

THREADNEEDLE (Lux)  
(the "Company")  
Société d'investissement à capital variable  
Registered office: 69, route d'Esch  
L-1470 Luxembourg  
R.C.S. Luxembourg B 50 216

## NOTICE TO THE SHAREHOLDERS OF THREADNEEDLE (LUX) – US EQUITIES

**IMPORTANT: This notice is important and requires your immediate attention.  
If you have any questions about the content of this notice, you should seek independent professional advice.**

27 October 2011

Dear Shareholders of Threadneedle (Lux) – US Equities ("**US Equities**")

The board of directors of the Company (the "**Board**") has resolved to make the following changes to the Company's prospectus (the "**Prospectus**") to amend the investment objectives and policies of US Equities effective on 1 December 2011, (the "**Effective Date**"). If they disagree with the changes mentioned below, Shareholders of US Equities may redeem or exchange their Shares into Shares of other Portfolios of the Company if such Shares are available in their local jurisdiction and such redemption or exchange will be *free of redemption or exchange charges*. Such right shall be available to the Shareholders during the 30 calendar days before the Effective Date.

Terms not defined in this letter shall have the same meaning as in the current Prospectus.

### 1. CHANGE OF SUB-ADVISOR

Walter Scott & Partners Limited will be replaced as Sub-Advisor by Threadneedle Asset Management Limited, 60 St. Mary Axe, London EC3A 8JQ, United Kingdom. Shareholders who wish to maintain an investment with Walter Scott & Partners Limited should call +44 (0) 207 163 2345, to discuss available options.

### 2. AMENDMENTS TO THE NAME, INVESTMENT OBJECTIVE AND POLICY AND TYPICAL INVESTOR'S PROFILE

The name, investment objective and policy and typical investor's profile of the US Equities Portfolio shall read as follows to broaden the scope of investment by permitting investment in Canada as well as in the United States and by further permitting investment in medium and large companies rather than companies represented in the S&P 500 Index.

#### **"US Equities American"**

The ~~US Equities American~~ Portfolio seeks to achieve capital appreciation by investing principally in ~~the a diversified portfolio of equity securities of medium to large companies domiciled corporate issuers headquartered in North America or with significant North American operations the United States or exercising a predominant part of their activity in this country. Secondly,~~ ~~the Portfolio may further invest in other securities (including fixed income securities, other equities and Money Market Instruments) convertible into equity securities and/or warrants. The securities will generally be of companies with capitalisations that are similar to those of companies represented in the S&P 500 Index.~~

### Typical Investor's Profile

This Portfolio is suitable for investors who:

- seek capital appreciation;
- seek investment diversification through exposure to the ~~U.S.~~ North American equity market. The investor should be aware that geographic concentration may add more volatility than a more geographically diversified portfolio;
- can tolerate potentially high volatility in the value of their investment;
- have a high level of risk tolerance commensurate with an investment in equity securities;
- have a long-term investment horizon.”

### 3. ISSUE OF UPDATED PROSPECTUS, LOOSE LEAF AND SIMPLIFIED PROSPECTUS

An updated Prospectus, Loose Leaf and Simplified Prospectus reflecting the amendments detailed above as well as some other updates will be available in or about November 2011 at the registered office of the Company in Luxembourg.

Yours faithfully,  
**The Board of Directors**