALIA, NOR IS THE INVESTMENT ADVISOR.

FOR CHILEAN RESIDENTS ONLY: THE DATE OF COMMENCEMENT OF THE OFFERING IS THAT OF THIS PROSPECTUS. THIS OFFERING IS SUBJECT TO GENERAL RULE NO. 336 (NORMA DE CARÁCTER GENERAL N° 336) OF THE CHILEAN SECURITIES AND INSURANCE REGULATOR, THE “COMISIÓN PARA EL MERCADO FINANCIERO” (“CMF”). THIS OFFERING DEALS WITH SHARES THAT ARE NOT REGISTERED IN THE SECURITIES REGISTRY (THE REGISTRO DE VALORES), NOR IN THE FOREIGN SECURITIES REGISTRY (REGISTRO DE VALORES EXTRANJEROS), KEPT BY THE CMF, AND, THEREFORE, THE SHARES THAT THIS OFFER REFERS TO ARE NOT SUBJECT TO THE SUPERVISION OF THE CMF. GIVEN THE FACT THESE SHARES ARE NOT REGISTERED WITH THE CMF, THERE IS NO OBLIGATION FOR THE ISSUER TO DISCLOSE IN CHILE PUBLIC INFORMATION ABOUT SAID SHARES. THESE SHARES MAY NOT BE PUBLICLY OFFERED AS LONG AS THEY ARE NOT REGISTERED IN THE CORRESPONDING SECURITIES REGISTRY KEPT BY THE CMF.

FOR COLUMBIAN RESIDENTS ONLY: THIS PROSPECTUS DOES NOT CONSTITUTE AN INVITATION TO INVEST OR A PUBLIC OFFER IN THE REPUBLIC OF COLOMBIA AND IS NOT GOVERNED BY COLOMBIAN LAW. THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE NATIONAL REGISTER OF SECURITIES AND ISSUERS (EL REGISTRO NACIONAL DE VALORES Y EMISORES) MAINTAINED BY THE FINANCIAL SUPERVISORY AUTHORITY OF COLOMBIA (LA SUPERINTENDENCIA FINANCIERA DE COLOMBIA) AND WILL NOT BE LISTED ON THE COLOMBIAN STOCK EXCHANGE (LA BOLSA DE VALORES DE COLOMBIA). THE SHARES ARE BEING OFFERED UNDER CIRCUMSTANCES WHICH DO NOT CONSTITUTE A PUBLIC OFFERING OF SECURITIES UNDER APPLICABLE COLOMBIAN SECURITIES LAWS AND REGULATIONS. THE OFFER OF THE SHARES IS ADDRESSED TO FEWER THAN ONE HUNDRED SPECIFICALLY IDENTIFIED INVESTORS. ACCORDINGLY, THE SHARES MAY NOT BE MARKETED, OFFERED, SOLD OR NEGOTIATED IN COLOMBIA, EXCEPT UNDER CIRCUMSTANCES WHICH DO NOT CONSTITUTE A PUBLIC OFFERING OF SECURITIES UNDER APPLICABLE COLOMBIAN SECURITIES LAWS AND REGULATIONS. THIS PROSPECTUS IS PROVIDED AT THE REQUEST OF THE ADDRESSEE FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE A SOLICITATION. THE SHARES MAY NOT BE PROMOTED OR MARKETED IN COLOMBIA OR TO COLOMBIAN RESIDENTS UNLESS SUCH PROMOTION AND MARKETING IS CARRIED OUT IN COMPLIANCE WITH DECREE 2555 OF 2010 AND OTHER APPLICABLE RULES AND REGULATIONS RELATED TO THE PROMOTION OF FOREIGN FINANCIAL AND SECURITIES RELATED PRODUCTS OR SERVICES IN COLOMBIA.

COLOMBIAN ELIGIBLE INVESTORS ACKNOWLEDGE THAT THE SHARES (I) ARE NOT FINANCIAL PRODUCTS, (II) ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THE TERMS OF THE FUND’S CONSTITUTIONAL DOCUMENTS AND (III) DO NOT OFFER ANY PRINCIPAL PROTECTION.

COLOMBIAN ELIGIBLE INVESTORS ACKNOWLEDGE COLOMBIAN LAWS AND REGULATIONS (IN PARTICULAR, FOREIGN EXCHANGE, SECURITIES AND TAX REGULATIONS) APPLICABLE TO ANY TRANSACTION OR INVESTMENT CONSUMMATED IN CONNECTION WITH AN INVESTMENT IN THE FUND, AND REPRESENT THAT THEY ARE THE SOLE LIABLE PARTY FOR FULL COMPLIANCE WITH ANY SUCH LAWS AND REGULATIONS. IN ADDITION, COLOMBIAN INVESTORS ACKNOWLEDGE AND AGREE THAT THE FUND WILL NOT HAVE ANY RESPONSIBILITY, LIABILITY OR OBLIGATION IN CONNECTION WITH ANY CONSENT, APPROVAL, FILING, PROCEEDING, AUTHORISATION OR PERMISSION REQUIRED BY THE INVESTOR OR ANY ACTIONS TAKEN OR TO BE TAKEN BY THE INVESTOR IN CONNECTION WITH THE OFFER, SALE OR DELIVERY OF THE SHARES UNDER COLOMBIAN LAW.

FOR GUERNSEY RESIDENTS ONLY: THIS PROSPECTUS MAY ONLY BE MADE AVAILABLE IN OR FROM WITHIN THE BAILIWICK OF GUERNSEY, AND ANY OFFER OR SALE OF SHARES MAY ONLY BE MADE IN OR FROM WITHIN THE BAILIWICK OF GUERNSEY, EITHER:

(I) BY PERSONS LICENSED TO DO SO UNDER THE PROTECTION OF INVESTORS (BAILIWICK OF GUERNSEY) LAW, 1987 (AS AMENDED) (THE “**POI LAW**”); OR

(II) TO PERSONS LICENSED UNDER THE POI LAW, THE INSURANCE BUSINESS (BAILIWICK OF GUERNSEY) LAW, 2002 (AS AMENDED), THE INSURANCE MANAGERS AND INSURANCE INTERMEDIARIES (BAILIWICK OF GUERNSEY) LAW, 2002 (AS AMENDED), THE BANKING SUPERVISION (BAILIWICK OF GUERNSEY) LAW, 1994 (AS AMENDED) OR THE REGULATION OF FIDUCIARIES, ADMINISTRATION BUSINESS AND COMPANY DIRECTORS, ETC (BAILIWICK OF GUERNSEY) LAW, 2000 (AS AMENDED) PROVIDED ENXF SICAV COMPLIES WITH THE APPLICABLE REQUIREMENTS OF THE POI LAW AND ALL APPLICABLE GUIDANCE NOTES ISSUED BY THE GUERNSEY FINANCIAL SERVICES COMMISSION.

THIS PROSPECTUS AND ANY OFFER OR SALE OF SHARES IN ENXF SICAV PURSUANT TO THIS PROSPECTUS ARE NOT AVAILABLE IN OR FROM WITHIN THE BAILIWICK OF GUERNSEY OTHER THAN IN ACCORDANCE WITH THE ABOVE PARAGRAPHS (I) AND (II) AND MUST NOT BE RELIED UPON BY ANY PERSON UNLESS RECEIVED OR MADE IN ACCORDANCE WITH SUCH PARAGRAPHS.

FOR HONG KONG RESIDENTS ONLY: THE CONTENTS OF THIS PROSPECTUS HAVE NOT BEEN REVIEWED BY ANY REGULATORY AUTHORITY IN HONG KONG. YOU ARE ADVISED TO EXERCISE CAUTION IN RELATION TO THE OFFER. IF YOU ARE IN ANY DOUBT ABOUT ANY OF THE CONTENTS OF THIS PROSPECTUS, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

ENXF SICAV OR THE ISSUE OF THIS PROSPECTUS HAS NOT BEEN AUTHORIZED BY THE SECURITIES AND FUTURES COMMISSION IN HONG KONG PURSUANT TO THE SECURITIES AND FUTURES ORDINANCE (CAP. 571 OF THE LAWS OF HONG KONG) (THE “**SFO**”). THE SHARES HAVE NOT BEEN AND WILL NOT BE OFFERED OR SOLD IN HONG KONG BY MEANS OF ANY PROSPECTUS, OTHER THAN (A) TO “PROFESSIONAL INVESTORS” AS DEFINED IN THE SFO AND ANY RULES MADE UNDER THAT ORDINANCE; OR (B) IN OTHER CIRCUMSTANCES WHICH DO NOT CONSTITUTE AN OFFER OR INVITATION TO THE PUBLIC WITHIN THE MEANING OF THE SFO.

FOR ISRAELI RESIDENTS ONLY: THE OFFERING UNDER THIS PROSPECTUS DOES NOT CONSTITUTE AN “**OFFER TO THE PUBLIC**” WITHIN THE MEANING OF SECTION 15(A) OF THE ISRAELI SECURITIES LAW 5728-1968, AND INVESTORS IN THE SHARES WILL NOT BE ABLE TO RELY ON SUCH SECURITIES LAW IN MANY MATTERS RELATED TO OR DERIVING FROM THIS PROSPECTUS AND/OR THEIR INVESTMENT IN ENXF SICAV. ACCORDINGLY, EACH ISRAELI PURCHASER OF THE SHARES WILL BE REQUIRED TO MAKE CERTAIN REPRESENTATIONS AND UNDERTAKE THAT IT IS PURCHASING THE SHARES FOR INVESTMENT PURPOSES ONLY, WITH NO INTENTION TO SELL OR DISTRIBUTE THEM.

NEITHER THE FUND, NOR THE MANAGER, IS REGISTERED OR INTENDS TO REGISTER AS AN INVESTMENT ADVISER OR AN INVESTMENT PORTFOLIO MANAGER UNDER THE ISRAELI REGULATION OF INVESTMENT ADVICE AND INVESTMENT PORTFOLIO MANAGEMENT LAW, 5755-1995 (THE “**INVESTMENT LAW**”). FURTHERMORE, THESE SHARES ARE NOT BEING OFFERED BY A LICENSED MARKETER OF SECURITIES PURSUANT TO THE INVESTMENT LAW. THEREFORE, ALL ISRAELI INVESTORS WILL BE REQUIRED TO BE “**QUALIFIED CLIENTS**” WITHIN THE MEANING OF THE INVESTMENT LAW.

FOR JAPANESE RESIDENTS ONLY: REGISTRATION PURSUANT TO ARTICLE 4, PARAGRAPH 1 OF THE FINANCIAL INSTRUMENTS AND EXCHANGE ACT OF JAPAN, AS AMENDED (THE “**FIEA**”) HAS NOT BEEN AND WILL NOT BE MADE WITH RESPECT TO THE SOLICITATION OF AN OFFER TO PURCHASE A SHARE (“**SHARE**”) OF ENXF SICAV ON THE GROUND THAT THE SOLICITATION QUALIFIES AS A “SOLICITATION FOR A SMALL NUMBER OF INVESTORS” (AS DEFINED IN ARTICLE 23-13, PARAGRAPH 4 OF THE FIEA), AND THE SHARES ARE “SECURITIES” AS DEFINED IN ARTICLE 2, PARAGRAPH 2, ITEM 6 OF THE FIEA AND BEING OFFERED IN ACCORDANCE WITH ARTICLE 2, PARAGRAPH 3, ITEM 3 OF THE FIEA WHERE THE SHARES ARE TO BE ACQUIRED BY 499 OR FEWER INVESTORS.

PROSPECTIVE INVESTORS SHOULD BE AWARE THAT ENXF SICAV HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE FIEA AS “TYPE 2 FINANCIAL INSTRUMENT TRADER” (DAINISHU KINYUSHOHIN TORIHIKI GYO) NOR “INVESTMENT MANAGEMENT BUSINESS” (TOSHI UNYO GYO), AND NO TRANSFER OF SHARES SHALL BE PERMITTED IN ANY MANNER WHATSOEVER IF SUCH TRANSFER REQUIRES ENXF SICAV TO BE REGISTERED AS “TYPE 2 FINANCIAL INSTRUMENT TRADER” (DAINISHU KINYUSHOHIN TORIHIKI GYO) AND/OR “INVESTMENT MANAGEMENT BUSINESS” (TOSHI UNYO GYO) UNDER THE FIEA.

FOR KOREAN RESIDENTS ONLY: ENXF SICAV MAKES NO REPRESENTATION WITH RESPECT TO THE ELIGIBILITY OF ANY RECIPIENTS OF THIS PROSPECTUS TO ACQUIRE THE SHARES UNDER THE LAWS OF KOREA, INCLUDING, WITHOUT LIMITATION, THE FOREIGN EXCHANGE TRANSACTION LAW AND REGULATIONS THEREUNDER. THE SHARES HAVE NOT BEEN REGISTERED WITH THE FINANCIAL SERVICES COMMISSION OF KOREA (THE “FSC”) IN KOREA UNDER THE FINANCIAL INVESTMENT SERVICES AND CAPITAL MARKETS ACT OF KOREA, AND THE SHARES MAY NOT BE OFFERED, SOLD OR DELIVERED, OR OFFERED OR SOLD TO ANY PERSON FOR REOFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN KOREA OR TO ANY RESIDENT OF KOREA EXCEPT PURSUANT TO APPLICABLE LAWS AND REGULATIONS OF KOREA. FURTHERMORE, THE SHARES MAY NOT BE RESOLD TO KOREAN RESIDENTS UNLESS THE PURCHASER OF THE SHARES COMPLIES WITH ALL APPLICABLE REGULATORY REQUIREMENTS (INCLUDING, WITHOUT LIMITATION, GOVERNMENTAL APPROVAL REQUIREMENTS UNDER THE FOREIGN EXCHANGE TRANSACTION LAW AND ITS SUBORDINATE DECREES AND REGULATIONS) IN CONNECTION WITH THE PURCHASE OF THE SHARES.

FOR MEXICAN RESIDENTS ONLY: THE SHARES HAVE NOT BEEN REGISTERED WITH THE NATIONAL REGISTER OF SECURITIES MAINTAINED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION AND MAY NOT BE PUBLICLY OFFERED IN MEXICO. THIS PROSPECTUS MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO. THE SHARES MAY BE OFFERED AS PRIVATE OFFERING IN TERMS OF ARTICLE 8 OF THE SECURITIES MARKET LAW.

FOR NEW ZEALAND RESIDENTS ONLY: THIS OFFERING DOCUMENT DOES NOT CONSTITUTE AND SHOULD NOT BE CONSTRUED AS AN OFFER, INVITATION, PROPOSAL OR RECOMMENDATION TO APPLY FOR SHARES IN ENXF SICAV BY PERSONS IN NEW ZEALAND WHO DO NOT MEET THE CRITERIA BELOW. APPLICATIONS OR ANY REQUESTS FOR INFORMATION FROM PERSONS IN NEW ZEALAND WHO DO NOT MEET THE CRITERIA BELOW WILL NOT BE ACCEPTED.

THE OFFER OF SHARES IN ENXF SICAV IS MADE ONLY TO PERSONS WHO ARE “WHOLESALE INVESTORS” FOR THE PURPOSES OF THE NEW ZEALAND FINANCIAL MARKETS CONDUCT ACT 2013 (THE “FMCA”) AND WHO HAVE PROVIDED AN APPROPRIATE CERTIFICATE TO THE ISSUER (IF REQUIRED).

THIS PROSPECTUS AND ANY SUPPLEMENT(S) ARE NOT A PRODUCT DISCLOSURE STATEMENT FOR THE PURPOSES OF THE FMCA. THIS OFFER DOES NOT CONSTITUTE A “REGULATED OFFER” TO RETAIL INVESTORS FOR THE PURPOSES OF THE FMCA.

FOR PERUVIAN RESIDENTS ONLY: THE SHARES AND THE INFORMATION CONTAINED IN THIS PROSPECTUS ARE NOT BEING MARKETED OR PUBLICLY OFFERED IN PERU AND WILL NOT BE DISTRIBUTED OR CAUSED TO BE DISTRIBUTED TO THE GENERAL PUBLIC IN PERU. THE SHARES AND THE INFORMATION CONTAINED HEREIN HAVE NOT BEEN AND WILL NOT BE CONFIRMED, APPROVED OR IN ANY WAY SUBMITTED TO THE PERUVIAN SECURITIES AND EXCHANGE COMMISSION - *SUPERINTENDENCIA DEL MERCADO DE VALORES* (“SMV”) - NOR HAVE THEY BEEN REGISTERED UNDER THE PERUVIAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*), WHOSE SINGLE REVISED TEXT WAS APPROVED BY SUPREME DECREE NO. 093-2002-EF. NOTWITHSTANDING THE FOREGOING, THE SHARES AND THE INFORMATION CONTAINED HEREIN MAY BE SUBMITTED AND REGISTERED WITH PERUVIAN PENSION FUNDS - *ADMINISTRADORAS PRIVADAS DE FONDOS DE PENSIONES* (“AFP”)-, AS REQUIRED BY SUPERINTENDENCE OF BANKING, INSURANCE AND PENSION FUNDS -*SUPERINTENDENCIA DE BANCA, SEGUROS Y ADMINISTRADORAS PRIVADAS DE FONDOS DE PENSIONES* (“SBS”) - AS A RESULT OF PRIVATE OFFERINGS OF THE SHARES ADDRESSED TO CERTAIN INSTITUTIONAL INVESTORS IN ACCORDANCE WITH PERUVIAN REGULATIONS.

FOR SINGAPOREAN RESIDENTS ONLY: THE OFFER OR INVITATION OF THE SHARES (THE “SHARES”) OF ENXF SICAV, WHICH IS THE SUBJECT OF THIS PROSPECTUS, DOES NOT RELATE TO A COLLECTIVE INVESTMENT SCHEME WHICH IS AUTHORISED UNDER SECTION 286 OF THE SECURITIES AND FUTURES ACT, CHAPTER 289 OF SINGAPORE (THE “SFA”) OR RECOGNISED UNDER SECTION 287 OF THE SFA. ENXF SICAV IS NOT AUTHORISED OR RECOGNISED BY THE MONETARY AUTHORITY OF SINGAPORE (THE “MAS”) AND THE SHARES ARE NOT ALLOWED TO BE OFFERED TO THE RETAIL PUBLIC. THIS PROSPECTUS AND ANY OTHER DOCUMENT OR MATERIAL ISSUED IN CONNECTION WITH THE OFFER OR SALE IS NOT A PROSPECTUS AS DEFINED IN THE SFA AND ACCORDINGLY, STATUTORY LIABILITY UNDER THE SFA IN RELATION TO THE CONTENT OF PROSPECTUSES DOES NOT APPLY, AND YOU SHOULD CONSIDER CAREFULLY WHETHER THE INVESTMENT IS SUITABLE FOR YOU.

THIS PROSPECTUS HAS NOT BEEN REGISTERED AS A PROSPECTUS WITH THE MAS. ACCORDINGLY, THIS PROSPECTUS AND ANY OTHER DOCUMENT OR MATERIAL IN CONNECTION WITH THE OFFER OR SALE, OR INVITATION FOR SUBSCRIPTION OR PURCHASE, OF SHARES MAY NOT BE CIRCULATED OR DISTRIBUTED, NOR MAY SHARES BE OFFERED OR SOLD, OR BE MADE THE SUBJECT OF AN INVITATION FOR SUBSCRIPTION OR PURCHASE, WHETHER DIRECTLY OR INDIRECTLY, TO PERSONS IN SINGAPORE OTHER THAN (I) TO AN INSTITUTIONAL INVESTOR (AS DEFINED UNDER SECTION 304 OF THE SFA), (II) TO A RELEVANT PERSON (AS DEFINED UNDER SECTION 305(5) OF THE SFA) PURSUANT TO SECTION 305(1), OR ANY PERSON PURSUANT TO SECTION 305(2), AND IN ACCORDANCE WITH THE CONDITIONS SPECIFIED IN SECTION 305 OF THE SFA, OR (III) OTHERWISE PURSUANT TO, AND IN ACCORDANCE WITH THE CONDITIONS OF, ANY OTHER APPLICABLE PROVISION OF THE SFA.

WHERE SHARES ARE SUBSCRIBED OR PURCHASED UNDER SECTION 305 OF THE SFA BY A RELEVANT PERSON WHICH IS:

- A. A CORPORATION (WHICH IS NOT AN ACCREDITED INVESTOR (AS DEFINED IN THE SFA)) THE SOLE BUSINESS OF WHICH IS TO HOLD INVESTMENTS AND THE ENTIRE SHARE CAPITAL OF WHICH IS OWNED BY ONE OR MORE INDIVIDUALS, EACH OF WHOM IS AN ACCREDITED INVESTOR; OR
- B. A TRUST (WHERE THE TRUSTEE IS NOT AN ACCREDITED INVESTOR) WHOSE SOLE PURPOSE IS TO HOLD INVESTMENTS AND EACH BENEFICIARY OF THE TRUST IS AN INDIVIDUAL WHO IS AN ACCREDITED INVESTOR,

SECURITIES (AS DEFINED IN SECTION 2(1) OF THE SFA) OF THAT CORPORATION OR THE BENEFICIARIES’ RIGHTS AND SHARES (HOWSOEVER DESCRIBED) IN THAT TRUST SHALL NOT BE TRANSFERRED WITHIN SIX MONTHS AFTER THAT CORPORATION OR THAT TRUST HAS ACQUIRED THE SHARES PURSUANT TO AN OFFER MADE UNDER SECTION 305 OF THE SFA EXCEPT:

- 1. TO AN INSTITUTIONAL INVESTOR OR TO A RELEVANT PERSON DEFINED IN SECTION 305(5) OF THE SFA, OR TO ANY PERSON ARISING FROM AN OFFER REFERRED TO IN SECTION 275(1A) OR SECTION 305A(3)(1)(B) OF THE SFA;
- 2. WHERE NO CONSIDERATION IS OR WILL BE GIVEN FOR THE TRANSFER;
- 3. WHERE THE TRANSFER IS BY OPERATION OF LAW;
- 4. AS SPECIFIED IN SECTION 305A(5) OF THE SFA; OR
- 5. AS SPECIFIED IN REGULATION 36 OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (COLLECTIVE INVESTMENT SCHEMES) REGULATIONS 2005 OF SINGAPORE.

ANY REFERENCE TO THE “SFA” IS A REFERENCE TO THE SECURITIES AND FUTURES ACT, CHAPTER 289 OF SINGAPORE AND A REFERENCE TO ANY TERM AS DEFINED IN THE SFA OR ANY PROVISION IN THE SFA IS A REFERENCE TO THAT TERM AS MODIFIED OR AMENDED FROM TIME TO TIME INCLUDING BY SUCH OF ITS SUBSIDIARY LEGISLATION AS MAY BE APPLICABLE AT THE RELEVANT TIME.

FOR SWISS RESIDENTS ONLY: ENXF SICAV HAS NOT BEEN AND WILL NOT BE APPROVED BY OR REGISTERED WITH THE SWISS FINANCIAL MARKET SUPERVISORY AUTHORITY (“FINMA”) AS A NON-SWISS COLLECTIVE INVESTMENT SCHEME PURSUANT TO ARTICLE 120 OF THE SWISS COLLECTIVE INVESTMENT SCHEMES ACT OF 23 JUNE 2006, AS AMENDED (“CISA”). THIS PROSPECTUS (INCLUDING ANY ACCOMPANYING SUPPLEMENT) AND ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO ENXF SICAV OR THE SHARES HAS BEEN PREPARED WITHOUT REGARD TO THE DISCLOSURE STANDARDS FOR PROSPECTUSES UNDER THE SWISS FINANCIAL SERVICES ACT OF 15 JUNE 2018, AS AMENDED (“FINSA”) AND THEREFORE DOES NOT CONSTITUTE A PROSPECTUS WITHIN THE MEANING OF THE CISA OR THE FINSA. THE SHARES WILL NOT BE LISTED OR ADMITTED TO TRADING ON ANY TRADING VENUE IN SWITZERLAND.

THE SHARES WILL BE MARKETED AND OFFERED IN OR INTO SWITZERLAND EXCLUSIVELY TO QUALIFIED INVESTORS (“**QUALIFIED INVESTORS**”) WITHIN THE MEANING OF ARTICLE 10(3) AND (3TER) CISA. THIS PROSPECTUS (INCLUDING ANY ACCOMPANYING SUPPLEMENT) AND ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO ENXF SICAV OR THE SHARES MAY BE DISTRIBUTED OR MADE AVAILABLE IN OR INTO SWITZERLAND ONLY TO QUALIFIED INVESTORS. ACQUIRERS OF THE SHARES (INVESTORS) DO NOT BENEFIT FROM THE INVESTOR PROTECTION AFFORDED TO INVESTORS IN INTERESTS IN COLLECTIVE INVESTMENT SCHEMES UNDER THE CISA OR SUPERVISION BY FINMA.

NEITHER THIS PROSPECTUS (INCLUDING ANY ACCOMPANYING SUPPLEMENT) NOR ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO ENXF SICAV OR THE SHARES HAS BEEN OR WILL BE FILED WITH OR APPROVED BY ANY SWISS REGULATORY AUTHORITY. IN PARTICULAR, THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE REVIEWED OR APPROVED BY A SWISS REVIEW BODY PURSUANT TO ARTICLE 51 FINSA.

THE PROSPECTUS (INCLUDING ANY ACCOMPANYING SUPPLEMENT), ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO ENXF SICAV OR THE SHARES, THE FUND DOCUMENTATION AND THE ANNUAL AND SEMI-ANNUAL REPORTS MAY BE OBTAINED FREE OF CHARGE FROM THE SWISS REPRESENTATIVE.

SWISS REPRESENTATIVE: MONT-FORT FUNDS AG, CHEMIN DE PLAN PRA 63, 1936 VERBIER, SWITZERLAND, <MONTFORTFUNDS.COM>

SWISS PAYING AGENT: BANQUE CANTONALE DE GENÈVE, 17, QUAI DE L’ILE, 1204 GENEVA, SWITZERLAND

PLACE OF JURISDICTION: IN RESPECT OF THE SHARES MARKETED AND OFFERED IN SWITZERLAND, THE PLACE OF PERFORMANCE IS THE REGISTERED OFFICE OF THE SWISS REPRESENTATIVE. THE PLACE OF JURISDICTION IS AT THE REGISTERED OFFICE OF THE SWISS REPRESENTATIVE OR AT THE REGISTERED OFFICE OR PLACE OF RESIDENCE OF THE SWISS INVESTOR.

FOR TAIWAN RESIDENTS ONLY: THE OFFER OF SHARES IN ENXF SICAV HAS NOT BEEN AND WILL NOT BE REGISTERED WITH THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN, R.O.C. (“TAIWAN”) PURSUANT TO THE RELEVANT SECURITIES LAWS AND REGULATIONS AND SUCH SHARES IN ENXF SICAV MAY NOT BE OFFERED OR SOLD WITHIN TAIWAN THROUGH A PUBLIC OFFERING OR PRIVATE PLACEMENT OR IN A CIRCUMSTANCE WHICH CONSTITUTES AN OFFER OR A PRIVATE PLACEMENT WITHIN THE MEANING OF THE SECURITIES AND EXCHANGE ACT OR THE SECURITIES INVESTMENT TRUST AND CONSULTING ACT OF TAIWAN THAT REQUIRES A

REGISTRATION OR APPROVAL OF THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN. NO PERSON OR ENTITY IN TAIWAN HAS BEEN AUTHORISED OR WILL BE AUTHORISED TO OFFER OR SELL SHARES IN ENXF SICAV IN TAIWAN.

FOR THAILAND RESIDENTS ONLY:

- (I) REMARKS: THE INVESTMENT CONTAINS RISKS. AN INVESTOR SHOULD STUDY INFORMATION PRIOR TO MAKING A DECISION TO INVEST.
- (II) THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL THE SECURITIES OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES FROM ANY PERSON IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION. THE DISTRIBUTION AND THE OFFER AND SALE OF THE SECURITIES MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS. YOU MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN ANY JURISDICTION IN WHICH YOU RESIDE, OR RECEIVE DISTRIBUTION OF, THE MARKETING MATERIALS OR IN WHICH YOU PURCHASE, OFFER OR SELL THE SECURITIES.

FOR UNITED KINGDOM RESIDENTS ONLY: ENXF SICAV IS AN UNREGULATED COLLECTIVE INVESTMENT SCHEME AS DEFINED IN THE FINANCIAL SERVICES AND MARKETS ACT 2000 OF THE UNITED KINGDOM (“**FSMA 2000**”) AND AN ALTERNATIVE INVESTMENT FUND AS DEFINED IN THE ALTERNATIVE INVESTMENT FUND MANAGERS REGULATIONS 2013, AS AMENDED FROM TIME TO TIME (“**AIFM REGULATIONS**”). ENXF SICAV HAS NOT BEEN AUTHORIZED, OR OTHERWISE RECOGNIZED OR APPROVED BY THE UK FINANCIAL CONDUCT AUTHORITY (“**FCA**”) AND, AS AN UNREGULATED SCHEME, IT ACCORDINGLY CANNOT BE PROMOTED IN THE UNITED KINGDOM (“**UK**”) TO THE GENERAL PUBLIC.

IN THE UK, THE CONTENTS OF THIS PROSPECTUS HAVE NOT BEEN APPROVED BY AN AUTHORIZED PERSON WITHIN THE MEANING OF SECTION 21 OF FSMA 2000. APPROVAL IS REQUIRED UNLESS AN EXEMPTION APPLIES UNDER SECTION 21 OF FSMA 2000. RELIANCE ON THIS PROSPECTUS FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITY MAY EXPOSE AN INDIVIDUAL TO A SIGNIFICANT RISK OF LOSING ALL THE PROPERTY OR OTHER ASSETS INVESTED. THIS PROSPECTUS WILL ONLY BE COMMUNICATED TO PERSONS TO WHOM A FINANCIAL PROMOTION CAN BE MADE LAWFULLY BY AN UNAUTHORISED PERSON (WITHOUT PRIOR APPROVAL OF AN AUTHORISED PERSON) PURSUANT TO THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED) (THE “**FPO**”) AND THEN, IF MADE BY AN AUTHORISED PERSON, ONLY WHERE IT CAN ALSO BE MADE UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (PROMOTION OF COLLECTIVE INVESTMENT SCHEMES) (EXEMPTIONS) ORDER 2001 (AS AMENDED) (THE “**PCISO**”). IT WILL THEREFORE ONLY BE COMMUNICATED TO: (I) PERSONS BELIEVED ON REASONABLE GROUNDS TO FALL WITHIN ONE OF THE CATEGORIES OF “INVESTMENT PROFESSIONALS” AS DEFINED IN ARTICLE 19(5) OF THE FPO AND ARTICLE 14 PCISO; (II) PERSONS BELIEVED ON REASONABLE GROUNDS TO BE “**HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS ETC**” WITHIN THE MEANING OF ARTICLE 49 OF THE FPO AND ARTICLE 22 PCISO; (III) PERSONS WHO ARE “**CERTIFIED SOPHISTICATED INVESTORS**” AS DESCRIBED IN ARTICLE 50 OF THE FPO AND ARTICLE 23 PCISO, NAMELY PERSONS WHO HOLD A CURRENT CERTIFICATE AND WHO HAVE SIGNED A STATEMENT IN THE FORM PRESCRIBED BY THE FPO OR THE PCISO (AS APPLICABLE) NOT MORE THAN TWELVE MONTHS PRIOR TO THE DATE OF THIS PROSPECTUS; (IV) PERSONS WHO ARE “**PROFESSIONAL INVESTORS**”, EACH BEING AN INVESTOR WHICH IS CONSIDERED TO BE A PROFESSIONAL CLIENT, OR WHO MAY, ON REQUEST, BE TREATED AS A PROFESSIONAL CLIENT WITHIN THE MEANING OF ARTICLE 2(1)(8) OF REGULATION (EU) 600/2014 ON MARKETS IN FINANCIAL INSTRUMENTS (AS RETAINED IN THE LAWS OF THE UNITED KINGDOM); (V) PERSONS TO WHOM THIS PROSPECTUS MAY OTHERWISE LAWFULLY BE PROVIDED IN ACCORDANCE WITH FSMA 2000 AND THE FPO/PCISO (AS AMENDED); AND (VI) IF COMMUNICATED BY AN AUTHORIZED FIRM, TO PERSONS WHO FALL WITHIN THE EXEMPTIONS SET OUT IN RULE 4.12B.7R OF THE FCA’S CONDUCT OF BUSINESS SOURCEBOOK. ANY PERSON WHO IS IN ANY DOUBT ABOUT THE INVESTMENT TO WHICH THIS PROSPECTUS RELATES SHOULD CONSULT AN AUTHORIZED PERSON SPECIALIZED IN ADVISING ON INVESTMENTS OF THE

KIND IN QUESTION. TRANSMISSION OF THIS PROSPECTUS TO ANY OTHER PERSON IN THE UK IS UNAUTHORIZED AND MAY CONTRAVENE FSMA 2000.

Don't invest unless you're prepared to lose all the money you invest. This is a high risk investment and you are unlikely to be protected if something goes wrong.

Estimated reading time: 2 min

Due to the potential for losses, the Financial Conduct Authority (FCA) considers this investment to be very complex and high risk.

What are the key risks?

1. You could lose all the money you invest

- If the business offering this investment fails, there is a high risk that you will lose all your money. Businesses like this often fail as they usually use risky investment strategies.
- Advertised rates of return aren't guaranteed. This is not a savings account. If the issuer doesn't pay you back as agreed, you could earn less money than expected or nothing at all. A higher advertised rate of return means a higher risk of losing your money. If it looks too good to be true, it probably is.

2. You are unlikely to be protected if something goes wrong

- The Financial Services Compensation Scheme (FSCS), in relation to claims against failed regulated firms, does not cover investments in unregulated collective investment schemes. You may be able to claim if you received regulated advice to invest in one, and the adviser has since failed. Try the FSCS investment protection checker here (<https://www.fscs.org.uk/check/investment-protectionchecker/>).
- The Financial Ombudsman Service (FOS) will not be able to consider complaints related to this firm. Learn more about FOS protection here (<https://www.financialombudsman.org.uk/consumers>).

3. You are unlikely to get your money back quickly

- This type of business could face cash-flow problems that delay payments to investors. It could also fail altogether and be unable to repay any of the money owed to you.
- You are unlikely to be able to cash in your investment early by selling your investment. In the rare circumstances where it is possible to sell your investment in a 'secondary market', you may not find a buyer at the price you are willing to sell.
- You may have to pay exit fees or additional charges to take any money out of your investment early.

4. This is a complex investment

- This kind of investment has a complex structure based on other risky investments, which makes it difficult for the investor to know where their money is going.
- This makes it difficult to predict how risky the investment is, but it will most likely be high.
- You may wish to get financial advice before deciding to invest.

5. Don't put all your eggs in one basket

- Putting all your money into a single business or type of investment for example, is risky. Spreading your money across different investments makes you less dependent on any one to do well.
- A good rule of thumb is not to invest more than 10% of your money in high-risk investments (<https://www.fca.org.uk/invetsmart/5-questions-ask-you-invest>).

If you are interested in learning more about how to protect yourself, visit the FCA's website here (<https://www.fca.org.uk/invetsmart>).

For further information about unregulated collective investment schemes (UCIS), visit the FCA's website here (<https://www.fca.org.uk/consumers/unregulated-collective-investment-schemes>).