

Prospectus Verdipapirfondet Holberg Kreditt

1. Information about the management company

Name: Holberg Fondsforvaltning AS
Registered office: Lars Hilles gate 19, 6th floor
 NO-5008 Bergen
Registration no.: 982 076 218
Foundation date: 29 May 2000
Authorisation date: 4 September 2000
Share capital: NOK 4 000 000
Shareholders: Holberg Forvaltning AS (100%)

Chairman of the Board: Per Magne Bårdsgjerde
 Bernhard Meyers vei 2, NO-5018 Bergen

Board members: Henrik Lie-Nielsen
 Skjoldhøgda 21, NO-5222 Nesttun

Arne M. Troye
 Askveien 187, NO-5307 Ask

Frances Eaton
 Midthallet 10, NO-4018 Stavanger

Board members elected by unit holders: Åsmund Bjørndal Heen
 Sjøveien 19, NO-5114 Tertnes

Lisbet Nærø
 Lyngberget 9, NO-5030 Bergen

Deputy Board members: Høgne I. Tyssøy
 NO-5177 Bjørøyhamn

Gunnar J. Torgersen
 Krybbsmauet 1, NO-5003 Bergen

Deputy Board members elected by unit holders: Anne Grethe Bull Øvrevik Johannessen
 Ole Brinchsvei 7, NO-5232 Paradis

Board remuneration equalled NOK 585 000 in 2017.

Managing Director: Magny Øvrebø
 Skipavika 133, NO-5218 Nordstrøno
 The managing director receives a fixed salary of NOK 1.900.000 plus a performance related bonus.

Custodian: DNB Bank ASA
 Dronning Eufemiasgate 30, NO-0191 Oslo
 Reg. no.: 910 851 006
 Main activity: Banking and other financial services.

Auditor: Ernst & Young AS
 Thormøhlens gate 53 D, NO-5006 Bergen.
 Reg. no.: 976 389 387

Closing of accounts: 31 December

Other funds: Holberg Fondsforvaltning manages the following funds registered in Norway and under supervision by the Financial Supervisory Authority of Norway:

Holberg Likviditet
 Holberg Obligasjon Norden
 Holberg Kreditt
 Holberg OMF
 Holberg Norge
 Holberg Norden
 Holberg Global
 Holberg Rurik
 Holberg Triton
 Utsikt 2030
 Utsikt 2040
 Utsikt 2050

2. Information about Verdipapirfondet Holberg Kreditt

Holberg Kreditt is a high yield fund and is classified as an Other Fixed Income Fund according to The Norwegian Fund and Asset Management Association.

Overall objective:

The purpose of the management of the Fund is to generate the best possible risk-adjusted return.

The Fund does not have a benchmark index.

Investment strategy:

The Fund shall invest in bank deposits and fixed income securities.

The Fund shall invest mainly in the Nordic region.

The Fund can invest in securities where the issuer has a credit quality corresponding to minimum B-. Holdings in bonds or other interest bearing instruments where the issuer, after the initial investment, is considered to have a credit quality beneath B- and holdings in equities, cannot exceed 20 % of total assets.

The Fund's modified duration (volume weighted average interest rate sensitivity) shall not exceed 1 year.

The Fund's credit duration (volume weighted average) shall not exceed 3 years.

The Fund can invest in interest rate and foreign currency derivatives.

The Fund shall have no major exposure to other currencies than NOK. The Fund's investments in securities denominated in other currencies shall be hedged towards NOK through currency derivatives.

The Fund is a UCITS-fund which complies with the investment restrictions in the Norwegian Securities Funds Act chapter 6.

Portfolio managers:

Roar Tveit
 Gunnar J. Torgersen
 Tormod Vågenes

Fund inception date:

15 December 2011

Historical return:

For updated information about the Fund's historical return, please refer to the Fund's Key Investor Information Document.

Historical returns are no guarantee for future returns. Future returns will depend on market developments, the fund manager's skill, the Fund's risk profile, management fees and other costs charged to the Fund. The return may become negative as a result of negative price developments. The Fund's performance may vary considerably over the course of a year. Gains or losses for each unit holder will therefore depend on the exact timing of the subscription and redemption of units together with entry/exit charges.

Risk:

Investment in Holberg Kreditt is associated with medium risk. For updated information about risk, please refer to the Fund's Key Investor Information Document.

Costs:

Subscription and redemption fees can be up to 0.5 %. Such costs shall accrue to the fund.

The management company charges the Fund's share classes with a fixed daily fee based on the Fund's capital assets each day, in accordance with the Articles of Association §§ 5 and 7. The management fee is the management company's income from management of the Fund. The management fee is calculated daily and charged monthly.

Share class A

Management fee is charged with a maximum of 0.80 % p.a.

Share class B

Management fee is charged with a maximum of 0.40 % p.a.

Additionally, the Fund may be charged with transaction costs related to the Fund's investments, taxes imposed on the Fund, interest on borrowings and extraordinary expenses necessary to protect the interests of unit holders.

3. Taxation

The information provided below does not constitute tax advice. Existing and potential unit holders should consult their own tax advisers in respect of taxation of their investments in Holberg Fondene. The tax rules are in constant development and will be subject to amendment in the future.

The Fund

Realised capital gains from bonds / commercial papers and currency as well as capitalised and accrued interest income are taxable in the hands of the Fund. Similarly, realised capital losses and costs are deductible in the hands of the Fund. Amounts distributed to the unit holders are deductible in the hands of the

Fund. Income that is taxable in the hands of the Fund is distributed to the unit holders on the 31 December each year in the form of the issue of new units.

For all investors:

Distributions from the Fund are taxable in the hands of the unit holders. The price of the unit is adjusted by an amount exact equal to the taxable income per unit. The taxable income per unit is taxable in the hands of the unit holder in the financial year when it accrues.

Investors liable to taxation in Norway:

Capital income is taxed at 22 %. Unit holders are liable for tax on their share of the Fund's accrued taxable income. Realised gains from sale of fund units are taxable and realised losses are deductible. Gains/losses are calculated applying the FIFO principle (the first in, first out principle).

For wealth taxation purposes, 100 % of the market value of the fixed income fund units held as at 31 December is included in the calculation.

Investors liable to taxation in Sweden:

From 1 January 2012, unit holders in investment funds must be taxed at a standard income equivalent to 0.4 % of the value of the unit holder's holdings as at 1 January each year. The rules are applicable to both physical persons and legal entities, with certain exceptions.

Private investors (physical persons)

Capital gains from the redemption of fund units, standard income and annual dividends will be taxed at 30 % as income from capital. Realised capital losses from listed fund units will be fully deductible against taxable realised gains from sale of fund units. Any excess losses will be deductible at 70 % against other taxable capital income. If this results in a deficit in income from capital, there will be an entitlement to a tax credit, i.e. a reduction in tax amounting to 30 % of the deficit not exceeding SEK 100 000, and 21 % of the deficit which exceeds this amount.]

Special rules apply to fund units held by private investors through an investment savings account.

Corporate investors (legal entities)

Capital gains from the redemption of fund units, standard income and annual dividends are taxed at 22 % as income from business (applicable to the fiscal year commencing 1 January 2013).

Any capital losses will only be deductible against taxable capital gains on what are known as part-owner rights. Capital losses which have not been possible to utilise in a certain year may be retained until subsequent fiscal years with no time limit.

Special rules are applicable to certain legal entity categories and for fund units held as current assets (inventory for tax purposes) by the unit holder.

PPM (the Swedish Premium Pension Authority)

Any gains on the transfer of funds on the premium pension account are not subject to income tax. It will be taxed as income from employment when the pension is paid out.

4. Nature and character of the unit

Each unit holder has an ideal part of the securities fund corresponding to the investor's share of the total fund units issued. A unit holder is not entitled to demand the Fund is to be split up or dissolved. A management company is responsible for managing the Fund and for making all decisions concerning the Fund's dispositions. Beyond their investment, unit holders are not liable for the Fund's obligations. Unit holders are entitled to have their units redeemed in cash, cf. The Norwegian Securities Funds Act.

The register of unit holders will be kept by the Norwegian Central Securities Depository (P.O.B. 4, NO-0051 Oslo), which also issues notifications of change, semi-annual statements and annual statements for use in tax assessments. The Fund units are registered in the name of the unit holder.

The nominal value of each fund unit is NOK 100. The fund units are not listed at any regulated market.

Subject to the approval of the Financial Supervisory Authority of Norway, a management company can transfer the management of the fund to another management company. The transfer cannot be completed until three months after notification of the transfer has been given to the unit holders either by letter or in an announcement in at least five generally read newspapers and professional journals. Subject to the approval of the Financial Supervisory Authority of Norway, a management company may resolve that a fund managed by the company shall be liquidated. The fund shall be liquidated in accordance with rules laid down by the King of Norway.

5. Calculation of Net Asset Value per unit

The basis for calculation of the net asset value per unit (NAV) shall be the market value of securities and bank deposits, the value of the Fund's liquid assets and other receivables and the value of income accrued but not due, with the deduction of debt and expenses accrued but not due, including latent tax liability. In respect of securities where no market value is available, the management company makes a discretionary valuation based on objective and

consistent grounds. The net asset value per unit is not calculated where markets, in which a significant part of the Fund's portfolios are invested, are closed.

6. Mutual fund units

The Fund does not have the opportunity to invest in mutual fund units.

7. Articles of Association for Verdipapirfondet Holberg Kreditt

§1

Name of the securities fund and the management company

Holberg Kreditt is managed by the management company Holberg Fondsforvaltning AS. The Fund is authorized in Norway and is regulated by the Financial Supervisory Authority of Norway (Finanstilsynet). The Fund is regulated by the Norwegian Act No 44 of 25 November 2011 on securities funds (hereinafter referred to as "the Norwegian Securities Funds Act").

§2

UCITS-fund

The Fund is a UCITS-fund which complies with the investment restrictions of Chapter 6 of the Norwegian Securities Funds Act and the provisions governing subscription and redemption of the Norwegian Securities Funds Act § 4-9 first subsection and § 4-12 first subsection.

§3

Rules for the investment of the Fund's assets

3.1 The Fund's Investment area and risk profile

The Fund is classified as a fixed income fund according to the Norwegian Fund and Asset Management Association, and invests primarily in fixed income securities that are either listed on a stock exchange or regulated market in the Nordic countries, issued by companies having their headquarter in one of the Nordic countries or issues by companies whose shares are listed on a stock exchange or regulated market in the Nordic countries. Fund assets will not necessarily be invested in all the stated markets / countries at any given time.

The fund is normally characterised by moderate fluctuation risk (volatility). The risk profile is specified further in the Fund's Key Investor Information Document.

3.2 General information about the investment area

The fund's assets may be invested in the following financial instruments and / or deposited in credit institutions:

Transferable funds	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Mutual fund units	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> no
Money market instruments	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Derivatives	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Deposit in credit institution	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no

The Fund may, regardless of the investment options in this section, hold liquid assets.

Fund's assets invested in money market instruments normally traded in the money market are liquid and can be valued at any given time:

yes no

The Fund may use the following derivatives; swaps and futures. The underlying for the derivatives shall be interest rates, currencies or exchange rates.

Expected risk and expected return of the Fund's underlying securities portfolio shall be reduced as a result of the derivative investments.

3.3 Liquidity requirement

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

- are admitted to official exchange listing or traded on a regulated market in an EEA Member State, including a Norwegian regulated market as defined in Article 4 first subsection no. 14 of Directive 2004/39/EC and § 3 first subsection of the Norwegian Stock Exchange Act yes no
- are traded on another regulated market which operates regularly and is open to the public in a state that is party to the EEA agreement yes no
- are admitted to official listing on a stock exchange in a country outside the EEA or which are traded in such a country on another regulated market which operates regularly and is open to the public yes no

Any stock exchange and regulated market in the world is eligible

- are newly issued, if the issue is conditional upon an application being made for admission to trading on a stock exchange or market as ticked

in items 1 to 3 above. Admission to trading shall take place within one year of the expiry of the subscription period

yes no

The Fund's assets may be invested in money market instruments traded on another market than specified in paragraphs 1-3 above, if the issue or the issuer of the instruments is regulated in order to protect investors and savings and the instrument is subject to the Norwegian Securities Funds Act § 6-5 (2). The Fund's assets may be invested in derivatives that are traded on a market other than those specified in items 1-4 above.

Up to 10 % of the Fund's assets may be invested in financial instruments other than those mentioned in this section.

3.4 Investment restrictions – the Fund's assets

The Fund's portfolio of financial instruments shall be of a composition that provides a suitable spread of the risk of loss.

The Fund's investments shall at all times comply with the investment restrictions in the Norwegian Securities Funds Act § 6-6 and § 6-7 first and second subsection and § 6-7 third subsection.

The Fund may invest up to 100 % of its assets in transferable securities or money market instruments as referred to in the Norwegian Securities Funds Act § 6-6 second subsection no. 3, issued or guaranteed by the Norwegian State. Assets shall be invested in at least six different issues and the investment of any such issue may not exceed 30 % of the Fund's total assets.

3.5 Investment restrictions – ownership interest with issuers

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

3.6 Lending

The Fund may not lend financial instruments in accordance with the Norwegian Securities Funds Act § 6-11.

§ 4

Capital gains and dividends

Capital gains shall be reinvested in the Fund.

Dividends are distributed to unit holders.

Dividends are distributed as interest income. Dividends are distributed annually to unit holders registered in the Fund's unit holder registry per 31 December each year.

§ 5

Costs

The management fee is the management company's income for the management of the Fund. The basis for the calculation of the management fee is the Fund's current value. When calculating the Fund's value (total net assets), the basis shall be the market value of the portfolio of financial instruments and deposits with credit institutions, the value of the Fund's liquid assets and other receivables, the value of accrued income not yet due, less liabilities and accrued expenses not yet due, including deferred tax liabilities.

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

1. transaction costs of the Fund's investments,
2. payment of any taxes imposed on the Fund,
3. interest on borrowings as referred to in § 6-10 of the Norwegian Securities Funds Act, and
4. extraordinary costs necessary to protect the interests of unit holders, cf. § 4-6 second subsection of the Norwegian Securities Funds Act.

The management company may charge one or more of the Fund's share classes with a fixed management fee. The fixed management fee is calculated daily and charged monthly.

The management fee is allocated equally to each unit within each share class of the Fund. The size of the management fees are stated in § 7 of the Articles of Association.

§ 6

Subscription and redemption of units

The Fund is normally open for subscription 5 times a week.

The Fund is normally open for redemption 5 days a week. A subscription fee of up to 0.5 % of the subscription amount may be charged for subscription of units.

A redemption fee of up to 0.5 % of the redemption amount may be charged for the redemption of units.

The board of the management company might decide that the subscription costs can increase by up to 10 percent of the subscription amount. Any such increase shall accrue to the Fund. The board may adopt such increased subscription costs for a certain period with the possibility of extension or abbreviation following a board decision. Further details will be published in the fund's prospectus.

§ 7

Unit classes

The fund's portfolio of assets shall be divided into the following share classes:

Share class	Issue currency	Management fee
A	NOK	Up to 0.80 % p.a.
B	NOK	Up to 0.50 % p.a.

Management fee

The management company may charge one or more of the Fund's share classes with a fixed management fee.

The management fee is allocated equally to each unit within each share class of the Fund. The fixed management fee is calculated daily and charged monthly.

Characteristics of the different fund share classes:

Share class A

Fixed management fee is charged with a maximum of 0.80 % p.a.

Share class B

Share class B is open for unitholders subscribing through a distributor who, through an agreement with the management company, do not receive remuneration from the management company.

Fixed management fee is charged with a maximum of 0.50 % p.a.

In the event that the unit shareholder does not comply with the requirements of share class B, the management company may transfer the holding from share class B to share class A.

8. Other matters

The Fund has marketing permission in Norway and Sweden. This prospectus is only directed at investors in jurisdictions where the Fund is approved for marketing. The Fund may not be distributed to investors who are under American jurisdiction, including investors who are resident in the USA or liable to taxation in the USA.

9. Subscriptions and redemptions

Requests for subscription and redemption must be made in writing to the management company: Holberg Fondsforsvaltning AS, Lars Hilles gate 19, NO-5008 Bergen (org. no. 982 076 218). E-mail: post@holbergfondene.no

Subscription applications have to be received by 12:00 noon (Norwegian time) and the subscription amount has to be value-dated the fund's bank account the same day in order to be assigned the unit price that applies on that day.

Proof of identity and any necessary customer due diligence have to be completed before subscriptions can be carried out.

Shareclass	Minimum initial subscription amount	Unit holders
A	NOK 1 000	Everyone
B	NOK 1 000	Share class B is open for unitholders subscribing through distributors who, through an agreement with the management company, do not receive remuneration from the management company.

For monthly saving-plans the minimum subscription amount is NOK 500. The management company's current guidelines for minimum initial subscription amounts: By agreement, nominees representing underlying subscribers may be considered as one unit holder in relation to the minimum subscription requirements. For subscribers with pension savings plans, the minimum subscription amount may be agreed with the management company.

Unit holders are entitled to have their shares redeemed in cash. Redemption requests must be submitted to the management company. Redemption requests must be made in writing or electronically.

Redemption shall take place at the net asset value per unit first calculated after the redemption request has been received by the management company. The redemption request must be received by the management company by 12:00

noon (cut-off time) in order for the first price calculation to apply as the redemption price.

Requests to switch to/from Holberg Rurik and Holberg Triton must be received by the management company by 3:00 p.m. on current date, in order to receive the unit price of the next business day.

Requests to switch to/from other funds must be received by the management company by 12:00 noon on current date, in order to receive the unit price of the same business day.

The management company shall execute redemption as soon as possible and no later than 2 weeks following receipt of request.

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

In Sweden, subscription and redemption may be effected through selected distributors which are registered managers (nominees) in Holberg Fondsforsvaltning AS' register of unit holders. Holberg Fondsforsvaltning AS is responsible for ensuring that orders received are processed in accordance with current procedures. The distributor shall without undue delay remit the client's payments directly to the Fund's account on subscription.

Redemption orders are to be effected in accordance with current cut-off times. All payments made are effected through the Fund's custodian DNB Bank ASA to the distributor, and the distributor shall without undue delay transfer the proceeds of redemption to the client's bank account. It will normally take 2-3 working days from completion of the redemption process until the proceeds are credited to the client's bank account.

Information about the Fund, including Key Investor Information Document, prospectus with Articles of Association, annual reports etc. shall be accessible to the distributors at all times on the management company's website www.holbergfondene.no. The distributors shall ensure that the information is available to the clients.

10. Announcement of unit value

The unit value shall normally be published 5 times a week. Publication shall be made by the management company, VPS and Oslo Stock Exchange.

11. Information for investors

For further information, please refer to our website www.holbergfondene.no. Here you will find the funds Key Investor Information Documents, annual reports, half-year reports and monthly performance reports. Printed copies can also be ordered free of charge from Holberg Fondene.

12. The Board

The Norwegian Securities Funds Act § 2-6 regulates the requirements of the composition and election of the management company's Board of Directors. The Board of Directors shall consist of at least five members.

Unit holders of the funds which the management company manages shall select at least one third of the members of the management company's Board of Directors. The elections take place at unit holder meetings which are convened and conducted in a manner established in the management company's Articles of Association. Board members not elected by the unit holders are to be elected by the management company's general meeting. For both types of Board members, there should be at least half as many deputy Board members.

13. Amendment of the Fund's Articles of Association

Amendment of the Fund's articles of association are regulated in the Norwegian Securities Funds Act § 4-14.

The Fund's Articles of Association may only be amended if the majority of the unit holder-elected members of the management company have voted for the amendments. A decision concerning any amendments shall be obtained from the unit holder meeting. The Financial Supervisory Authority of Norway (FSA) shall approve the amendments.

14. Amendment of the Fund's prospectus

Material changes to the Fund's prospectus have to be approved by the Board of Directors.

15. Remuneration policy

Holberg Fondsforsvaltning has a remuneration policy that includes a profit sharing scheme for all employees. The company's remuneration policy is in accordance with the Norwegian Regulations to the Securities Funds Act, Chapter 2, Part XI. The Board of Directors of Holberg Fondsforsvaltning review

and adopt the remuneration policy annually. The company's internal auditor reviews the remuneration policy annually. Variable remuneration for employees are calculated based on the company's operating profit (EBIT) and are distributed among the employees according to certain specified qualitative and quantitative criteria. For the company's compliance officer, the variable remuneration is independent of the company's earnings and is determined based on a set of qualitative and quantitative criteria. A retention policy applies for the variable remuneration for senior management (the management team), the portfolio managers and the compliance officer. At least 50 % of the variable remuneration is deferred and paid in equal parts over the three subsequent years. The deferred variable remuneration is invested in funds managed by Holberg based on the fund's recommended holding period in order to align incentives with the fund's unit holders.

16. The Board's responsibility

This prospectus has been prepared in accordance with the Norwegian Regulations relating to securities funds of 21 December 2011. The Board of Directors of Holberg Fondsforsvaltning AS confirm that to the best of their knowledge the information provided corresponds with the actual circumstances, and that there are no omissions which could cause the content of the prospectus to be understood differently.

Bergen, 28 January 2019

The Board of Directors of Holberg Fondsforsvaltning AS

Per Magne Bårdsgjerde (sign.)	Henrik Lie-Nielsen (sign.)	Arne M. Troye (sign.)
Åsmund Bjørndal Heen (sign.)	Lisbet Nærø (sign.)	Frances Eaton (sign.)

The original Articles of Association and prospectus were prepared in Norwegian. This is a translated version. In case of discrepancies between the Norwegian and the English text, the Norwegian text shall prevail. The original prospectus is available in Norwegian at www.holbergfondene.no.