

---

The directors whose names are listed under “The Company” below (the “Directors”), accept responsibility for the information contained in this Prospectus and the Supplements hereto. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus and the Supplements is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

**EATON VANCE INTERNATIONAL  
(IRELAND) FUNDS PLC**

**(An umbrella fund with segregated liability between sub-funds constituted as an investment company with variable capital under the laws of Ireland and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))**

**PROSPECTUS EXTRACT FOR SWITZERLAND DATED 30  
JUNE 2023  
TO PROSPECTUS DATED 13 DECEMBER 2021**

This Prospectus Extract is an extract from the Prospectus only valid for Switzerland; it is not a prospectus for the purposes of Irish law. The Company has other sub-funds approved by the Central Bank of Ireland which are not authorised for offering to non-qualified investors in Switzerland.

**MANAGER  
MSIM FUND MANAGEMENT (IRELAND) LIMITED**

<b>The Directors of The Company</b>	<b>The Depositary</b> Citi Depositary Services Ireland Designated Activity Company
<b>The Swiss Representative</b> BNP PARIBAS, Paris, Zurich branch	

---

---

**INDEX**

---

<b>SECTION</b>	<b>PAGE</b>
Important Information .....	1
Summary .....	5
Investment Objectives and Policies.....	7
Special Considerations and Risk Factors.....	14
Borrowing Policy.....	30
Investing in Shares .....	31
Dividend Policy .....	38
Fees and Expenses.....	39
Determination of Net Asset Value .....	40
Taxation .....	44
The Company .....	52
General.....	60
Definitions .....	66
Appendix I Recognised Markets.....	71
Appendix II Efficient Portfolio Management .....	76
Appendix III Depository Delegates .....	80
Directory .....	86
EATON VANCE INTERNATIONAL (IRELAND) PARAMETRIC EMERGING MARKETS FUND.....	87
EATON VANCE INTERNATIONAL (IRELAND) GLOBAL MACRO FUND.....	115
EATON VANCE INTERNATIONAL (IRELAND) PARAMETRIC GLOBAL DEFENSIVE EQUITY FUND.....	144
EATON VANCE INTERNATIONAL (IRELAND) EMERGING MARKETS LOCAL INCOME FUND.....	172
EATON VANCE INTERNATIONAL (IRELAND) EMERGING MARKETS DEBT OPPORTUNITIES FUND .....	211
EATON VANCE INTERNATIONAL (IRELAND) EMERGING MARKETS DEBT FUND .....	252
EATON VANCE INTERNATIONAL (IRELAND) FRONTIER MARKETS LOCAL DEBT FUND .....	281
Information for Investors in Switzerland .....	309
Addendum dated 1 December 2022 .....	311

---

## IMPORTANT INFORMATION

---

Capitalised words and expressions are defined in the body of this Prospectus and/or under “DEFINITIONS” below.

### **THIS PROSPECTUS**

This Prospectus describes Eaton Vance International (Ireland) Funds plc (the “Company”), an investment company with variable capital incorporated in Ireland as a public limited company. The Company is constituted as an umbrella fund insofar as the share capital of the Company will be divided into different Series of Shares with each Series of Shares representing a portfolio of assets which will comprise a separate fund. Shares of any particular Series may be divided into different Classes to accommodate different subscription and/or redemption charges and/or charges and/or dividend and/or fee arrangements. A separate pool of assets is not being maintained for each Class.

The portfolio of assets maintained for each Series of Shares and comprising a separate sub-fund (each a “Sub-Fund”) will be invested in accordance with the investment objectives and policies applicable to such Sub-Fund as specified in the Relevant Supplement. Each Supplement should be read in conjunction with, and construed as, one document with this Prospectus. For the purposes of this Prospectus, where the context so admits or requires, the term “Sub-Fund” shall also be deemed to mean the Directors or their delegate acting for the account of the relevant Sub-Fund.

This Prospectus and the Supplements may be translated into other languages and such translations shall contain only the same information as this Prospectus and the Supplements. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, the law of Ireland.

### **INVESTOR RESPONSIBILITY**

Prospective investors should review this Prospectus and the Relevant Supplement(s) carefully and in their entirety and consult with their legal, tax and financial advisers in relation to (i) the legal requirements within their own countries for the purchase, holding, redemption or disposal of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the purchase, holding or disposal of Shares; and (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, repurchasing, redeeming or disposing of Shares. Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Prospectus and/or the Relevant Supplement(s).

### **CENTRAL BANK AUTHORISATION - UCITS**

**The Company is authorised and regulated by the Central Bank of Ireland (“Central Bank”) as an “Undertaking for Collective Investment in Transferable Securities” (“UCITS”) under the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”) and will comply with the Central Bank UCITS Regulations. Authorisation by the Central Bank does not constitute a warranty by the Central Bank as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company. Authorisation of the Company by the Central Bank is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus.**

### **DISTRIBUTION AND SELLING RESTRICTIONS**

The distribution of this Prospectus, any Supplement and the offering or purchase of Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or any Supplement in any such jurisdiction may treat this Prospectus or any Supplement as constituting an invitation to them to subscribe for Shares unless in the relevant jurisdiction such an invitation could lawfully be made to them without compliance with any registration or other legal requirements.

The Company qualifies as a UCITS and may apply for recognition by other EU Member States or elsewhere.

The Shares have not been and will not be registered under the Securities Act of 1933 of the United States of America (as amended) (the “1933 Act”) or the securities laws of any of the States of the United States. The Shares may not be offered, sold or delivered directly or indirectly in the United States of America, its territories or possessions or in any State or the District of Columbia (the “United States”) or to or for the account or benefit of any U.S. Person as defined under “DEFINITIONS” below, provided however that nothing in this Prospectus shall prevent Morgan Stanley or any of its affiliates or subsidiaries from investing in or acquiring Shares. Any re-offer or resale of any of the Shares in the United States or to U.S. Persons (other than Morgan Stanley or any of its affiliates or subsidiaries) may constitute a violation of U.S. law. Applicants for Shares (with the exception of Morgan Stanley or any of its affiliates or subsidiaries) will be required to certify that they are not “U.S. Persons”. The Company will not be registered under the United States Investment Company Act of 1940, as amended.

## **INFORMATION FOR INVESTORS IN THE UNITED KINGDOM**

The Company is a recognised collective investment scheme for the purposes of section 264 of the Financial Services and Markets Act 2000 (the “FSMA”) of the United Kingdom (the “U.K.”). This Prospectus constitutes a financial promotion under section 21 of the FSMA and has been approved for these purposes by the Company which, as an operator of a scheme recognized under section 264 of the FSMA, is an authorised person for the purposes of FSMA. The distributor of the Shares in the U.K. is Eaton Vance Management (International) Limited which is authorised and regulated by the FCA and has been appointed as Distributor pursuant to a Distribution Agreement between the Company, the Manager and the Distributor.

Prospective investors in the U.K. who wish to discuss the suitability of an investment in Shares and/or obtain further information on the Shares, the Company or the Sub-Funds should contact their Independent Financial Advisor (authorised and regulated by the FCA under the FSMA) who should in turn contact the Distributor to obtain further information, including the KIID.

The Company does not have a permanent place of business in the U.K. and is not authorised under the FSMA or regulated by the FCA. As against the Company, and any overseas agent of the Company who is not a person authorised to carry on investment business in the U.K., a U.K. investor will not benefit from most, if not all, of the protections afforded by the U.K. regulatory system, and in particular will not benefit from rights under the Financial Services Compensation Scheme or have access to the Financial Ombudsman Service which are designed to protect investors as described in the FSMA and the rules of the FCA.

This Prospectus should be read in conjunction with the Company’s KIID. Together these constitute a direct offer financial promotion and a United Kingdom investor applying for Shares in response only to these documents will not have a right to cancel or withdraw that application under the provisions dealing with cancellation and withdrawal set out in the FCA’s Conduct of Business Sourcebook (“COBS”). No rights of cancellation arise when dealing direct with the Company, the Depository, or the Administrator. Cancellation rights are granted in accordance with COBS for applications made through intermediaries who are authorized persons.

### *Risk Factors and Other Considerations*

The attention of investors is particularly drawn to the section of this Prospectus headed “Special Considerations and Risk Factors”, which sets out certain risks and other considerations applicable to investing in the Company. Investors should also consider additional specific risk factors relating to each Sub-Fund which are set out in the Relevant Supplement. On request, the Company will provide supplementary information to Shareholders relating to the risk management methods employed including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investment.

### *Documents Available for Inspection*

The current Prospectus (together with any Supplements), the current KIID, the Memorandum and Articles of Association of the Company, the most recently published audited annual reports and financial statements and the unaudited half-yearly reports and financial statements of the Company, as well as other details concerning the Company can be inspected or obtained during normal business hours at no charge from the business address of the Distributor (as detailed in the section of this Prospectus headed "Directory").

### *U.K. Facilities*

The Company maintains the facilities required of a recognized scheme under the rules contained in the Collective Investment Schemes Sourcebook of the FCA at the Distributor's business address (as detailed in the section of this document headed "Directory") where investors in the U.K. can:

- (i) obtain information regarding the subscription and purchase price of the Shares;
- (ii) redeem or arrange for the redemption of Shares and obtain payment of the price on redemption;
- (iii) give notice or submit any other document for transmission by the Distributor to the Company; and
- (iv) make any complaint regarding the operation of the Company, for transmission by the Distributor to the Company.

### *U.K. Taxation*

Investors resident in the U.K. for taxation purposes should be aware that they may, subject to their circumstances, be liable to income, capital gains, corporation or other taxes in respect of investment in or transfer of, Shares. Investors should consult their professional advisers in respect of the acquisition, holding or disposal of Shares. Investors should consult their professional advisers in respect of the tax implications of any subscription, purchase, holding, transfer or redemption of the Shares.

## **INFORMATION FOR SWISS INVESTORS**

### *Swiss representative and paying agent*

BNP Paribas Securities Services, Paris, succursale de Zurich, Selnaustrasse 16, 8002 Zurich, shall carry out the functions as the Company's Swiss representative and Swiss paying agent in relation to the Shares distributed in or from Switzerland.

### *Supply and inspection of documents*

The Prospectus, the KIIDs, the Memorandum and Articles of Association as well as the annual and semi-annual reports can be obtained free of charge at the registered office of the Swiss representative. For the purpose of the distribution of the Shares of the Sub-Funds in or from Switzerland, the German version of the Prospectus and KIIDs shall prevail.

### *Publication*

The official publication for the Company in Switzerland is the electronic platform fundinfo.com. Amendments to the Prospectus or the KIIDs will be published on the fundinfo.com website.

Issue and redemption prices for the Shares may be obtained from the Swiss representative. The issue and redemption prices of the Shares, respectively the net asset value of the Shares (together with the statement "exclusive commissions"), will be published together on the electronic platform fundinfo.com on each Dealing Day as defined in the Relevant Supplement (which for the purposes of each Sub-Fund existing at the date of this Prospectus, means a day which is a bank business day in Ireland and the United States and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders).

### *Place of performance and place of jurisdiction*

Both the place of performance and the place of jurisdiction as regards the Shares distributed in or from Switzerland are at the registered office of the Swiss representative.

### *Information regarding the payment of reimbursements or trailer fees*

For the purposes of distribution in Switzerland, the Manager may pay reimbursements to the following institutional investors who, from a commercial perspective, are holding fund units for third parties:

- life insurance companies;
- pension funds and other retirement provision institutions;
- investment foundations;
- Swiss fund management companies;
- foreign fund management companies and providers;
- investment companies.

For the purposes of distribution in Switzerland, while it is not currently the Manager's intention to do so, the Manager also pay trailer fees to the following sales agents/partners:

- authorised distributors and distributors exempted from the authorisation requirement;
- sales partners who place fund units exclusively with institutional investors with professional treasury facilities;
- sales partners who place fund units with their clients exclusively on the basis of a written commission-based management mandate.

## **INFORMATION FOR SPANISH INVESTORS**

The Company is duly registered at the Spanish National Securities Market Commission (CNMV) since 17 May 2002 under number 290. A list of the authorised distributors is available at [www.cnmv.es](http://www.cnmv.es).

## **RELIANCE ON THIS PROSPECTUS**

Shares in the Company are offered only on the basis of the information contained in this Prospectus, the Relevant Supplement, the most recent annual report and, if subsequently published, the semi-annual report of the Company. Any further information or representations given or made by any dealer, broker or other person should be disregarded and, accordingly, should not be relied upon. No person has been authorised to give any information or to make any representation in connection with the offering of Shares in the Company other than those contained in the KIID, this Prospectus, the Relevant Supplement, the most recent annual report and, if subsequently published, the semi-annual report of the Company and, if given or made, such information or representations must not be relied on as having been authorised by the Directors, the Manager, the Investment Advisers, the Administrator, the Depositary or the Distributors. Statements in this Prospectus and the Relevant Supplement are based on the law and practice currently in force in Ireland at the date hereof and are subject to change. Neither the delivery of this Prospectus or the Relevant Supplement nor the issue of Shares shall, under any circumstances, create any implication or constitute any representation that the affairs of the Company have not changed since the date hereof.

## **INVESTMENT RISKS**

Investment in the Company carries with it a degree of risk. **The value of Shares and the income from them may go down as well as up, and investors may not get back the amount invested.** Past performance is no indicator of future performance and is no guarantee for future returns. Investment risks from market and currency losses cannot be excluded. **Where sales charges and / or redemption charges are imposed, the difference between the cost of purchase of Shares and their redemption price may mean that an investment should be viewed as medium to long term. Investors should note that an investment in those Sub-Funds which may invest in emerging markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** Investment risk factors for an investor to consider are set out under "SPECIAL CONSIDERATIONS AND RISK FACTORS" below.

---

## SUMMARY

---

The following summary is qualified in its entirety by the more detailed information included elsewhere in this Prospectus and the Supplements.

A full description of the investment objectives and policies of each Sub-Fund is contained under "INVESTMENT OBJECTIVES AND POLICIES" in the Relevant Supplement.

### THE SUB-FUNDS

As at the date of this Prospectus, the Company is comprised of thirteen Sub-Funds, of which the following are approved for public offering in Switzerland:

Eaton Vance International (Ireland) Global Macro Fund  
Eaton Vance International (Ireland) Parametric Emerging Markets Fund  
Eaton Vance International (Ireland) Parametric Global Defensive Equity Fund  
Eaton Vance International (Ireland) Emerging Markets Local Income Fund  
Eaton Vance International (Ireland) Emerging Markets Debt Fund  
Eaton Vance International (Ireland) Emerging Markets Debt Opportunities Fund  
Eaton Vance International (Ireland) Frontier Markets Local Debt Fund

### PURCHASE, REDEMPTION AND EXCHANGE OF SHARES

Purchase orders and redemption requests for Shares may be made on any Dealing Day. In the case of the Sub-Funds this means that purchase orders and redemption requests may generally be made on any day on which the New York Stock Exchange and banks in Ireland are open for normal business. In addition, requests may be made on any Dealing Day for exchange of any Class of Shares in any Sub-Fund for Shares of the same Class of any other Sub-Fund. **In general, the Company does not charge redemption fees, although a declining contingent deferred sales charge ("CDSC") may be payable with respect to certain Classes of Shares. The maximum CDSC payable will be 1.0% of the lower of the Net Asset Value of the Shares at the time of purchase or redemption.**

### ORGANISATION

The Company is promoted by Eaton Vance Management, Two International Place, Boston, MA 02110, USA ("**Eaton Vance**") to provide an efficient vehicle for investment. Eaton Vance is a Massachusetts business trust and an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

### MANAGEMENT, ADMINISTRATION AND DISTRIBUTION

The Directors have appointed MSIM Fund Management (Ireland) Limited (the "Manager") as manager of the Company and each Sub-Fund. The Manager has retained an Investment Adviser in respect of each of the Sub-Funds, details of which are included in the Relevant Supplement. The Investment Advisers have responsibility for investing and managing the assets of the relevant Sub-Funds according to their investment objectives.

The Manager has retained Citibank Europe plc (the "Administrator") to prepare and maintain the books and records of the Company and each Sub-Fund and to provide related administration and accounting services. The Directors have appointed Citi Depositary Services Ireland Designated Activity Company (the "Depositary") as depositary of the Company with responsibility for the safe-keeping of the assets of each Sub-Fund and the settlement of transactions for each Sub-Fund. The Depositary may employ a global sub-custodian or various sub-custodians outside Ireland. The Manager has appointed Eaton Vance Management (International) Limited as a distributor of each Class of Shares in the Sub-Funds. See "THE COMPANY - The Distributor". In addition, the Manager will also be responsible for distribution of the Sub-Funds and the Manager may appoint additional distributors and sub-distributors from time to time.

## **FEES AND EXPENSES**

The assets of each of the Sub-Funds are subject to fees and expenses, including management, custody and administration and advisory fees as well as organisational expenses. These fees will be reflected in the Net Asset Value of each Sub-Fund. See “FEES AND EXPENSES” below and additional information regarding fees and expenses of each Sub-Fund contained in the Relevant Supplement.

---

## **INVESTMENT OBJECTIVES AND POLICIES**

---

The Company has been established for the purpose of investing in transferable securities in accordance with the UCITS Regulations. The investment objective and policies for each Sub-Fund and the investment restrictions in relation thereto will be formulated by the Directors at the time of creation of such Sub-Fund and will be set out in the Relevant Supplement.

No alteration shall be made to the investment objective of a Sub-Fund and no material alteration shall be made to the investment policy of a Sub-Fund without the approval of an ordinary resolution of the Shareholders or the prior written approval of all Shareholders of a Sub-Fund. In the event of a change of investment objectives and/or material change to investment policy a reasonable notification period will be provided by the Manager to enable Shareholders to redeem their Shares prior to implementation of these changes.

### **INVESTMENT OBJECTIVES AND POLICIES**

The Sub-Funds will invest in transferable securities listed or traded on Recognised Markets in accordance with the investment restrictions described under "INVESTMENT OBJECTIVES AND POLICIES – Investment Restrictions" below and subject to the market limits specified in the Articles. The investment objectives and policies of the Sub-Funds are set out in the Relevant Supplement.

In addition, and to the extent only that the relevant Investment Adviser deems consistent with the investment policies of the Sub-Funds, the Sub-Funds may utilise for the purposes of efficient portfolio management, the investment techniques and instruments described in Appendix II.

It is not the current intention to utilise derivative instruments for investment purposes, unless specified otherwise in the Relevant Supplement. If it is proposed to review this matter at any time in the future, the Directors of the Company will notify the Central Bank in advance and will submit a risk management process to the Central Bank for such utilisation of derivatives in accordance with the Central Bank UCITS Regulations prior to the Company engaging in derivative instrument transactions for investment purposes.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Sub-Fund will have segregated liability from the other Sub-Funds and that the Company will not be liable as a whole to third parties for the liability of each Sub-Fund. However, investors should note the risk factor "Company's Liabilities" under "Investment Risks" below.

In respect of a Sub-Fund which utilises the commitment approach to measure global exposure, the Sub-Fund's global exposure, as prescribed in the Central Bank UCITS Regulations, relating to FDI, must not exceed 100% of its total Net Asset Value. In respect of a Sub-Fund which utilises the absolute value-at-risk approach to measure global exposure, the absolute value-at-risk of the Sub-Fund measured using a 20 day (one month) holding period, will be no greater than 20% of the Net Asset Value of the Sub-Fund.

### **INVESTMENT RESTRICTIONS**

The assets of each Sub-Fund must be invested in accordance with the restrictions on investments set out in the UCITS Regulations and such additional investment restrictions, if any, as may be adopted from time to time by the Directors in respect of any Sub-Fund and specified in the Relevant Supplement. The principal investment restrictions applying to each Sub-Fund under the UCITS Regulations are described as follows:

(i) **Permitted Investments**

A Sub-Fund may invest in:

- (a) transferable securities and money market instruments, which are either admitted to official listing on a Recognised Market in an EU Member State or non-EU Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in an EU Member State or non-EU Member State;

- (b) recently issued transferable securities which will be admitted to official listing on a Recognised Market within a year;
- (c) money market instruments, other than those dealt on Recognised Markets;
- (d) units of UCITS;
- (e) units of alternative investment funds;
- (f) deposits with credit institutions; and
- (g) FDI

(ii) **Investment Restrictions**

- (a) A Sub-Fund may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph (i).
- (b) A Sub-Fund may invest no more than 10% of net assets in recently issued transferable securities which will be admitted to official listing on a Recognised Market within a year. This restriction will not apply in relation to investment by a Sub-Fund in certain U.S. securities known as Rule 144A securities which satisfy the requirements of paragraph (i) (a) above or provided that:
  - the securities are issued with an undertaking to register with the U.S. Securities and Exchange Commission within one year of issue; and
  - the securities are not illiquid securities i.e. they may be realised by the Sub-Fund within seven days at the price, or approximately at the price, at which they are valued by the Sub-Fund.
- (c) A Sub-Fund may invest no more than 10% of net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.
- (d) The limit of 10% (in (ii)(c)) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by an EU Member State or its local authorities or by a non-EU Member State or public international body of which one or more EU Member States are members.
- (e) The transferable securities and money market instruments referred to in (ii)(d) shall not be taken into account for the purpose of applying the limit of 40% referred to in (ii)(c).
- (f) Cash booked in accounts and held as ancillary liquidity shall not exceed 20% of the net assets of the Sub-Fund.
- (g) The risk exposure of a Sub-Fund to a counterparty to an over-the-counter (“OTC”) derivative may not exceed 5% of net assets. This limit is raised to 10% in the case of (i) a credit institution authorised in the EEA, (ii) a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 or (iii) a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

(h) Notwithstanding paragraphs (ii)(c), (ii)(f) and (ii)(g) above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:

- investments in transferable securities or money market instruments;
- deposits, and/or
- counterparty risk exposures arising from OTC derivatives transactions.

(i) The limits referred to in (ii)(c), (ii)(d), (ii)(f), (ii)(g) and (ii)(h) above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.

(j) Group companies are regarded as a single issuer for the purposes of (ii)(c), (ii)(d), (ii)(f), (ii)(g) and (ii)(h). However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.

(k) A Sub-Fund may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any EU Member State, its local authorities, non-EU Member States or public international body of which one or more EU Member States are members, as may be drawn from the following list:

OECD Governments (provided the relevant issues are investment grade);  
Governments of Brazil and India (provided the relevant issues are investment grade);  
Government of the People's Republic of China;  
Government of Singapore;  
European Investment Bank;  
European Bank for Reconstruction and Development;  
International Finance Corporation;  
International Monetary Fund;  
Euratom;  
The Asian Development Bank;  
European Central Bank;  
Council of Europe;  
Eurofima;  
African Development Bank;  
International Bank for Reconstruction and Development (The World Bank);  
The Inter American Development Bank;  
European Union;  
Federal National Mortgage Association (Fannie Mae);  
Federal Home Loan Mortgage Corporation (Freddie Mac);  
Government National Mortgage Association (Ginnie Mae);  
Student Loan Marketing Association (Sallie Mae);  
Federal Home Loan Bank;  
Federal Farm Credit Bank;  
Tennessee Valley Authority;  
Straight A Funding LLC; and  
Export-Import Bank.

A Sub-Fund must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.

(iii) **Investment in Collective Investment Schemes ("CIS")**

(a) A Sub-Fund may not invest more than 10% in total of net assets in CIS.

(b) Investment in alternative investment funds may not exceed 30% of net assets of a Sub-Fund.

(c) The CIS in which a Sub-Fund may invest are prohibited from investing more than 10% of their net assets in other CIS.

- (d) When a Sub-Fund invests in the units of other CIS that are managed, directly or by delegation, by the Manager or by any other company with which the Manager is linked by common management or control, or by a substantial direct or indirect holding, the Manager or other company will not charge subscription, conversion or redemption fees on account of the Sub-Fund investment in the units of such other CIS. Where a commission (including a rebated commission) is received by the Manager or Investment Adviser by virtue of an investment in the units of another CIS, this commission must be paid into the property of the Sub-Fund.

(iv) **General Provisions**

- (a) A Sub-Fund may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
- (b) A Sub-Fund may acquire no more than:
  - (1) 10% of the non-voting shares of any single issuing body;
  - (2) 10% of the debt securities of any single issuing body;
  - (3) 25% of the units of any single CIS; or
  - (4) 10% of the money market instruments of any single body.
- (c) The limits laid down in (iv)(b)(2), (3) and (4) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated.
- (d) (iv)(a) and (iv)(b) shall not be applicable to:
  - (1) transferable securities and money market instruments issued or guaranteed by an EU Member State or its local authorities;
  - (2) transferable securities and money market instruments issued or guaranteed by a non-EU Member State;
  - (3) transferable securities and money market instruments issued by public international bodies of which one or more EU Member States are members;
  - (4) shares held by a Sub-Fund in the capital of a company incorporated in a non-EU Member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which a Sub-Fund can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-EU Member State complies with the limits laid down in (ii)(c) to (ii)(j), (iii)(a), (iii)(b), (iv)(a), (iv)(b), (iv)(d), (iv)(e) and (iv)(f) and provided that where these limits are exceeded, paragraphs (iv)(e) and (iv)(f) below are observed.
  - (5) Shares held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf.
- (e) A Sub-Fund need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.
- (f) The Central Bank may allow a recently authorised Sub-Fund to derogate from the provisions of (ii)(c) to (ii)(k), (iii)(a) and (iii)(b) for six months following the date of its authorisation, provided it observes the principle of risk spreading.

- (g) If the limits laid down herein are exceeded for reasons beyond the control of the Directors, or as a result of the exercise of subscription rights, the Company must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of the Shareholders.
- (h) Neither the Company, nor the Manager will carry out uncovered sales of:
- transferable securities;
  - money market instruments;
  - units of CIS; or
  - FDI

A Sub-Fund may hold ancillary liquid assets.

The investment restrictions listed above shall apply at the time of the purchase of the investments.

(v) **Financial Derivative Instruments**

- (a) Save in respect of a Sub-Fund which utilises the value-at-risk methodology to calculate global exposure, a Sub-Fund's global exposure relating to FDI must not exceed 100% of its total net asset value.
- (b) Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank UCITS Regulations.)
- (c) A Sub-Fund may invest in FDI dealt in over-the-counter ("OTC") provided that the counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
- (d) Investment in FDI is subject to the conditions and limits laid down by the Central Bank. Only those FDI which are listed in the risk management process cleared by the Central Bank will be utilised by a Sub-Fund.

Other investment restrictions which apply are as follows:

- (vi) A Sub-Fund shall not acquire either precious metals or certificates representing them.
- (vii) A Sub-Fund shall not (except as described below) make any loan of its assets provided that, for the purpose of this restriction, the acquisition of bonds, debentures, debenture stock, notes, commercial paper, certificates of deposit, bankers' acceptances and short-term debt securities or obligations permitted by the UCITS Regulations, or the acquisition of transferable securities which are not fully paid, or the holding of ancillary liquid assets time deposits shall not be deemed to constitute the making of a loan.
- (viii) The assets of a Sub-Fund may not be used to underwrite or sub-underwrite any securities of any issuer.
- (ix) A Sub-Fund shall not take legal or management control over the issuers of its underlying securities.

The Directors may, without limitation, adopt additional investment restrictions with respect to any Sub-Fund to facilitate the distribution of Shares in the relevant Sub-Fund to the public in a particular jurisdiction. In addition, the investment restrictions set out above may be changed from time to time by the Directors in accordance with a change in the applicable law and regulations in any jurisdiction in

which Shares in the Sub-Funds are currently offered provided that the assets of each Sub-Fund will at all times be invested in accordance with the restrictions on investments set out in the UCITS Regulations. In the event of any such addition to, or change in, the investment restrictions applicable to any Sub-Fund, a reasonable notification period will be provided by the Company to enable Shareholders in the relevant Sub-Fund to redeem their Shares prior to implementation of these changes.

Details of the holdings of each Sub-Fund may be made available to Shareholders in that Sub-Fund on a periodic basis, including through dissemination of Shareholder reports and through posting details of the Sub-Fund's holdings. Such details shall relate to historical holdings of the Sub-Fund. Any disclosure may be made subject to such terms and conditions as the Directors may, in their absolute discretion, from time to time determine. Such conditions may include the entry into of a written confidentiality agreement relating to the details of the holdings of a Sub-Fund. Shareholders in a Sub-Fund are advised to contact the relevant Investment Adviser to ascertain whether this information is available in respect of the relevant Sub-Fund and what conditions (if any) may be applied to its supply to Shareholders. In addition to the above, the Company may disclose certain aggregate information in relation to the characteristics of each Sub-Fund's holdings periodically on the Eaton Vance website, <http://international.eatonvance.com>. Such information shall relate to historical holdings of the relevant Sub-Fund.

## **DISCLOSURES UNDER THE SUSTAINABLE FINANCE DISCLOSURE REGULATION**

### **Integration of Sustainability Risks**

In accordance with Article 6 of SFDR, the Company is obliged to disclose (a) the manner in which sustainability risks are integrated into investment decisions; and (b) the results of the assessment of the likely impacts of sustainability risks on the returns of the Funds.

Sustainability risks are environmental, social, or governance events or conditions that could cause material negative impacts on the value of a Fund's assets. Further detail in respect of sustainability risks is set out in the section of this Prospectus headed "Special Considerations and Risk Factors".

The Manager believes that sustainability risks can be important factors to consider when seeking to enhance returns for Shareholders and, where relevant, the Investment Advisers will consider the impact of sustainability risks on each Fund's investments. The degree to which the management of sustainability risks can be integrated into the management of a Fund's investments will vary depending on the Fund's strategy, the assets in which it invests and/or its portfolio composition. Details of the extent to which sustainability risks are integrated into the investment policy of each Fund are set out in the Relevant Supplement.

The Manager and the Investment Advisers holds the following beliefs relating to sustainable investing:

- Sustainability issues are sources of long-term risk and return, therefore considering sustainability risks as outlined above leads to better analyses and investment decisions.
- The execution of ownership rights may increase performance and lower risk over time; accordingly, in selecting investments for each Fund, the Investment Adviser may seek to encourage good governance through its voting in respect of such ownership right with the belief that this should produce higher risk-adjusted returns over the long term.
- Sustainability risk and governance information and data may be sourced from in house analysis, from direct engagement and interaction with underlying funds, companies, governments and other issuers, and from third parties
- Integrating and assessing sustainability risk enhances the quality of investment processes as sustainability issues, when poorly managed, will create long-term material adverse impacts for society, the environment and undermine investment returns.

The Investment Advisers believe that the consideration of ESG factors aids an investor's evaluation of the long-term sustainability of a business. As ESG considerations are indicators of future business risks, which may have an impact on the financial value and sustainability of an investment, the Investment Advisers believe that they are a necessary selection tool for sustainable growth opportunities. The

Investment Advisers take the view that companies which possess a sustainable business model have a greater ability to attain and maintain risk-adjusted returns on capital. Additionally, empirical evidence indicates that unethical companies have generated sub-standard returns, underperforming as investments over the long-term. As such, the formal incorporation of sustainability risks into the investment decision-making process for a Fund is expected to positively influence the risk-return attributes of companies in the Fund's investment portfolio.

Further details in relation to the approach taken by the Investment Adviser of each individual Sub-Fund regarding the integration of sustainability risk into investment decisions will be set out in the relevant Supplement.

The Investment Advisers have undertaken an assessment of the potential impact of sustainability risks on the returns of the Funds. Please see the section of this Prospectus headed "Special Considerations and Risk Factors". for further details.

### **Principal Adverse Impacts**

In accordance with the discretion granted pursuant to Article 4(1)(b) of SFDR, the Manager and the Investment Advisers do not currently consider the adverse impacts of investment decisions on sustainability factors or issue a statement on their websites in relation to the due diligence policies with respect to those impacts. This is pending the adoption of final regulatory technical standards by the European Commission pursuant to Article 4(6) of SFDR, which shall set out detailed requirements in relation to the content, methodologies and presentation of information in respect of sustainability indicators in relation to adverse impacts on the climate and other environment-related adverse impacts.

Following the adoption and coming into force of such regulatory technical standards, currently expected to be from 1 January 2022, the Manager and the Investment Adviser will reconsider their position in relation to the publication of adverse impacts in respect of each Fund and, if they determine to provide such information, this Prospectus the Relevant Supplement and the Investment Adviser's website shall be updated accordingly.

### **Taxonomy Regulation**

Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the "Taxonomy Regulation"), establishes criteria for determining whether an economic activity qualifies as environmentally sustainable in the context of particular environmental objectives.

Where a Fund does not have as its objective sustainable investment and does not promote environmental or social characteristics as described in SFDR, investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities as set out in the Taxonomy Regulation.

---

## **SPECIAL CONSIDERATIONS AND RISK FACTORS**

---

Investment in the Sub-Funds carries with it a degree of risk including, but not limited to, the risks referred to below. While there are some risks that may be common to a number or all of the Sub-Funds, there may also be specific risk considerations which apply to a particular Sub-Fund in which case such risks will be specified in the Relevant Supplement for that Sub-Fund. Thus the investment risks described below are not purported to be exhaustive and potential investors should review this Prospectus and the Relevant Supplement(s) in their entirety, and consult with their professional advisers, before purchasing Shares. The levels and bases of, and reliefs from, taxation to which both the Company and Shareholders may be subject, may change. Potential investors' attention is drawn to the section headed "TAXATION". There can be no assurance that any Sub-Fund will achieve its investment objective. The Net Asset Value of a Sub-Fund, and the income therefrom, may go down as well as up and investors may not get back the amount invested or any return on their investment.

### **MARKET RISK**

The investments of a Sub-Fund are subject to normal market fluctuations and the risks inherent in investment in international securities markets and there can be no assurances that appreciation or preservation will occur.

### **INTERNATIONAL INVESTING**

Investing in securities issued by companies and governments in different countries involves considerations and possible risks not associated with investing in issuers of one country. The values of investments denominated in currencies other than the Base Currency of a Sub-Fund are affected by changes in currency rates. Investing in multiple jurisdictions involves consideration of different exchange control regulations, tax law, including withholding taxes, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations. Currency rates may fluctuate significantly over short periods of time causing a Sub-Fund's Net Asset Value to fluctuate as well. Costs are incurred in connection with conversions between various currencies. In addition, brokerage commissions, custody fees and other costs of investing are higher in certain countries and less developed markets may be less liquid, more volatile and less subject to governmental supervision than elsewhere. Investments in some issuers could be affected by factors such as expropriation, confiscatory taxation, lack of uniform accounting and auditing standards and potential difficulties in enforcing contractual obligations. Securities transactions in some countries are subject to settlement delays or risk of loss.

### **EMERGING MARKETS**

Certain of the Sub-Funds may invest in securities issued in emerging markets. Investing in emerging markets, in particular, involves exposure to economic structures that generally are less diverse and mature, and to political systems that have less stability, than those of developed countries. Other characteristics of emerging markets that may affect investment include certain national policies that may restrict investment by foreigners and the absence of developed legal structures governing private and foreign investments and private property. Moreover, individual economies of emerging market countries may differ favourably or unfavourably from the economies of non-emerging market countries in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. The typically small size of the markets for securities issued by issuers located in emerging markets and the possibility of a low or non-existent volume of trading in those securities may also result in a lack of liquidity and in price volatility of those securities. Investors should note that an investment in those Sub-Funds which may invest in emerging markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Certain emerging market countries are known to experience long delays between the trade and settlement dates of securities purchased or sold. In addition, with respect to certain emerging market countries, there is a possibility of expropriation, nationalisation, confiscatory taxation and limitations on the use or removal of funds or other assets of a Sub-Fund, including the withholding of dividends. In addition, the lack of uniform accounting, auditing and financial reporting standards and other regulatory practices and the increased possibility for the revaluation of an emerging market country's currency may negatively impact the Sub-Funds. The Central Bank requires that the Depository hold on trust a Sub-Fund's assets, ensuring that there is legal separation of non-cash assets held under custody and that records are maintained that clearly identify those assets and where documents of title are held. Where

a sub-custodian is engaged, the Depositary must ensure that the sub-custodian maintains these standards and the Depositary's liability will remain unaffected. Certain jurisdictions, however, have different rules regarding the ownership and custody of assets generally and the recognition of the interests of a beneficial owner, such as a Sub-Fund. There is a risk that in the event the Depositary or sub-custodian becomes insolvent, the relevant Sub-Fund's beneficial ownership of assets may not be recognised in foreign jurisdictions and creditors of the Custodian or sub-custodian may seek recourse to the Sub-Fund's assets, or where a Sub-Fund's beneficial ownership is recognised, the Sub-Fund may suffer a delay in recovering its assets, pending the determination of insolvency or bankruptcy proceedings.

## **INVESTING IN CHINA**

One or more Sub-Funds may make investments that are tied economically to issuers from the People's Republic of China ("PRC"), or other issuers associated with the greater China region, such as Hong Kong, Macau or Taiwan. Certain Sub-Funds may also invest in issuers which may be listed or traded on recognized or over-the-counter markets located both inside and outside of the greater China region, such as the United Kingdom, Singapore, Japan or the United States.

Investments in PRC companies involve certain risks and special considerations not typically associated with Anglo sphere markets (i.e. Australia, Canada, New Zealand, the United Kingdom and the U.S.), such as greater government control over the economy, political and legal uncertainty, controls imposed by the PRC authorities on foreign exchange and movements in exchange rates (which may impact on the operations and financial results of PRC companies), confiscatory taxation, the risk that the PRC government may decide not to continue to support economic reform programs, the risk of nationalisation or expropriation of assets, lack of uniform auditing and accounting standards, less publicly available financial and other information, potential difficulties in enforcing contractual obligations and limitations on the ability to distribute dividends due to currency exchange issues, which may result in risk of loss of favourable tax treatment.

The Shanghai Stock Exchange and the Shenzhen Stock Exchange may have lower trading volumes when compared to exchanges in developed markets and the market capitalizations of many listed companies are small compared to those on exchanges in developed markets. The listed equity securities of many companies in the PRC, such as China A Shares and China B Shares, are accordingly less liquid and may experience greater volatility than in more developed, OECD countries. China A Shares are shares of companies incorporated in the PRC and listed on the Shanghai and Shenzhen Stock Exchanges that may be subscribed for and traded in Chinese Yuan Renminbi by PRC investors and non-PRC investors with Qualified Foreign Institutional Investors status ("QFII"), or Renminbi Qualified Foreign Institutional Investor ("RQFII") status or via the Shanghai-Hong Kong Stock Connect program ("SC") described below (also known as "Chinese Yuan common stock"). China B Shares are shares of companies incorporated in the PRC and listed on the Shanghai and Shenzhen Stock Exchanges that may be subscribed for and traded in foreign currencies by non-PRC investors (also known as "Chinese Yuan special shares").

Government supervision and regulation of the PRC securities market and of quoted companies is also less developed than in many OECD countries. The PRC stock market has in the past experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future. The above factors could negatively affect the capital growth and performance of such investments and the Net Asset Value of Sub-Funds that make such investments, the ability to redeem Shares in the relevant Sub-Fund and the price at which such Shares may be redeemed. The evidence of title of exchange-traded securities in the PRC consists only of electronic book entries in the depository and/or registry associated with the exchange. These arrangements of the depositories and registries are new and not fully tested in regard to their efficiency, accuracy and security.

These risks may be more pronounced for the China A Share market than for PRC securities markets generally because the China A Share market is subject to greater governmental restrictions and control. Moreover, information available about PRC companies may not be as complete, accurate or timely as information about listed Anglo sphere companies. Under the current PRC regulations, foreign investors can only invest directly in the China A Share market through institutions that have obtained QFII or RQFII status, or through the SC. It is anticipated that certain Sub-Funds will gain exposure to the China A Share market through the SC and will not invest in this market through either a QFII or a RQFII license.

The SC is a program being implemented by the China Securities Regulatory Commission (“CSRC”) and the Securities and Futures Commission of Hong Kong, which is intended to provide mutual stock market access between the PRC and Hong Kong. The SC is a securities trading and clearing linked program developed by Hong Kong Exchanges and Clearing Limited (“HKEx”), the Shanghai Stock Exchange (“SSE”) and China Securities Depository and Clearing Corporation Limited (“ChinaClear”).

To the extent that a Sub-Fund participates in SC or any similar access program that is novel, new or under development, the Sub-Fund may be subject to new, uncertain or untested rules and regulations promulgated by the relevant regulatory authorities. Moreover, current regulations governing a Sub-Fund’s investment in PRC companies may be subject to change. There can be no assurance that SC or any other investment program will not be abolished. Any Sub-Fund investing in securities issued by issuers from the PRC or the greater China region may be adversely affected as a result of such changes.

## **RISKS ASSOCIATED WITH THE SHANGHAI-HONG KONG STOCK CONNECT**

Any Sub-Fund which invests through the SC will be subject to the following additional risks:

### **Quota limitations**

Trading under SC will be subject to a maximum cross-boundary investment quota (“Aggregate Quota”), together with a daily quota (“Daily Quota”). Northbound trading will be subject to a separate Aggregate Quota and Daily Quota. The Aggregate Quota caps the absolute amount of fund inflow into the PRC under Northbound trading. The Northbound Aggregate Quota is currently set at CNY300 billion. The Company does not have exclusive use of the Aggregate Quota and Daily Quota and such quotas are utilised on a first-come,first-served basis.

Once the remaining balance of the Northbound Daily Quota drops to zero or the Northbound Daily Quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross-boundary securities regardless of the quota balance). Therefore, quota limitations may restrict a Sub-Fund’s ability to invest in China A Shares through SC on a timely basis.

### **Suspension risk**

It is contemplated that both The Stock Exchange of Hong Kong Limited (“SEHK”) and the SSE would reserve the right to suspend Northbound and/or Southbound trading, if necessary, to ensure an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through SC is effected, a Sub-Fund’s ability to access the PRC market will be adversely affected.

### **Differences in trading day**

SC will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but Hong Kong investors (such as a Sub-Fund) cannot carry out any China A Shares trading. As a result, Sub-Funds may be subject to a risk of price fluctuations in China A Shares during the time when SC is not trading.

### **Operational risk**

The SC is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

Prior to the launch of the SC, market participants had an opportunity to configure and adapt their operational and technical systems. However, it should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis.

Further, the “connectivity” in the SC requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants

(i.e. a new order routing system set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the program could be disrupted. Accordingly, a Sub-Fund's ability to access the China A Share market (and hence to pursue its investment strategy) would be adversely affected.

### **Restrictions on selling imposed by front-end monitoring**

PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China A Shares sell orders of its exchange participants (i.e. the stock brokers) to ensure there is no over-selling.

If a Sub-Fund desires to sell certain China A Shares it holds, SEHK requires that the broker involved in the sale of the China A Shares must confirm the Sub-Fund holds sufficient amount of those China A Shares before the market opens on the day of selling ("trading day"). If the broker cannot confirm this prior to the market open, it will not be able to execute the sale of those China A Shares on behalf of the Sub-Fund on that trading day. Because of this requirement, the Sub-Funds will need to facilitate this broker confirmation in order to dispose of holdings of China A Shares in a timely manner. Some local custodians are offering solutions to assist investors in meeting this requirement without the need to pre-deliver the shares to the broker prior to the trading date. For example, certain local custodians are offering a "bundled brokerage/custodian model" where the local custodian will be appointed to act as the sub-custodian to the relevant Sub-Fund and the brokerage arm of the local custodian will act as the broker to the relevant Sub-Fund. Under this model, the brokerage arm of the local custodian, in its capacity as the relevant Sub-Fund's broker, will be provided with information about the Sub-Fund's shareholdings directly from the local custodian in a timely manner. It enables the broker to confirm that the relevant Sub-Fund holds sufficient shares without the need to pre-deliver such shares to the broker prior to the trading day. This model allows the Sub-Fund to ensure that the shares remain in custody at all times.

SEHK has recently implemented an enhanced pre-trade checking model which aims at removing the requirement to pre-deliver shares to brokers. Depositories will need to open a "special segregated account" with CCASS (the Central Clearing and Settlement System operated by the Hong Kong Securities Clearing Company Limited ("HKSCC") for the clearing of securities listed or traded on SEHK) for investors, which will generate a unique investor ID. CCASS will snapshot the securities holdings in that account to facilitate pre-trade checking requirement. Brokers when executing sell orders for investors who opt to use the enhanced model will need to provide the investor ID as an identifier. It is intended that the enhanced model will allow greater flexibility to investors to use multiple brokers. However, a number of operational and practical challenges have been identified by the industry in relation to the enhanced model, which may pose difficulties for the market players to utilise the enhanced model. The Company intends to adopt the bundled brokerage/custodian model until such time as the operational and practical challenges relating to the enhanced model, or similar improvement, have been resolved. However, please note that there is no guarantee that any such proposal will be maintained and not revoked, or how effective it would help addressing the requirement and at what cost.

### **Short swing profit rule**

According to the PRC securities law, a shareholder of 5% or more of the total issued shares of a PRC listed company ("major shareholder") has to return any profits obtained from the purchase and sale of shares of such PRC listed company if both transactions occur within a six-month period. In the event that the Company or a Sub-Fund becomes a major shareholder of a PRC listed company by investing in China A Shares via the SC, the profits that Sub-Funds may derive from such investments may be limited and thus the performance of the Sub-Funds may be adversely affected.

### **Restriction on Turnaround (day) Trading**

Turnaround (day) trading is not permitted on the China A Share market. Investors cannot purchase and sell the same securities via the SC in the same trading day. This may restrict the Sub-Fund's ability to invest in China A Shares through the SC and to enter into or exit trades on a timely basis.

## **Recalling of eligible stocks**

When a stock is recalled from the scope of eligible stocks for trading via the SC, the stock can only be sold but will be restricted from being bought. This may affect the investment portfolio or strategies of a Sub-Fund, for example, when an Investment Adviser wishes to purchase a stock which is recalled from the scope of eligible stocks.

## **Clearing and settlement risk**

HKSCC, a wholly-owned subsidiary of HKEx, and ChinaClear will establish the clearing links and each will become a participant of each other to facilitate clearing and settlement of cross-border trades. For cross-border trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

Should the remote event of ChinaClear default occur and ChinaClear be declared as a defaulter, HKSCC's liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear. HKSCC will in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, a Sub-Fund may suffer delay in the recovery process or may not be able to fully recover its losses from ChinaClear.

## **Participation in corporate actions and shareholders' meetings**

HKSCC will keep participants in CCASS informed of corporate actions of stocks listed on the SSE ("SSE Securities"). Hong Kong and overseas investors (including the relevant Sub-Funds) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of SSE Securities may be as short as one business day only. Therefore, Sub-Funds may not be able to participate in some corporate actions in a timely manner.

Hong Kong and overseas investors (including the relevant Sub-Funds) are holding SSE Securities traded via the SC program through their brokers or custodians. According to existing PRC practice, multiple proxies are not available. Therefore, Sub-Funds may not be able to appoint proxies to attend or participate in shareholders' meetings in respect of the SSE Securities.

## **No Protection by Investor Compensation Fund**

Investment through the SC is conducted through broker(s), and is subject to the risks of default by such brokers' in their obligations.

Investments through Northbound trading under the SC will not be covered by Hong Kong's Investor Compensation Fund. Hong Kong's Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default matters in Northbound trading via the SC do not involve products listed or traded on the SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund.

Furthermore, since the Sub-Funds will be carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, they are not protected by the China Securities Investor Protection Fund in the PRC. Therefore the Sub-Funds are exposed to the risks of default of the broker(s) it engages in its trading in China A Shares through the program.

## **Regulatory risk**

The SC is novel in nature and will be subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under the SC.

It should be noted that the regulations are untested and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that the SC will not be abolished. Sub-Funds which invest in the PRC markets through the SC may be adversely affected as a result of such changes.

### **Taxation risk**

According to a circular of Caishui 2014 no. 81 jointly issued by PRC Ministry of Finance (“MOF”), the State Administration of Tax (“SAT”) and CSRC on 14 November 2014, the capital gains realised by a Sub-Fund from trading of eligible China A Shares on the SSE under the SC currently enjoy a temporary exemption from PRC income tax and PRC business tax. However, it is uncertain when such exemption will expire and whether other PRC taxes will be applicable to trading of SSE Securities under the SC in the future. The dividends derived from SSE Securities are subject to a 10% PRC withholding tax, except that investors who are tax residents of other countries which have entered into tax treaties with China whereunder the applicable tax rate for dividends is lower than 10% may apply to the competent tax authority for applying the lower tax rate under the treaty. PRC stamp duty is also payable for transactions in SSE Securities under the SC. Given the relevant tax guidance concerning the SC was issued on 14 November 2014 and is yet to be established in the administrative practice of the PRC tax authorities, there are uncertainties as to how the guidance would be implemented in practice. In addition, the PRC tax authorities may issue further guidance on the tax consequences relating to SSE Securities at any time and, as a result, the PRC tax positions of the relevant Sub-Funds using the SC may change accordingly.

According to the above, Sub-Funds will not make any PRC income tax or business tax provision for realised and unrealised gains derived from trading SSE Securities under the SC until and unless a tax provision is required by any further guidance issued by PRC tax authorities, which may have a substantial negative impact on the Net Asset Value of such Sub-Funds.

### **INTEREST RATE RISK**

The fixed-income securities in which a Sub-Fund may invest are interest rate sensitive and may be subject to price volatility due to such factors including, but not limited to, changes in interest rates, market perception of the creditworthiness of the issuer and general market liquidity. The magnitude of these fluctuations will be greater when the maturity of the outstanding securities is longer. An increase in interest rates will generally reduce the value of fixed-income securities, while a decline in interest rates will generally increase the value of fixed-income securities. When interest rates are falling the inflow of net new money to a Sub-Fund from the continuous sale of Shares in the Sub-Fund tends to be invested in instruments producing lower yields than the balance of the obligations held by the Sub-Fund, thereby reducing the Sub-Fund’s current yield. In periods of rising interest rates the opposite can be expected to occur.

The performance of a Sub-Fund will therefore depend in part on the ability of the relevant Investment Adviser to anticipate and respond to such fluctuations in market interest rates and to utilise appropriate strategies to maximise returns, while attempting to minimise the associated risks to investment capital.

### **CREDIT RISK**

A Sub-Fund will have a credit risk on the issuer of debt securities in which it invests which will vary depending on the issuer’s ability to make principal and interest payments on the obligation. Not all of the securities in which a Sub-Fund may invest that are issued by sovereign governments or political subdivisions, agencies or instrumentalities thereof, will have the explicit full faith and credit support of the relevant Government. Any failure by any such Government to meet the obligations of any such political subdivisions, agencies or instrumentalities which default will have adverse consequences for a Sub-Fund and will adversely affect the Net Asset Value per Share in a Sub-Fund.

A Sub-Fund will also have a credit risk on the parties with which it trades including for example, counterparties to repurchase agreements or securities lending contracts. In the event of the insolvency, bankruptcy or default of the seller under a repurchase agreement, a Sub-Fund may experience both delays in liquidating the underlying securities and losses, including the possible decline in the value of securities, during the period while it seeks to enforce its rights thereto, possible sub-normal level of income, lack of access to income during the period and expenses in enforcing its rights. The risks

associated with lending portfolio securities include the possible loss of rights against the collateral for the securities should the borrower fail financially.

A Sub-Fund's foreign exchange, futures and other transactions also involve counterparty credit risk and will expose the Sub-Fund to unanticipated losses to the extent that counterparties are unable or unwilling to fulfil their contractual obligations. With respect to futures contracts and options on futures, the risk is more complex in that it involves the potential default of the clearing house or the clearing broker.

An Investment Adviser will have contractual remedies upon any default pursuant to the agreements related to the transactions. Such remedies could be inadequate, however, to the extent that the collateral or other assets available are insufficient.

Ratings of recognised rating agencies, such as S & P and Moody's, are relative and subjective and are not absolute standards of quality. Credit ratings are based largely on the relevant rating agency's investment analysis at the time of rating and the rating assigned to any particular security is not necessarily a reflection of the issuer's current financial condition. The rating assigned to a security by a rating agency does not necessarily reflect its assessment of the volatility of a security's market value or of the liquidity of an investment in the security. Although these ratings are initial criteria for selection of investments, the Investment Advisers also make their own evaluation of these securities. Among the factors that are considered are the long-term ability of the issuers to pay principal and interest and general economic trends.

#### **RISK DISCLOSURE RE WITHHOLDING TAX**

Distributions of income and capital gains on securities issued in countries other than Ireland may be subject to taxes including withholding taxes imposed by such countries. The Company may not be able to benefit from a reduction in the rate of withholding tax by virtue of the double taxation treaties in operation between Ireland and other countries. The Company may not therefore be able to reclaim withholding tax suffered by it in particular countries. If this position changes in the future and the application of a lower rate results in a repayment to the Company, the Net Asset Value of the Company will not be restated and the benefit will be allocated to the then-existing Shareholders rateably at the time of repayment.

#### **FOREIGN TAXES**

The Company may be liable to taxes (including withholding taxes) in countries other than Ireland on income earned and capital gains arising on its investments. The Company may not be able to benefit from a reduction in the rate of such foreign tax by virtue of the double taxation treaties between Ireland and other countries. The Company may not, therefore, be able to reclaim any foreign withholding tax suffered by it in particular countries. If this position changes and the Company obtains a repayment of foreign tax, the Net Asset Value of the Company will not be restated and the benefit will be allocated to the then-existing Shareholders rateably at the time of repayment.

#### **FOREIGN ACCOUNT TAX COMPLIANCE ACT**

The Company (or each Sub-Fund) will be required to comply (or be deemed compliant) with extensive new reporting and withholding requirements designed to inform the U.S. Department of the Treasury of U.S.-owned foreign investment accounts. Failure to comply (or be deemed compliant) with these requirements will subject the Company (or each Sub-Fund) to U.S. withholding taxes on certain U.S.-sourced income and gains beginning in July 2014. Pursuant to an intergovernmental agreement between the United States and Ireland, the Company (or each Sub-Fund) may be deemed compliant, and therefore not subject to the withholding tax, if it identifies and reports U.S. taxpayer information directly to the Irish government. Shareholders may be requested to provide additional information to the Company to enable the Company (or each Sub-Fund) to satisfy these obligations. Failure to provide requested information may subject a Shareholder to liability for any resulting U.S. withholding taxes, U.S. tax information reporting and/or mandatory redemption, transfer or other termination of the Shareholder's interest in its Shares. Detailed guidance as to the mechanics and scope of this new reporting and withholding regime is continuing to develop. There can be no assurance as to the timing or impact of any such guidance on future operations of the Company or its Sub-Funds.

## **U.S. GOVERNMENT SECURITIES**

Certain U.S. Government securities, such as U.S. Treasury bills, Treasury notes and Treasury bonds, which differ only in their interest rates, maturities and times of issuance, are supported by the full faith and credit of the United States. Others are not supported by the full faith and credit of the United States but are supported by: (i) the right of the issuer to borrow from the U.S. Treasury, such as securities of the Federal Home Loan Banks; (ii) the discretionary authority of the U.S. Government to purchase the agency's obligations, such as securities of the FNMA; or (iii) only the credit of the issuer, such as securities of the Student Loan Marketing Association. No assurance can be given to investors in Sub-Funds which may invest in such securities that the U.S. Government will provide financial support in the future to U.S. Government agencies, authorities or instrumentalities that are not supported by the full faith and credit of the United States.

U.S. Government securities may include zero coupon securities that may be purchased when yields are attractive and/or to enhance fund liquidity. Zero coupon U.S. Government securities are debt obligations that are issued or purchased at a significant discount from face value. The discount approximates the total amount of interest the security will accrue and compound over the period until maturity or the particular interest payment date at a rate of interest reflecting the market rate of the security at the time of issuance. Zero coupon U.S. Government securities do not require the periodic payment of interest. Investors in Sub-Funds which may invest in such securities should be aware that these investments benefit the user by mitigating its need for cash to meet debt service, but also require a higher rate of return to attract investors who are willing to defer receipt of cash. They may experience greater volatility in market value than U.S. Government securities that make regular payments of interest.

## **MORTGAGE RELATED SECURITIES**

Certain of the Sub-Funds may invest in mortgage related securities, which include certain risks. The monthly cash flow from the underlying loans may not be sufficient to meet the monthly payment requirements of the mortgage related security. Prepayment of principal by the mortgagors or mortgage foreclosures shorten the term of the underlying mortgage pool for a mortgage related security. The occurrence of mortgage prepayments is affected by the level of interest rates, general economic conditions, the location and age of the mortgage and other social and demographic conditions. In periods of rising interest rates, the rate of prepayment tends to decrease, thereby lengthening the average life of a pool of mortgage related securities. Conversely, in periods of falling interest rates the rate of prepayment tends to increase, thereby shortening the average life of a pool. Reinvestment of prepayments may occur at higher or lower interest rates than the original investment, thus affecting yield. Because prepayments of principal generally occur when interest rates are declining, the proceeds of prepayments must be invested. If this occurs, a Sub-Fund's yield correspondingly declines. Thus, mortgage related securities have less potential for capital appreciation in periods of falling interest rates than other fixed income securities of comparable maturity, and they have a higher risk of decline in market value in periods of rising interest rates. To the extent that mortgage related securities are purchased at a premium, unscheduled prepayments, which are made at par, result in a loss equal to any unamortized premium.

## **LOWER QUALITY DEBT SECURITIES**

Debt securities rated in the fourth highest category by S&P or Moody's or given equivalent credit ratings by other recognised rating agencies, although considered investment grade, may possess speculative characteristics, and changes in economic or other conditions are more likely to impair the ability of their issuers to make interest and principal payments than is the case with respect to issuers of higher grade debt securities.

Generally, medium or lower rated securities and unrated securities of comparable quality offer a higher current yield than is offered by higher rated securities, but also (i) are likely have some quality and protective characteristics that, in the judgement of the rating organisations, are outweighed by large uncertainties or major risk exposures to adverse conditions; and (ii) are predominantly speculative with respect to the issuers capacity to pay interest and repay principal in accordance with the terms of the obligation. The market values of certain of these securities also tend to be more sensitive to individual corporate developments and changes in economic conditions than higher quality bonds. In addition, medium and lower rated securities and comparable unrated securities generally present a higher degree of credit risk. The risk of loss due to default by these issuers, is significantly greater because medium and lower rated securities and unrated securities of comparable quality generally are unsecured and

frequently are subordinated to the prior payment of senior indebtedness. In light of these risks, the relevant Investment Adviser, in evaluating the creditworthiness of an issue, whether rated or unrated, takes various factors into consideration, which may include, as applicable, the issuer's financial resources, its sensitivity to economic conditions and trends, the ability of the issuer's management and regulatory matters.

The market value of securities in lower rated categories is more volatile than that of higher quality securities, and the markets in which medium and lower rated or unrated securities are traded are more limited than those in which higher rated securities are traded. The existence of limited markets may make it more difficult to obtain accurate market quotations for purposes of valuing the securities held by, and calculating the Net Asset Value of, a Sub-Fund. Moreover, the lack of a liquid trading market may restrict the availability of securities for purchase and may also have the effect of limiting the ability of a Sub-Fund to sell securities at their fair value either to meet withdrawal requests or to respond to changes in the economic or the financial markets.

Lower rated debt obligations also present risks based on payment exceptions. If an issuer calls the obligation for redemption, the obligation may have to be replaced with a lower yielding security, resulting in a decreased return for investors. In the event of rising interest rates the value of the securities held by a Sub-Fund may decline proportionately more than higher rated securities. If a Sub-Fund experiences unexpected net withdrawals, higher rated bonds may have to be sold, resulting in a decline in the overall credit quality of the securities held by the Sub-Fund and increasing the exposure of the Sub-Fund to the risks of lower rated securities.

Subsequent to purchase, an issue of securities may cease to be rated or its rating may be reduced below the minimum required for purchase by a Sub-Fund. Neither event requires sale of these securities by the relevant Sub-Fund, but the relevant Investment Adviser considers the event in its determination of whether the securities should continue to be held.

#### **LOWER RATED SECURITIES**

A Sub-Fund may invest in securities which are not investment grade. Such securities may have a higher yield than securities with an investment grade rating, but are more likely to react to developments affecting market and credit risk than such higher rated securities, which primarily react to movements in the general level of interest rates. Lower rated or unrated securities are generally subject to a greater default risk than such higher rated securities.

#### **WHEN-ISSUED AND DELAYED-DELIVERY SECURITIES**

Each Sub-Fund may purchase securities on a when-issued or delayed-delivery basis for the purposes of efficient portfolio management. Purchase of securities on such basis may expose a Sub-Fund to risk because the securities may experience fluctuations in value prior to their actual delivery. Income is not accrued for a Sub-Fund with respect to a when-issued or delayed-delivery security prior to its stated delivery date. Purchasing securities on a when-issued or delayed-delivery basis can involve the additional risk that the yield available in the market when the delivery takes place may be higher than that obtained in the transaction itself. There is also a risk that the securities may not be delivered and that the Sub-Fund may incur a loss.

#### **SUPRANATIONAL ENTITIES**

Each Sub-Fund may invest in debt securities issued by supranational organisations. As supranational organisations do not possess taxing authority, they are dependent upon their members' continued support in order to meet interest and principal payments.

#### **FOREIGN EXCHANGE RISK**

Where a Sub-Fund engages in foreign exchange transactions which alter the currency exposure characteristics of its investments the performance of such Sub-Fund may be strongly influenced by movements in exchange rates as currency positions held by the Sub-Fund may not correspond with the securities positions held.

The Net Asset Value per Share of a Sub-Fund will be computed in its Base Currency whereas the investments held for the account of a Sub-Fund may be acquired in other currencies. A Sub-Fund's Net Asset Value may change significantly when the currencies other than the Base Currency in which some of the Sub-Fund's investments are denominated strengthen or weaken against the Base Currency. Currency exchange rates generally are determined by supply and demand in the foreign exchange markets and the perceived relative merits of investments in different countries. Currency exchange rates can also be affected unpredictably by intervention by Government or Central Bank or by currency controls or political developments.

In addition currency hedging transactions, while potentially reducing the currency risks to which the Sub-Fund would otherwise be exposed, involve certain other risks, including the risk of a default by a Counterparty, as described above. In addition, where a Sub-Fund enters into "cross-hedging" transactions (e.g., utilising a currency different than the currency in which the security being hedged is denominated), the Sub-Fund will be exposed to the risk that changes in the value of the currency used to hedge will not correlate with changes in the value of the currency in which the securities are denominated, which could result in loss on both the hedging transaction and the Sub-Fund securities.

A Sub-Fund may issue Classes of Shares which are hedged or unhedged. In the case of hedged classes, hedging will be limited to the extent of the relevant Classes' currency exposure. Save as specified in this paragraph, a Class of Shares may not be leveraged as a result of the use of such techniques and instruments. Such hedging shall be limited to the extent of the relevant Class of Share's currency exposure. The costs, gains and / or losses of such hedging transactions will accrue solely to the relevant Class. In no case will the hedging of the currency exposure be permitted to exceed 105% of the Net Asset Value of the particular Class of Shares or to be below 95% of that portion of the Net Asset Value of the particular Class of Shares which is to be hedged against currency risk. Hedging will be monitored with the aim of ensuring that hedged positions do not exceed the 95% / 105% thresholds. Such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value attributable to the relevant Class will not be carried forward from month to month. While not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Sub-Fund. In the case of unhedged Classes, the investor will bear all risks attributable to currency fluctuations between the underlying portfolio, the Base Currency of the Sub-Fund, and the currency of the applicable unhedged Share Class.

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist. These factors restrict the ability to hedge against the risk of devaluation of currencies in which a substantial quantity of securities are being held for a Sub-Fund and are unrelated to the qualitative rating that may be assigned to any particular security.

## **FUTURES AND OPTIONS CONTRACTS**

A Sub-Fund may use futures, forwards, options and swaps for efficient portfolio management purposes which includes hedging against market movements, currency exchange or interest rate risks or otherwise, and for investment purposes. An Investment Adviser's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations. Use of these strategies involves certain special risks, including (i) dependence on an Investment Adviser's ability to predict movements in the price of securities and movements in interest rates; (ii) imperfect correlation between movements in the securities or currency on which a futures or options contract is based and movements in the securities or currencies in the relevant Sub-Fund; (iii) the absence of a liquid market for any particular instrument at any particular time; (iv) while a Sub-Fund may not be leveraged or geared in any way through the use of derivatives, the degree of leverage inherent in futures trading, i.e., the low margin deposits normally required in futures trading means that futures trading may be highly leveraged and accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to a Sub-Fund; and (v) possible impediments to effective portfolio management or the ability to meet redemption requests or other short-term obligations because of the percentage of a Sub-Fund's assets segregated to cover its obligations.

Derivative instruments are subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, risks relating to the financial soundness and creditworthiness of the counterparty, legal risk, and operations risk. For derivative instruments other than purchased options, any loss suffered may exceed the amount of the initial investment made or the premium

received by the Sub-Fund. OTC derivative instruments involve an enhanced risk that the counterparty will fail to perform its contractual obligations. Some derivative instruments are not readily marketable or may become illiquid under adverse market conditions. In addition, during periods of market volatility, a commodity exchange may suspend or limit trading in an exchange-traded derivative instrument which may make the contract temporarily illiquid and difficult to price. Commodity exchanges may also establish daily limits on the amount that the price of a futures option or futures contract can vary from the previous day's settlement price. Once the daily limit is exceeded, no trades may be made that day at a price beyond the limit. This may prevent a Sub-Fund from closing out positions and limiting its losses.

## **SWAP AGREEMENTS**

Where provided for in the Relevant Supplement, a Sub-Fund may enter into swap agreements. Swap agreements are derivative products in which two parties agree to exchange payment streams that may be calculated in relation to a rate, index, instrument, or certain securities and a particular "notional amount." Swaps may be subject to various types of risks, including market risk, liquidity risk, structuring risk, tax risk, and the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty. Swaps may be structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swaps may increase or decrease a Sub-Fund's exposure to equity or debt securities, long-term or short-term interest rates (in the United States or abroad), foreign currency values, corporate borrowing rates, or other factors such as security prices, baskets of securities, or inflation rates and may increase or decrease the overall volatility of the Sub-Fund's portfolio. Swaps may embed an agreed fee or rate of return for the counterparty. Swap agreements can take many different forms and are known by a variety of names. A Sub-Fund is not limited to any particular form of swap agreement if the Investment Adviser determines that other forms are consistent with the Sub-Fund's investment objective and policies.

Most swaps entered into by a Sub-Fund would require the calculation of the obligations of the parties to the agreements on a "net basis". Consequently, a Sub-Fund's current obligations (or rights) under a swap generally will be equal only to the net amount to be paid or received under the agreement based on the relative values of the positions held by each party to the agreement (the "net amount"). The risk of loss with respect to swaps is limited to the net amount of payments that the Sub-Fund is contractually obligated to make. If the other party to a swap defaults, a Sub-Fund's risk of loss consists of any margin or the net amount of payments that the Sub-Fund is contractually entitled to receive if uncollateralised.

The most significant factor in the performance of swaps is the change in individual equity values, specific interest rate, currency or other factors that determine the amounts of payments due to and from the counterparties. If a swap calls for payments by a Sub-Fund, the Sub-Fund must have sufficient cash available to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of a swap agreement would be likely to decline, potentially resulting in losses to the Sub-Fund.

Swaps may be individually negotiated transactions in the over-the-counter market in which a Sub-Fund assumes the credit risk of the other counterparty to the swap and is exposed to the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of the swap counterparty. Such over-the-counter swap transactions may be highly illiquid and may increase or decrease the volatility of a Sub-Fund's portfolio. If there is a default by a counterparty, a Sub-Fund under most normal circumstances will have contractual remedies pursuant to the swap agreement; however, exercising such contractual rights may involve delays or costs which could result in the net asset value of the Sub-Fund being less than if the Sub-Fund had not entered into the transaction. Furthermore, there is a risk that a swap counterparty could become insolvent and / or the subject of insolvency proceedings, in which event the recovery of the collateral posted by the Sub-Fund with such counterparty or the payment of claims under the swap agreement may be significantly delayed and the Sub-Fund may recover substantially less than the full value of the collateral entrusted to such counterparty or of the Sub-Fund's claims.

A Sub-Fund will also bear the risk of loss if it breaches the swap agreement or if it fails to post or maintain required collateral. Recent changes in law and regulation require certain types of swap agreements to be transacted on exchanges and / or cleared through a clearinghouse, and will in the future require additional types of swap agreements to be transacted on exchanges and / or cleared through a clearinghouse.

## **PORTFOLIO TURNOVER**

When circumstances warrant, securities may be sold without regard to the length of time held. In some Sub-Funds, active short-term trading may be engaged in to benefit from yield disparities among different issues of securities, to seek short-term profits during periods of fluctuating interest rates or for other reasons. Active trading increases a Sub-Fund's rate of turnover, which may increase brokerage commissions paid and certain other transaction expenses.

## **NO INVESTMENT GUARANTEE EQUIVALENT TO DEPOSIT PROTECTION**

An investment in the Company is not in the nature of a deposit in a bank account and is not protected by any Government, Government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account.

## **CONVERTIBLE SECURITIES**

A Sub-Fund may from time to time invest in debt securities and preferred stocks which are convertible into, or carry the right to purchase, common stock or other equity securities. Convertible securities may be purchased where the Investment Adviser believes that they have appreciation potential on the basis that the Investment Adviser is of the opinion that they yield more than the underlying securities at the time of purchase or considers them to present less risk of principal loss than the underlying securities. Generally speaking, the interest or dividend yield of a convertible security is somewhat less than that of a non-convertible security of similar quality issued by the same Company.

## **EMERGING COMPANIES**

The investment risk associated with emerging companies is higher than that normally associated with larger, older companies due to the greater business risks associated with small size, the relative age of the company, limited product lines, distribution channels and financial and managerial resources. Further, there is typically less publicly available information concerning smaller companies than for larger, more established ones. The securities of small companies are often traded only over-the-counter and may not be traded in the volumes typical of trading on national securities exchange. Nonetheless, a Sub-Fund will not invest more than 10% of its net assets in securities traded over the counter as provided in the "Investment Restrictions" section. As a result, in order to sell this type of holding, a Sub-Fund may need to discount the securities from recent prices or dispose of the securities over a long period of time. The prices of this type of security may be more volatile than those of larger companies which are often traded on a national securities exchange.

## **COMPANY'S LIABILITIES**

Pursuant to Irish Law, the Company should not be liable as a whole to third parties and there should not be the potential for cross contamination of liabilities between Sub-Funds. However, there can be no categorical assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Sub-Funds will necessarily be upheld.

## **BREACHES IN INFORMATION TECHNOLOGY SECURITY**

The Investment Advisers and the Administrator maintain global information technology systems, consisting of infrastructure, applications and communications networks to support the Company's as well as their own business activities. These systems could be subject to security breaches such as 'cyber-crime' resulting in theft, a disruption in the ability to close out positions and the disclosure or corruption of sensitive and confidential information. Security breaches may also result in misappropriation of assets and could create significant financial and/or legal exposure for the Company. The Investment Advisers and Administrator seek to mitigate attacks on their own systems but will not be able to control directly the risks to third-party systems to which it may connect. Any breach in security of the Investment Advisers' or Administrators' systems could have a material adverse effect on the relevant Investment Adviser or the Administrator and may cause the Company to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage.

## **UMBRELLA CASH ACCOUNTS**

The Company has established a collection account at umbrella level in the name of the Company (the “**Umbrella Cash Collection Account**”) and has not established such accounts at Sub-Fund level.

Subscriptions monies received in respect of a Sub-Fund in advance of the issue of Shares will be held in the Umbrella Cash Collection Account in the name of the Company. Investors will be unsecured creditors of such Sub-Fund with respect to the amount subscribed until such Shares are issued, and will not benefit from any appreciation in the Net Asset Value of the Sub-Fund or any other Shareholder rights (including dividend entitlement) until such time as Shares are issued. In the event of an insolvency of the Sub-Fund or the Company there is no guarantee that the Sub-Fund or the Company will have sufficient funds to pay unsecured creditors in full.

Payment by the Sub-Fund of redemption proceeds and dividends is subject to receipt by the Administrator of original subscription documents and compliance with all anti-money laundering procedures. Notwithstanding this, redeeming Shareholders will cease to be Shareholders, with regard to the redeemed Shares, from the relevant redemption date. Redeeming Shareholders and Shareholders entitled to distributions will, from the redemption or distribution date, as appropriate, be unsecured creditors of the relevant Sub-Fund and will not benefit from any appreciation in the Net Asset Value of the Sub-Fund or any other Shareholder rights (including further dividend entitlement), with respect to the redemption or distribution amount. In the event of an insolvency of the Sub-Fund or the Company during this period, there is no guarantee that the Sub-Fund or the Company will have sufficient funds to pay unsecured creditors in full. Redeeming Shareholders and Shareholders entitled to distributions should therefore ensure that any outstanding documentation and information is provided to the Administrator promptly. Failure to do so is at such Shareholder’s own risk.

In the event of the insolvency of another Sub-Fund of the Company, recovery of any amounts to which a Sub-Fund is entitled, but which may have transferred to such other Sub-Fund as a result of the operation of the Umbrella Cash Collection Account, will be subject to the principles of Irish trust law and the terms of the operational procedures for the Umbrella Cash Collection Account. There may be delays in effecting and / or disputes as to the recovery of such amounts, and the insolvent Sub-Fund may have insufficient funds to repay amounts due to the relevant Sub-Fund. Accordingly, there is no guarantee that such Sub-Fund or the Company will recover such amounts. Furthermore, there is no guarantee that in such circumstances the Sub-Fund or the Company would have sufficient funds to repay any unsecured creditors.

## **SWING PRICING**

As described in the “Determination of Net Asset Value- Swing Pricing” section below, the Directors may, where they so determine, “swing” the Net Asset Value of the Fund to attempt to mitigate the costs of issuing and redeeming shares.

For Dealing Days on which there are net subscriptions and redemptions and swing pricing is applied, investors should be aware that it may not always prevent the dilution of the Net Asset Value, and the adjustments made to the Net Asset Value, for the purposes of calculating the price at which the relevant Fund issues and redeems shares on that Dealing Day, may also benefit certain investors relative to the Shareholders in the Fund as a whole. For example, a subscriber into the Fund on a day on which the Net Asset Value is swung downwards as a result of net redemptions from the Fund may benefit from paying a lower Net Asset Value per Share in respect of his subscription than he would otherwise have been charged on an unswung Dealing Day. In addition, the Fund’s Net Asset Value and short-term performance may experience greater volatility as a result of this pricing methodology.

## **INDEX OUTPERFORMANCE RISK**

A Fund may have an outperformance target relative to a specified index. Any such outperformance target will be calculated gross of the fees of the Manager and all other fees and expenses of the Fund. This outperformance target may be a specific amount expressed in percentage terms.

As such, the return of any investment in a Fund and consequently, the ability of a Shareholder in that Fund to realise a return in line with any outperformance targets set for the Fund against a stated index, will be directly impacted by the level of the management fees and other fees and expenses payable by the Fund, as specified in the relevant Supplement.

In addition, certain Funds may set outperformance targets that are less than the level of the

management fees applicable to certain Classes within such Funds. This may in some circumstances, result in Shareholders not receiving a positive return on their investment relative to the index, notwithstanding that the Fund has achieved its stated outperformance target. Investors should also note that there is no guarantee that a Fund will achieve its stated outperformance target.

In terms of the Manager's fee and any target outperformance, Shareholders should have regard to the typical minimum time horizon for investment in the Fund as set out in the relevant Supplement under the heading "INVESTMENT OBJECTIVE AND POLICIES - Profile of a Typical Investor".

## **THE WITHDRAWAL OF THE UNITED KINGDOM FROM THE EUROPEAN UNION**

### **Brexit**

On 31 January 2020 the United Kingdom formally withdrew and ceased being a member of the European Union (the "EU"). Following this, the United Kingdom entered into a transition period which lasted for the remainder 2020, during which period the United Kingdom was subject to applicable EU laws and regulations. The transition period expired on 31 December 2020, and EU law no longer applies in the United Kingdom.

On 30 December 2020, the United Kingdom and the EU signed an EU-United Kingdom Trade and Cooperation Agreement ("UK/EU Trade Agreement"), which applies from 1 January 2021 and sets out the foundation of the economic and legal framework for trade between the United Kingdom and the EU. As the UK/EU Trade Agreement is a new legal framework, the implementation of the Agreement may result in uncertainty in its application and periods of volatility in both the United Kingdom and wider European markets throughout 2021 and beyond. The United Kingdom's exit from the EU is expected to result in additional trade costs and disruptions in this trading relationship. While the UK/EU Trade Agreement provides for the free trade of goods, it provides only general commitments on market access in services together with and a "most favoured nation" provision which is subject to many exceptions. Furthermore, there is the possibility that either party may impose tariffs on trade in the future in the event that regulatory standards between the EU and the United Kingdom diverge. The terms of the future relationship may cause continued uncertainty in the global financial markets, and adversely affect the performance of the Funds.

Volatility resulting from this uncertainty may mean that the returns of the Funds' investments are affected by market movements, the potential decline in the value of Sterling or Euro, and the potential downgrading of United Kingdom sovereign credit rating.

## **SUSTAINABILITY RISKS**

Save where disclosed in the relevant Supplement, the Manager and the Investment Advisers consider that sustainability risks are relevant to the returns of the Funds. Sustainability risks are environmental, social, or governance events or conditions that could cause material negative impacts on the value of a Fund's assets.

Assessment of sustainability risks is complex and requires subjective judgements, which may be based on data which is difficult to obtain and incomplete, estimated, out of date or otherwise materially inaccurate. Even when identified, there can be no guarantee that the Investment Adviser will correctly assess the impact of sustainability risks on the Fund's investments.

Sustainability risks can manifest themselves in different ways, such as but not limited to:

- failure to comply with ESG standards resulting in reputational damage causing fall in demand for products and services or loss of business opportunities for a company or industry group;
- changes in laws, regulations or industry norms giving rise to possible fines, sanctions or change in consumer behaviour affecting a company or an entire industry's prospects for growth and development;
- changes in laws or regulations, may generate higher demand for, and thus undue increase in prices of securities of companies perceived as meeting higher ESG standards; and

- changes in laws or regulations, may incentivize companies to provide misleading information about their environmental, social or governance standards or activities.

To the extent that a sustainability risk occurs, or occurs in a manner that is not anticipated by the Investment Adviser, there may be a sudden, material negative impact on the value of an investment, and hence the Net Asset Value of the Fund. Such negative impact may result in an entire loss of value of the relevant investment(s) and may have an equivalent negative impact on the Net Asset Value of the Fund. The failure to operate in accordance with ESG criteria can lead to an issuer being excluded from a Fund's portfolio.

Sustainability risks can lead to a significant deterioration in the financial profile, profitability or reputation of an underlying investment and thus may materially impact its market price or liquidity.

Sustainability risks are relevant as both standalone risks, and also as cross-cutting risks which manifest through many other risk types which are relevant to the assets of the Fund. A sustainability risk may arise and impact a specific investment or may have a broader impact on an economic sector, geographical regions and/or jurisdictions and political regions.

The increasing importance given to sustainability considerations by both businesses and consumers means that the occurrence of a sustainability risk may result in significant reputational damage to affected businesses. The occurrence of a sustainability risk may also give rise to enforcement risk by governments and regulators, and also litigation risk.

The impacts following the occurrence of a sustainability risk may be numerous and vary depending on the specific risk and asset class. In general, where a sustainability risk occurs in respect of an asset, there will be a negative impact on, or entire loss of, its value. For a corporate, this may be because of damage to its reputation with a consequential fall in demand for its products or services, loss of key personnel, exclusion from potential business opportunities, increased costs of doing business and/or increased cost of capital. A corporate may also suffer the impact of fines and other regulatory sanctions. The time and resources of the corporate's management team may be diverted from furthering its business and be absorbed seeking to deal with the sustainability risk, including changes to business practices and dealing with investigations and litigation.

Many economic sectors, regions and/or jurisdictions, including those in which a Fund may invest, are currently and/or in the future may be, subject to a general transition to a greener, lower carbon and less polluting economic model. Drivers of this transition include governmental and/or regulatory intervention, evolving consumer preferences and/or the influence of non-governmental organisations and special interest groups. Any changes in laws, regulations and industry norms relating to environmental, social and governance issues can have a material impact on the operations, costs and profitability of businesses. Further, businesses which are in compliance with current measures may suffer claims, penalties and other liabilities in respect of alleged prior failings.

Further, certain industries face considerable scrutiny from regulatory authorities, non-governmental organisations and special interest groups in respect of their impact on sustainability factors, such as compliance with minimum wage or living wage requirements and working conditions for personnel in the supply chain. The influence of such authorities, organizations and groups along with the public attention they may bring can cause affected industries to make material changes to their business practices which can increase costs and result in a material negative impact on the profitability of businesses. Such external influence and can also materially impact the consumer demand for a business's products and services which may result in a material loss in value of an investment linked to such businesses.

Sectors, regions, businesses and technologies which are carbon-intensive, higher polluting or otherwise cause a material adverse impact on sustainability factors may suffer from a significant fall in demand and/or obsolescence, resulting in stranded assets the value of which is significantly reduced or entirely lost ahead of their anticipated useful life. Attempts by sectors, regions, businesses and technologies to adapt so as to reduce their impact on sustainability factors may not be successful, may result in significant costs being incurred, and future ongoing profitability may be materially reduced.

In the event that a sustainability risk arises, this may cause investors, including the Investment Adviser in respect of the Fund, to determine that a particular investment is no longer suitable and to divest of it (or not make an investment in it), further exacerbating the downward pressure on the value of the

investment.

Commonly considered sustainability risk factors are split into "Environment, Social, and Governance" ("ESG"), and relate, among other things, to the following topics:

#### Environment

- Climate mitigation
- Adjustment to climate change
- Protection of biodiversity
- Sustainable use and protection of water and maritime resources
- Transition to a circular economy, avoidance of waste, and recycling
- The avoidance and reduction of environmental pollution

#### Social affairs

- Compliance with recognized labour law standards (no child and forced labour, no discrimination)
- Compliance with employment safety and health protection
- Appropriate remuneration, fair working conditions, diversity, and training and development opportunities
- Trade union rights and freedom of assembly
- Guarantee of adequate product safety, including health protection
- Inclusive projects or consideration of the interests of communities and social minorities

#### Corporate Governance

- Tax honesty
- Anti-corruption measures
- Board remuneration based on sustainability criteria
- The facilitation of whistle-blowing
- Employee rights guarantees
- Data protection guarantees

---

## **BORROWING POLICY**

---

Under the Articles, the Directors are empowered to exercise all of the borrowing powers of the Company, subject to any limitations under the UCITS Regulations, and to charge the assets of the Company as security for any such borrowings.

Under the UCITS Regulations, the Company may not borrow money, grant loans or act as guarantor on behalf of third parties, except (i) foreign currency may be acquired by means of a back-to-back loan (i.e. borrowing one currency against the deposit of an equivalent amount of another currency), provided that where foreign currency borrowings exceed the value of the “back-to-back” deposit, any excess shall be regarded as borrowing and is therefore aggregated with other borrowings for the purposes of the 10% limit referred to below; and (ii) the Company may incur temporary borrowings for the account of any Sub-Fund in an amount not exceeding 10% of the net assets of the Sub-Fund.

---

## INVESTING IN SHARES

---

The Directors have authority to effect the issue of Shares in any Series or Class in respect of a Sub-Fund and to create new Series or Classes of Shares on such terms as they may from time to time determine in relation to any Sub-Fund. The creation of further Share Classes must be notified to and cleared in advance with the Central Bank. Issues of Shares will be made with effect from a Dealing Day.

The Net Asset Value per Share will be calculated separately for each Class of Shares.

Certain information regarding the Classes of Shares available for each Sub-Fund and how to buy, sell and exchange such Shares is contained in the Relevant Supplement. The designation of each Class of Shares as "Accumulation Shares" or "Income Shares" will be set out in the Relevant Supplement. Accumulation Shares have a share class name which includes a "2" (such as A2, M2 or I2).

The Investment Adviser may, where specified in the Relevant Supplement, hedge the foreign currency exposure of Classes denominated in a currency other than the Base Currency of a Sub-Fund in order that investors in that class receive a return in the currency of that Class substantially in line with the investment objective of the Sub-Fund. Where foreign exchange hedging is utilised for the benefit of a particular Class, transactions will be clearly attributable to that Class and the cost and related liabilities and/or benefits shall be for the account of that class only. Accordingly, such costs and related liabilities and/or benefits will be reflected in the Net Asset Value per Share for shares of any such Class.

All Shares issued will be in registered form and written confirmation of ownership will be sent to Shareholders within ten days of registration. Share certificates will not be issued unless the Directors otherwise determine. The number of Shares issued will be rounded to the nearest one thousandth of a unit and any surplus money will be credited to the relevant Sub-Fund.

Due to anti-money laundering requirements operating within various jurisdictions and within Ireland, the Administrator, the Manager, the Distributor or the Company (as the case may be) may require further identification from the underlying investors before an application may be processed. Depending on the circumstances of each application, a detailed verification might not be required where (i) the applicant makes the payment from an account held in the applicant's name at a recognised financial institution or (ii) the application is made through a recognised intermediary. These exceptions will only apply if the financial institution or intermediary referred to above is within a country recognised by Ireland as having equivalent anti-money laundering regulations and are made in the sole discretion of the Company's money laundering reporting officer.

By way of example an individual may be required to produce a copy of a passport or identification card duly certified by a notary public, together with evidence of his/her address such as a utility bill or bank statement and date of birth. In the case of corporate applicants this may require production of a notarised copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business addresses of all directors.

An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Shares cannot be applied to an account unless full details of registration and anti-money laundering formalities have been completed. Shares cannot be sold from an account unless they have been previously applied to such account. No redemption payment may be made until the original signed subscription request has been received and all documentation required by the Company or the Administrator (including any documents in connection with anti-money laundering procedures) and the relevant anti-money laundering procedures have been completed.

The Administrator, the Manager, the Distributor and the Company each reserves the right to request such information as is necessary to verify the identity of an applicant. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Administrator, the Manager, the Distributor or the Company may refuse to accept the application. The Company, the Manager, the Distributor and the Administrator each shall be held harmless and indemnified by the applicant against any loss arising as a result of a failure to process a subscription or application if such information as has been requested by the Company, the Manager the Distributor or the Administrator has not been provided by any sub distributor or the applicant. In completing an application, a sub distributor or applicant also warrants and declares that the monies being invested pursuant to this

agreement do not represent directly or indirectly the proceeds of any criminal activity and that the investment is not designed to conceal such proceeds so as to avoid prosecution for an offence or otherwise.

The Company or the Administrator on its behalf reserves the right to refuse to make any redemption payment or distribution to a Shareholder otherwise than to the account from which the corresponding subscription funds were paid if any of the Directors of the Company or the Administrator suspects or is advised that the payment of any redemption or distribution moneys to such Shareholder might result in a breach or violation of any applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or such refusal is considered necessary or appropriate to ensure the compliance by the Company, its Directors or the Administrator with any such laws or regulations in any relevant jurisdiction.

The Company, the Manager the Distributor and the Administrator reserve the right to reject an application, for any reason, in whole or in part in which event the application monies or any balance thereof will be returned to the applicant (without interest) by transfer to the applicant's designated account or by post at the applicant's risk. Furthermore, investors will not be entitled to any interest on subscription monies transferred prior to any payment deadline set out in the Relevant Supplement.

The Directors will not knowingly issue, or approve the transfer of any Shares to any U.S. Person, provided however that nothing in this Prospectus shall prevent Morgan Stanley or any of its affiliates or subsidiaries from investing in or acquiring Shares.

Each applicant for Shares will be required to provide such representations, warranties or documentation as may be required by the Directors and/or the Manager to ensure that these requirements are met prior to the issue of Shares.

The Directors shall be entitled to issue fractional Shares up to three decimal places where the net subscription monies received by the Company are insufficient to purchase an integral number of Shares, provided however that fractional Shares shall not carry any voting rights and provided further that the Net Asset Value per Share of a fractional Share of any Sub-Fund or Class shall be adjusted by the amount which such fractional Share bears to an integral Share of such Sub-Fund or Class at the time of issue of such fractional Share and any dividend payable on such fractional Shares shall be adjusted in like manner.

The Directors, or the Administrator as their delegate, may issue Shares in exchange for assets in which the Company may invest in accordance with the particular investment objective and policies of the relevant Sub-Fund. No Shares may be issued in exchange for such assets unless the Directors are satisfied that (i) the number of Shares issued in the relevant Sub-Fund will not be more than the number which would have been issued for settlement in cash having valued the assets to be exchanged in accordance with the valuation provisions set out in the Articles and summarised herein; (ii) all fiscal duties and charges arising in connection with the vesting of such assets in the Depository for the account of the relevant Sub-Fund are paid by the person to whom the Shares in such Sub-Fund are to be issued or, at the discretion of the Directors, partly by such person and partly out of the assets of such Sub-Fund; (iii) the terms of such exchange shall not materially prejudice the Shareholders in the relevant Sub-Fund; and (iv) the assets have been vested in the Depository or its nominees or agents.

Any information furnished in the Company's Share application form or in connection with the investment in the Company shall be held and processed by the Company. The Company will use this information for the purposes of processing the application form and managing and administering any of the services provided in relation to the investment in the Company (including any statutory reporting obligations). Such information may be processed on behalf of the Company by the Manager and the Administrator. This information may also be disclosed to the Manager, Investment Adviser, Distributor and Depository for the purposes of them providing services to the Company in relation to the investment pursuant to their contracts with the Company.

In connection with the above, information furnished in the Company's Share application form or in connection with the investment in the Company may in the future be transferred for processing in connection with the investment to countries outside the European Economic Area ("EEA") that either do not have data protection laws or have data protection laws that do not provide the same level of protection as EU Data Protection law. Details of countries to which such information may be transferred are available from the Company.

By completing the Company's Share application form, investors consent to the use of any information relating to them (including the transfer of any such information outside the EEA) in the manner outlined above. To the extent that the information contained in the application form or any other information that is furnished in connection with the investment in the Company relates to another individual, the applicant for Shares warrants that they have been authorised by that individual to consent on that individual's behalf to the use of such information as relates to that individual (including the transfer of any such information outside the EEA) in the manner outlined above. The Company or its delegates may share information in relation to a Shareholder (including the size of the Shareholder's shareholding in a Sub-Fund) where such information is required in order to open trading accounts in local markets, to facilitate tax filings, to register a Sub-Fund for sale in a particular jurisdiction, or to comply with the ongoing requirements imposed on a Sub-Fund in a jurisdiction.

An individual has the right at any time to request a copy of any "personal data" that is received within the meaning of the Data Protection Acts 1988 - 2018 (as amended or re-enacted from time to time) that the Company holds in relation to him/her (for which the Company may charge a fee) and to have inaccuracies in that information corrected.

The Company does not permit the use of market timing in the Company. The Directors, in consultation with the Administrator and the Investment Advisers, may determine that a pattern of frequent purchases and redemptions is excessive and contrary to the best interests of the Company. In this event, additional purchases of Shares by the relevant Shareholder may be restricted or the Shareholder may be required to redeem Shares in the Company. All relevant factors are considered in determining what constitutes abusive market timing of the Company.

**Revocation of market timing trades:** Transactions placed in violation of the Company's market timing trading policy are not necessarily deemed accepted by the Company and may be cancelled or revoked by the Company or Administrator on the relevant Dealing Day following receipt by the Administrator.

**Market timing consequences:** If information regarding a Shareholder's activity in the Company is brought to the attention of the Company or the Administrator and based on that information the Company or its agents in their sole discretion conclude that such trading may be detrimental to the Company, the Company may temporarily or permanently bar a Shareholder's future purchases into the Company or, alternatively, may limit the amount, number or frequency of any future purchases and/or the method by which a Shareholder may request future purchases and redemptions (including purchases and/or redemptions by an exchange or transfer between Sub-Funds).

## REDEEMING SHARES

Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or, in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Please consult "HOW TO REDEEM SHARES" of the Relevant Supplement for further information regarding redeeming Shares.

The Directors may compulsorily redeem all of the outstanding Shares in any Sub-Fund at the then prevailing Net Asset Value per Share, if:

- (i) the Net Asset Value of the relevant Sub-Fund falls below U.S.\$10,000,000 or its currency equivalent on any Dealing Day within six months of the date of establishment of the relevant Sub-Fund; or
- (ii) the Depositary has served notice of its intention to retire under the terms of the Depositary Agreement (and has not revoked such notice) and no new custodian has been appointed by the Company with the approval of Central Bank within six months of the date of service of such notice.

All outstanding Shares in any Sub-Fund may be redeemed by the Company by not less than thirty days' notice in writing to the appropriate Shareholders if at any time the Net Asset Value of the Sub-Fund on

any Dealing Day falls below an amount which the Directors, on the advice of the relevant Investment Adviser, believes is economically viable for the relevant Sub-Fund.

Redemption proceeds will normally be paid within three Business Days of, and will be paid no later than ten Business Days after, the Dealing Day on which redemptions are effected by electronic transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Company in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depositary; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of a particular Sub-Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of such Sub-Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of that Sub-Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of such Sub-Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Company shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates. Redemptions may result in a taxable gain or loss.

Shareholders are required to notify the Company immediately in the event that they become U.S. Persons (with the exception of Morgan Stanley or any of its affiliates or subsidiaries) or hold Shares for the account or benefit of U.S. Persons (with the exception of Morgan Stanley or any of its affiliates or subsidiaries), they become Irish Residents or cease to be Exempt Investors, or the Declaration made by or on their behalf is no longer valid. Shareholders are also required to notify the Company immediately in the event that they hold Shares for the account or benefit of Irish Residents or Irish Residents who cease to be Exempt Investors and in respect of which the Declaration made on their behalf is no longer valid or if they otherwise hold Shares in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax or fiscal consequences for the Company or the Shareholders.

Where the Directors become aware that a Shareholder (a) is a U.S. Person (with the exception of Morgan Stanley or any of its affiliates or subsidiaries) or is holding Shares for the account or benefit of a U.S. Person (with the exception of Morgan Stanley or any of its affiliates or subsidiaries) in contravention of the relevant provisions of the Articles; or (b) is holding Shares in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax or fiscal consequences for the Company or the Shareholders; the Directors shall either (i) direct the Shareholder to dispose of the relevant Shares to a person who is qualified or entitled to own or hold such Shares or (ii) redeem the relevant Shares at the Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the Shareholder.

Under the Articles, any person who becomes aware that he is holding Shares in contravention of any of the above provisions and who fails to transfer his Shares, or deliver for redemption any certificate representing such Shares pursuant to the above provisions or, who fails to make the appropriate notification to the Company, shall indemnify and hold harmless each of the Directors, the Company, the Manager, the Depositary, the Administrator, the Investment Advisers and the other Shareholders (each an "Indemnified Party") from any claims, demands, proceedings, liabilities, damages, losses, costs and expenses directly or indirectly suffered or incurred by such Indemnified Party arising out of or in connection with the failure of such person to comply with his obligations pursuant to any of the above provisions.

## **EXCHANGE OR TRANSFER OF SHARES**

Shareholders may, on any Dealing Day, exchange Shares in any Sub-Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter - e.g. A, B, C, I or M) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, where requested, exchanges of Shares of Class category A in a Sub-Fund for Shares in Class category M in the same or any other Sub-Fund offering Shares in Class category M may be permitted in the sole discretion of the Directors. In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. Shareholders are cautioned that such exchanges may be taxable events in many jurisdictions and that they should seek advice from their tax advisors before proceeding with any such exchange. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the corresponding Class of the applicable Sub-Fund. Please consult the Relevant Supplement for further information regarding the exchange of Shares.

Exchanges generally are made when a Shareholder determines to reallocate his investments among the Sub-Funds due to changes in market conditions and/or his financial objectives and circumstances. Excessive exchange transactions can be detrimental to a Sub-Fund's performance. The Directors, in consultation with the relevant Investment Adviser, may determine that a pattern of frequent exchanges is excessive and contrary to the best interests of the Sub-Fund. In this event, additional purchases and/or exchanges of Shares by the relevant Shareholder may be restricted. All relevant factors are considered in determining what constitutes an abusive pattern of exchanges.

The Distributor has negotiated special arrangements pursuant to which certain Shareholders in the Sub-Funds may be able to exchange their Shares in the Sub-Funds for shares in other funds promoted, managed or advised by Morgan Stanley and its affiliates or in certain other third party funds. Shareholders who qualify to avail of these arrangements will not be subject to an up-front sales load or an immediate charge to CDSC on the acquisition by them of shares in these other funds. For further details of these arrangements Shareholders should contact the Distributor at Eaton Vance Management (International) Limited, 125 Old Broad Street, London EC2N 1AR, United Kingdom.

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Transfers of Shares are subject to the prior approval of the Directors but will generally be permitted among affiliated companies in the absence of adverse consequences for the Company. The Directors may decline to register a transfer of Shares, among other circumstances, (i) if in the opinion of the Directors the transfer would be unlawful or result or be likely to result in any adverse regulatory, tax or

fiscal consequences or administrative burden to the Company or the Shareholders; (ii) in the absence of satisfactory evidence of the transferee's identity; or (iii) where the Company is required to redeem or cancel such number of Shares as are required to meet the appropriate tax of the Shareholder on such transfer. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase, cancellation or other payment in respect of the Shares as described in the section headed "Taxation" below.

Measures aimed towards the prevention of money laundering may require a detailed verification of the proposed transferee's identity. Depending on the circumstances of each transfer, a detailed verification might not be required where (a) the transferee makes the payment from an account held in the transferee's name at a recognised financial institution; or (b) the transfer request is made through a recognised intermediary. These exceptions will only apply if the financial institution or intermediary referred to above is within a country recognised by Ireland as having equivalent anti-money laundering regulations and are made in the sole discretion of the Company's money laundering reporting officer.

### **ANTI-DILUTION LEVY**

The actual cost of purchasing securities in which a Sub-Fund invests may be higher or lower than the value used in calculating the price of such securities. These costs may include dealing charges, commissions, and transaction charges and the dealing spread may have a materially disadvantageous effect on a Shareholder's interest in a Sub-Fund.

To prevent this effect, known as "dilution", the Company may charge an anti-dilution levy (the "**Anti-Dilution Levy**") when Shares in a Sub-Fund are purchased or redeemed, but such charge must be fair and in the interests of all Shareholders. In calculating the subscription price in respect of any Class of Shares in any Sub-Fund, the Sub-Fund may on any Dealing Day when there are net subscriptions adjust the subscription price by adding the Anti-Dilution Levy to cover any dealing costs and to preserve the value of the underlying assets of the Sub-Fund. Similarly, in calculating the redemption price in respect of any Class of Shares in any Sub-Fund, the Sub-Fund may on any Dealing Day when there are net redemptions, adjust the redemption price by deducting the Anti-Dilution Levy to cover any dealing costs and to preserve the value of the underlying assets of the Sub-Fund. It is not, however, possible to predict accurately whether dilution will occur at any point in time. The charging of an Anti-Dilution Levy will effectively increase the purchase price of Shares or reduce the redemption proceeds from the sale of Shares. The Anti-Dilution Levy will be paid into the relevant Sub-Fund and become part of the property of the Sub-Fund, thus protecting the value of the remaining Shareholders' interests.

No Anti-Dilution Levy shall be charged in respect of a Sub-Fund save where the possibility of such Anti-Dilution Levy has been disclosed in the Relevant Supplement.

### **SUBSCRIPTION AND REDEMPTION COLLECTION ACCOUNT**

The Company has established the Umbrella Cash Collection Account. Save as specified below, all subscriptions into and redemptions and distributions due from the Sub-Funds will be paid into the Umbrella Cash Collection Account. Monies in the Umbrella Cash Collection Account, including early subscription proceeds received in respect of a Sub-Fund, do not qualify for the protections afforded by the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Investor Money Regulations 2015 for Fund Service Providers.

Pending issue of the Shares and / or payment of subscription proceeds to an account in the name of the relevant Sub-Fund, and pending payment of redemption proceeds or distributions, monies in the Umbrella Cash Collection Account are assets of the relevant Sub-Funds to which they are attributable, and the relevant investor will be an unsecured creditor of the relevant Sub-Fund in respect of amounts paid by or due to it.

Save as specified below, all subscriptions (including subscriptions received in advance of the issue of Shares) attributable to, and all redemptions, dividends or cash distributions payable from, a Sub-Fund will be channelled and managed through the Umbrella Cash Collection Account. Subscriptions amounts paid into the Umbrella Cash Collection Account will be paid into an account in the name of the Manager / Depository on behalf of the relevant Sub-Fund, on the contractual settlement date. Redemptions and

distributions, including blocked redemptions or distributions, will be held in the Umbrella Cash Collection Account until payment due date (or such later date as blocked payments are permitted to be paid), and will then be paid to the relevant or redeeming Shareholder.

The Depositary will be responsible for safe-keeping and oversight of the monies in the Umbrella Cash Collection Account, and for ensuring that relevant amounts in the Umbrella Cash Collection Account are attributable to the appropriate Sub-Funds.

The Company and the Depositary have agreed an operating procedure in respect of the Umbrella Cash Collection Account, which identifies the participating Sub-Funds of the Company, the procedures and protocols to be followed in order to transfer monies from the Umbrella Cash Collection Accounts, the daily reconciliation processes, and the procedures to be followed where there are shortfalls in respect of a Sub-Fund due to late payment of subscription proceeds, and / or transfers to a Sub-Fund of moneys attributable to another Sub-Fund due to timing differences.

Where subscription monies are received in the Umbrella Cash Collection Account without sufficient documentation to identify the investor or the relevant Sub-Fund, such monies shall be returned to the relevant investor within the timescales and as specified in the operating procedure in respect of the Umbrella Cash Collection Account. Failure to provide the necessary complete and accurate documentation is at the investor's risk.

In the case of subscriptions in certain currencies, such subscriptions may be paid directly into an account in the name of the relevant Sub-Fund.

---

## **DIVIDEND POLICY**

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company as specified in the Relevant Supplement. The Articles provide that dividends declared but unclaimed by the relevant Shareholder for six years shall be forfeited by the relevant Shareholder unless otherwise determined by the Directors and shall become payable at the end of the six year period to the Sub-Fund in respect of which they were declared. The distribution policy of each Sub-Fund will be specified in the Relevant Supplement and the Relevant Supplement will indicate whether a Class of Shares is an Accumulation Class or an Income Class.

---

## **FEES AND EXPENSES**

---

Information regarding the fees and expenses of each Sub-Fund are primarily described in “FEES AND EXPENSES” in the Relevant Supplement.

### **DIRECTORS’ FEES**

Under the Articles, the Directors are entitled to a fee in remuneration for their services at a rate to be determined from time to time by the Directors, but so that the aggregate amount of Directors’ remuneration in any one year in respect of any Sub-Fund shall not exceed U.S.\$50,000 unless otherwise notified to Shareholders. The Directors and any alternate Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or Shareholders or any other meetings with regulatory authorities or professional advisers or otherwise in connection with the business of the Company.

### **REPRESENTATIVE AND PAYING AGENT FEES**

Representatives and paying agents appointed by the Manager in respect of a particular Sub-Fund or Sub-Funds may receive a fee payable out of the assets of the relevant Sub-Fund(s) at what the Manager considers to be normal commercial rates. Expenses of the representatives and paying agents will be allocated to the relevant Sub-Fund(s).

### **ESTABLISHMENT AND OPERATING EXPENSES**

The formation expenses of the Sub-Funds will be specified in the Relevant Supplements. Certain other costs and expenses incurred in the operation of a Sub-Fund will also be borne out of the assets of the relevant Sub-Fund, including, without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefore (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses will be allocated to the Sub-Fund or Sub-Funds to which in the opinion of the Directors they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine the basis on which the expense shall be allocated between the Sub-Funds. In such cases, the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager may, at its discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may from time to time at its sole discretion waive any or all of the Management Fees in respect of any particular payment period.

The Manager may from time to time and at its sole discretion use part or all of the fees it receives to remunerate certain financial intermediaries. The Manager may pay reimbursements out of its management fee to certain institutional shareholders. The Manager may also pay trailer fees out of its management fees to certain asset managers. An Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, an Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may from time to time at its sole discretion waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

---

## DETERMINATION OF NET ASSET VALUE

---

The Net Asset Value per Share in any Sub-Fund shall be calculated by the Administrator in the Base Currency of that Sub-Fund (which shall be so specified in the Relevant Supplement) to the nearest two decimal places as at each Valuation Point in accordance with the valuation provisions set out in the Articles and summarised below, or to such other number of decimal places as any two Directors may, in their absolute discretion, determine in respect of a Sub-Fund for a particular Dealing Day. The Net Asset Value of a Sub-Fund shall be calculated by ascertaining the value of the assets of the relevant Sub-Fund and deducting from such amount the liabilities of the Sub-Fund, which shall include all fees and expenses payable and/or accrued and/or estimated to be payable out of the assets of the Sub-Fund as specified in the Relevant Supplement. The Net Asset Value per Share of a Class of Shares in a Sub-Fund shall be calculated by establishing the number of Shares issued in the Class on the relevant Valuation Day and allocating the relevant fees and Class expenses to the Class and making appropriate adjustments to take account of distributions, if any, paid out of the Sub-Fund and apportioning the Net Asset Value of the Sub-Fund accordingly.

The Net Asset Value per Share as calculated on any Dealing Day with respect to each Sub-Fund will be published after each Dealing Day on the Company's website, <http://international.eatonvance.com>, and on or through such other media as the Manager may from time to time determine.

In calculating the value of the assets of each Sub-Fund:

- (i) each asset which is quoted, listed or traded on or under the rules of any Recognised Market shall be valued at the last traded price or, if unavailable or if bid and offer quotations are made, the latest available mid-market price (i.e. the mean of the bid and offer price quoted) on the relevant Recognised Market at the close of business on such Recognised Market. If the investment is normally quoted, listed or traded on or under the rules of more than one Recognised Market, the relevant Recognised Market shall be that which the Directors, or the Manager as their delegate, determines provides the fairest criterion of value for the investment. If prices for an investment quoted, listed or traded on the relevant Recognised Market are not available at the relevant time, or are unrepresentative in the opinion of the Directors, or the Manager as their delegate, such investment shall be valued at such value as shall be estimated with care and in good faith as the probable realisation value of the investment by a competent professional person, firm or corporation (appointed for such purpose by the Directors and approved for the purpose by the Depositary) or at such other value as the Directors who are approved for such purpose by the Depositary consider in the circumstances to be the probable realisation value of the investment estimated with care and in good faith. Neither the Directors, the Manager, the relevant Investment Adviser, the Administrator nor the Depositary shall be under any liability if a price reasonably believed by them to be the last traded price or, as the case may be, the latest available mid-market price, the closing mid-market price, the closing bid or the last bid for the time being, may be found not to be such.
- (ii) the value of any investment which is not normally quoted, listed or traded on or under the rules of a Recognised Market shall be valued at such value as shall be estimated with care and in good faith as the probable realisation value of the investment by a competent professional person, firm or corporation (appointed for such purpose by the Directors and approved for the purpose by the Depositary) or at such other value as the Directors who are approved for such purpose by the Depositary consider in the circumstances to be the probable realisation value of the investment estimated with care and in good faith. Neither the Directors, the Manager, the relevant Investment Adviser, the Administrator nor the Depositary shall be under any liability if a price reasonably believed by them to be the last traded price or, as the case may be, the latest available mid-market price, the closing mid-market price, the closing bid or the last bid for the time being, may be found not to be such.
- (iii) units or shares in collective investment schemes (including shares held by a Sub-Fund in another Sub-Fund) which are not valued in accordance with the above provisions shall be valued on the basis of the latest available redemption price of such units or shares after deduction of any redemption charges.

- (iv) cash deposits and similar investments shall be valued at their face value together with accrued interest unless in the opinion of the Manager (in consultation with the relevant Investment Adviser and the Depositary) any adjustment should be made to reflect the fair value thereof.
- (v) derivative instruments including but not limited to swaps, options, interest rate futures contracts and other financial futures contracts which are traded on a Recognised Market shall be valued at the settlement price of such instruments as at the Valuation Point as determined by the relevant Recognised Market, provided that where it is not the practice of the relevant Recognised Market to quote a settlement price, or if a settlement price is not available for any reason, such instruments shall be valued at their probable realisation value estimated with care and in good faith by the Directors or a competent person appointed by the Directors and approved for the purpose by the Depositary. The value of forward foreign exchange contracts and interest rate swap contracts which are dealt in on a Recognised Market shall be calculated by reference to freely available market quotations.
- (vi) derivative instruments, forward exchange contracts and interest rate swap contracts not traded on a Recognised Market shall be valued, at least daily, either (i) by the counterparty, provided that the valuation is verified at least weekly either by the Investment Adviser or other independent party, such person to be independent of the counterparty and approved for that purpose by the Depositary, or (ii) by a competent person appointed by the Directors and approved by the Depositary for such purposes, or by other alternative means provided the value is approved by the Depositary, provided that such competent person or other alternative valuation shall follow international best practice and adhere to the principles on valuation of such instruments established by bodies such as IOSCO and AIMA and shall be reconciled to the counterparty valuation on a monthly basis. Any significant differences between such competent person or other alternative valuation and the counterparty valuation shall be promptly investigated and explained.
- (vii) money market instruments having a maturity of three months or less and having no specific sensitivity to market parameters (including credit risk) shall be valued by using the amortised cost method of valuation in accordance with the requirements of the Central Bank. The valuation of such securities and any deviation from their marked-to-market valuations will be reviewed in accordance with the requirements of the Central Bank.
- (viii) treasury bills and bills of exchange shall be valued with reference to bid prices ruling in the relevant markets for such instruments of like maturity, amount and credit risk at the relevant Valuation Point.
- (ix) notwithstanding the above provisions the Directors may: (a) adjust the valuation of any particular asset where such adjustment is considered necessary to reflect fair value in the context of currency, marketability, dealing costs and/or such other considerations which are deemed relevant; or (b) permit some other method of valuation for a specific/particular asset where such method is deemed necessary by the Directors or the Manager as its delegate and is approved by the Depositary.

Any value expressed otherwise than in the Base Currency (whether of an investment or cash) and any non-Base Currency borrowing shall be converted into the Base Currency at the rate (whether official or otherwise) which the Administrator deems appropriate in the circumstances.

## **SWING PRICING**

Notwithstanding the above provisions, on any Dealing Day on which there are net subscriptions into or net redemptions out of a Fund, the actual cost of acquiring or disposing of assets on behalf of the relevant Fund, due to dealing charges, taxes, and any spread between acquisition and disposal prices of assets, may be such as to affect the Net Asset Value of the Fund to the detriment of Shareholders in the Fund as a whole. The adverse effect that these costs could have on the Net Asset Value is known as "dilution".

In order to seek to mitigate the effect of dilution, the Directors or their delegate may determine, at their discretion, to "swing" the Net Asset Value to counter the possible negative effects of dilution. Where they so determine, the Administrator will calculate the Net Asset Value for the relevant Fund, as

described above, and then adjust (“swing”) the Net Asset Value by a pre-determined amount. The direction of the swing will depend on whether there are net subscriptions or redemptions in the relevant Fund on the relevant Dealing Day that exceed a pre-determined level (the “**Swing Threshold**”), while the magnitude of the swing will be based on pre-determined estimates of the average trading costs in the relevant asset class(es) in which the Fund is invested. For example, if the relevant Fund is experiencing net inflows, where the Swing Threshold has been reached, its Net Asset Value will be swung upwards, so that the incoming Shareholders are effectively bearing the costs of the dealing that their subscriptions generate by paying a higher Net Asset Value per Share than they would otherwise be charged. Conversely, where there are net redemptions in the Fund and the Swing Threshold has been reached, the Net Asset Value will be swung downwards, so that the outgoing investors are effectively bearing the costs of the dealing that their redemptions generate by receiving a lower Net Asset Value per Share than they would otherwise receive. These swings are intended to protect non-dealing Shareholders from the impact of trading costs triggered by dealing investors.

If the Swing Threshold has been reached on a Dealing Day, the determination as to whether to swing the Net Asset Value in respect of a Fund will be made following a consideration of the dealing activity (i.e. level of subscriptions and redemptions) in the relevant Fund on a Dealing Day, in accordance with criteria set by the Directors from time to time. These criteria will include whether the costs of investing or divesting the net inflows into or outflows from a Fund on a Dealing Day will create, in the Directors’ opinion, a material dilutive impact. Swing pricing will only be exercised for the purpose of reducing dilution in the interests of the Shareholders in a Fund as a whole and will be applied consistently in respect of a Fund and in respect of all assets of that Fund. In the event that the Net Asset Value is swung on any particular Dealing Day in accordance with the criteria outlined above, the Net Asset Value per Share of each class of Shares, prior to the application of swing pricing, will also be available to investors on request.

The Initial Offer Price of a Class of Shares may be adjusted to reflect any adjustment to the Net Asset Value of a Fund on the relevant Dealing Day, as set out above.

## **TEMPORARY SUSPENSION OF DEALINGS**

The Directors may at any time, with the approval of the Depositary, temporarily suspend the issue, valuation, sale, purchase, redemption, repurchase and exchange of Shares during:

- (i) any period when any Recognised Market on which a substantial portion of the investments for the time being comprised in the relevant Sub-Fund are quoted, listed or dealt in is closed otherwise than for ordinary holidays, or during which dealings in any such Recognised Market are restricted or suspended;
- (ii) any period where, as a result of political, military, economic or monetary events or other circumstances beyond the control, responsibility and power of the Company, the disposal or valuation of investments for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Directors, be effected or completed normally or without prejudicing the interest of Shareholders;
- (iii) any breakdown in the means of communication normally employed in determining the value of any investments for the time being comprised in the relevant Sub-Fund or during any period when for any other reason the value of investments for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Directors, be promptly or accurately ascertained;
- (iv) any period when the Company is unable to repatriate funds for the purposes of making redemption or purchase payments or during which the realisation of investments for the time being comprised in the relevant Sub-Fund, or the transfer or payment of funds involved in connection therewith cannot, in the opinion of the Directors, be effected at normal prices or normal rates of exchange; or
- (v) any period when, as a result of adverse market conditions, the payment of redemption proceeds may, in the opinion of the Directors, have an adverse impact on the relevant Sub-Fund or the remaining shareholders in such Sub-Fund.

Notice of any such suspension may be published on the Company's website, <http://international.eatonvance.com>, and/or such newspapers or media as the Directors may from time to time determine in respect of any Sub-Fund, if in the opinion of the Directors, it is likely to exceed fourteen days. Any such suspension shall be notified immediately (without delay) to the Central Bank, and as soon as practicable thereafter to any Shareholders affected by such suspension. Shareholders who have requested issue, purchase or redemption of Shares in any Sub-Fund will have their request dealt with on the first Dealing Day after the suspension has been lifted unless such requests have been withdrawn prior to the lifting of the suspension.

The Manager shall notify the Central Bank immediately upon the lifting of any such temporary suspension and in circumstances where the temporary suspension has not been lifted within 21 working days of application, the Manager shall provide the Central Bank with an update on the temporary suspension at the expiration of the 21 working day period and each subsequent period of 21 working days where the temporary suspension continues to apply.

---

## TAXATION

---

### IRELAND

**The following is a summary of certain Irish tax consequences of the purchase, ownership and disposal of Shares. The summary does not purport to be a comprehensive description of all of the Irish tax considerations that may be relevant. The summary relates only to the position of persons who are the absolute beneficial owners of Shares and may not apply to certain other classes of persons.**

**The summary is based on Irish tax laws and the practice of the Irish Revenue Commissioners in effect on the date of this Prospectus (and is subject to any prospective or retroactive change). Potential investors in Shares should consult their own advisors as to the Irish or other tax consequences of the purchase, ownership and disposal of Shares.**

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

The Company intends to conduct its affairs so that it is Irish tax resident. On the basis that the Company is Irish tax resident, the Company qualifies as an 'investment undertaking' for Irish tax purposes and, consequently, is exempt from Irish corporation tax on its income and gains.

The Company will be obliged to account for Irish tax to the Irish Revenue Commissioners if Shares are held by non-exempt Irish resident Shareholders (and in certain other circumstances), as described below. Explanations of the terms 'resident' and 'ordinarily resident' are set out at the end of this summary.

#### **Taxation of Non-Irish Shareholders**

Where a Shareholder is not resident (or ordinarily resident) in Ireland for Irish tax purposes, the Company will not deduct any Irish tax in respect of the Shareholder's Shares once the declaration has been received by the Company confirming the Shareholder's non-resident status. The declaration may be provided by an Intermediary who hold Shares on behalf of investors who are not resident (or ordinarily resident) in Ireland, provided that, to the best of the Intermediary's knowledge, the investors are not resident (or ordinarily resident) in Ireland. An explanation of the term '*Intermediary*' is set out at the end of this summary.

If the declaration is not received by the Company, the Company will deduct Irish tax in respect of the Shareholder's Shares as if the Shareholder was a non-exempt Irish resident Shareholder (see below). The Company will also deduct Irish tax if the Company has information which reasonably suggests that a Shareholder's declaration is incorrect. A Shareholder will generally have no entitlement to recover such Irish tax, unless the Shareholder is a company and holds the Shares through an Irish branch and in certain other limited circumstances. The Company must be informed if a Shareholder becomes Irish tax resident.

Generally, Shareholders who are not Irish tax resident will have no other Irish tax liability with respect to their Shares. However, if a Shareholder is a company which holds its Shares through an Irish branch or agency, the Shareholder may be liable to Irish corporation tax in respect of profits and gains arising in respect of the Shares (on a self-assessment basis).

#### **Taxation of Exempt Irish Shareholders**

Where a Shareholder is resident (or ordinarily resident) in Ireland for Irish tax purposes and falls within any of the categories listed in section 739D(6) Taxes Consolidation Act of Ireland ("TCA"), the Company will not deduct Irish tax in respect of the Shareholder's Shares once the declaration has been received by the Company confirming the Shareholder's exempt status.

The categories listed in section 739D(6) TCA can be summarised as follows:

1. Pension schemes (within the meaning of section 774, section 784 or section 785 TCA).
2. Companies carrying on life assurance business (within the meaning of section 706 TCA).

3. Investment undertakings (within the meaning of section 739B TCA).
4. Investment limited partnerships (within the meaning of section 739J TCA).
5. Special investment schemes (within the meaning of section 737 TCA).
6. Unauthorised unit trust schemes (to which section 731(5)(a) TCA applies).
7. Charities (within the meaning of section 739D(6)(f)(i) TCA).
8. Qualifying managing companies (within the meaning of section 734(1) TCA).
9. Specified companies (within the meaning of section 734(1) TCA).
10. Qualifying fund and savings managers (within the meaning of section 739D(6)(h) TCA).
11. Personal Retirement Savings Account (PRSA) administrators (within the meaning of section 739D(6)(i) TCA).
12. Irish credit unions (within the meaning of section 2 of the Credit Union Act 1997).
13. The National Asset Management Agency.
14. The National Treasury Management Agency or a Fund Investment Vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance is the sole beneficial owner, or Ireland acting through the National Treasury Management Agency.
15. Qualifying companies (within the meaning of section 110 TCA).
16. Any other person resident in Ireland who is permitted (whether by legislation or by the express concession of the Irish Revenue Commissioners) to hold Shares in the Company without requiring the Company to deduct or account for Irish tax.

Irish resident Shareholders who claim exempt status will be obliged to account for any Irish tax due in respect of Shares on a self-assessment basis.

If the declaration is not received by the Company in respect of a Shareholder, the Company will deduct Irish tax in respect of the Shareholder's Shares as if the Shareholder was a non-exempt Irish resident Shareholder (see below). A Shareholder will generally have no entitlement to recover such Irish tax, unless the Shareholder is a company within the charge to Irish corporation tax and in certain other limited circumstances.

### **Taxation of Other Irish Shareholders**

Where a Shareholder is resident (or ordinarily resident) in Ireland for Irish tax purposes and is not an 'exempt' Shareholder (see above), the Company will deduct Irish tax on distributions, redemptions and transfers and, additionally, on 'eighth anniversary' events, as described below.

#### **Distributions by the Company**

If the Company pays a distribution to a non-exempt Irish resident Shareholder, the Company will deduct Irish tax from the distribution. The amount of Irish tax deducted will be:

1. 25% of the distribution, where the distributions are paid to a Shareholder who is a company which has made the appropriate declaration for the 25% rate to apply; and
2. 41% of the distribution, in all other cases.

The Company will pay this deducted tax to the Irish Revenue Commissioners.

Generally, a Shareholder will have no further Irish tax liability in respect of the distribution. However, if the Shareholder is a company for which the distribution is a trading receipt, the gross distribution (including the Irish tax deducted) will form part of its taxable income for self-assessment purposes and the Shareholder may set off the deducted tax against its corporation tax liability.

### **Redemption of Shares**

If the Company redeems Shares held by a non-exempt Irish resident Shareholder, the Company will deduct Irish tax from the redemption payment made to the Shareholder. The amount of Irish tax deducted will be calculated by reference to the gain (if any) which has accrued to the Shareholder on the Shares being redeemed and will be equal to:

1. 25% of such gain, where the Shareholder is a company which has made the appropriate declaration for the 25% rate to apply; and
2. 41% of the gain, in all other cases.

The Company will pay this deducted tax to the Irish Revenue Commissioners.

Generally, a Shareholder will have no further Irish tax liability in respect of the redemption payment. However, if the Shareholder is a company for which the redemption payment is a trading receipt, the gross payment (including the Irish tax deducted) less the cost of acquiring the Shares will form part of its taxable income for self-assessment purposes and the Shareholder may set off the deducted tax against its corporation tax liability.

If Shares are not denominated in Euro, a Shareholder may be liable (on a self-assessment basis) to Irish capital gains taxation on any currency gain arising on the redemption of the Shares.

### **Transfers of Shares**

If a non-exempt Irish resident Shareholder transfers (by sale or otherwise) an entitlement to Shares, the Company will account for Irish tax in respect of that transfer. The amount of Irish tax deducted will be calculated by reference to the gain (if any) which has accrued to the Shareholder on the Shares being transferred and will be equal to:

1. 25% of such gain, where the Shareholder is a company which has made the appropriate declaration for the 25% rate to apply; and
2. 41% of the gain, in all other cases.

The Company will pay this deducted tax to the Irish Revenue Commissioners. To fund this Irish tax liability, the Company may appropriate or cancel other Shares held by the Shareholder. This may result in further Irish tax becoming due.

Generally, a Shareholder will have no further liability to Irish tax in respect of any payment received in respect of the transfer of Shares. However, if the Shareholder is a company for which the payment is a trading receipt, the payment (less the cost of acquiring the Shares) will form part of its taxable income for self-assessment purposes and the Shareholder may set off the deducted tax against its corporation tax liability.

Additionally, if Shares are not denominated in Euro, a Shareholder may be liable (on a self-assessment basis) to Irish capital gains tax on any currency gain arising on the transfer of the Shares.

### **'Eighth Anniversary' Events**

If a non-exempt Irish resident Shareholder does not dispose of Shares within eight years of acquiring them, the Shareholder will be deemed for Irish tax purposes to have disposed of the Shares on the eighth anniversary of their acquisition (and any subsequent eighth anniversary). On such deemed disposal, the Company will account for Irish tax in respect of the increase in value (if any) of those Shares over that eight year period. The amount of Irish tax accounted for will be equal to:

1. 25% of such increase in value, where the Shareholder is a company which has made the appropriate declaration for the 25% rate to apply; and
2. 41% of the increase in value, in all other cases.

The Company will pay this tax to the Irish Revenue Commissioners. To fund the Irish tax liability, the Company may appropriate or cancel Shares held by the Shareholder.

However, if less than 10% of the Shares (by value) in the relevant Sub-Fund are held by non-exempt Irish resident Shareholders, the Company may elect not to account for Irish tax on this deemed disposal. To claim this election, the Company must:

1. confirm to the Irish Revenue Commissioners, on an annual basis, that this 10% requirement is satisfied and provide the Irish Revenue Commissioners with details of any non-exempt Irish resident Shareholders (including the value of their Shares and their Irish tax reference numbers); and
2. notify any non-exempt Irish resident Shareholders that the Company is electing to claim this exemption.

If the exemption is claimed by the Company, any non-exempt Irish resident Shareholders must pay to the Irish Revenue Commissioners on a self-assessment basis the Irish tax which would otherwise have been payable by the Company on the eighth anniversary (and any subsequent eighth anniversary).

Any Irish tax paid in respect of the increase in value of Shares over the eight year period may be set off on a proportionate basis against any future Irish tax which would otherwise be payable in respect of those Shares and any excess may be recovered on an ultimate disposal of the Shares.

### **Share Exchanges**

Where a Shareholder exchanges Shares on arm's length terms for other Shares in the Company or for Shares in another Sub-Fund of the Company and no payment is received by the Shareholder, the Company will not deduct Irish tax in respect of the exchange.

### **Stamp Duty**

No Irish stamp duty (or other Irish transfer tax) will apply to the issue, transfer or redemption of Shares. If a Shareholder receives a distribution in specie of assets from the Company, a charge to Irish stamp duty could potentially arise.

### **Gift and Inheritance Tax**

Irish capital acquisitions tax (at a rate of 33%) can apply to gifts or inheritances of Irish situate assets or where either the person from whom the gift or inheritance is taken is Irish domiciled, resident or ordinarily resident or the person taking the gift or inheritance is Irish resident or ordinarily resident.

The Shares could be treated as Irish situate assets because they have been issued by an Irish company. However, any gift or inheritance of Shares will be exempt from Irish gift or inheritance tax once:

1. the Shares are comprised in the gift or inheritance both at the date of the gift or inheritance and at the 'valuation date' (as defined for Irish capital acquisitions tax purposes);
2. the person from whom the gift or inheritance is taken is neither domiciled nor ordinarily resident in Ireland at the date of the disposition; and
3. the person taking the gift or inheritance is neither domiciled nor ordinarily resident in Ireland at the date of the gift or inheritance.

### **FATCA**

Ireland has an intergovernmental agreement with the United States of America (the “**IGA**”) in relation to FATCA (the Foreign Accounts Tax Compliance Act in the enactment of the United States of America known as Hiring Incentives to Restore Employment Act 2010), of a type commonly known as a ‘model 1’ agreement. Ireland has also enacted regulations to introduce the provisions of the IGA into Irish law. The Company intends to carry on its business in such a way as to ensure that it is treated as complying with FATCA, pursuant to the terms of the IGA. Unless an exemption applies, the Company shall be required to register with the US Internal Revenue Service as a ‘reporting financial institution’ for FATCA purposes and report information to the Irish Revenue Commissioners relating to Shareholders who, for FATCA purposes, are specified US persons, non-participating financial institutions or passive non-financial foreign entities that are controlled by specified US persons. Exemptions from the obligation to register for FATCA purposes and from the obligation to report information for FATCA purposes are available only in limited circumstances. Any information reported by the Company to the Irish Revenue Commissioners will be communicated to the US Internal Revenue Service pursuant to the IGA. It is possible that the Irish Revenue Commissioners may also communicate this information to other tax authorities pursuant to the terms of any applicable double tax treaty, intergovernmental agreement or exchange of information regime.

The Company should generally not be subject to FATCA withholding tax in respect of its US source income for so long as it complies with its FATCA obligations. FATCA withholding tax would only be envisaged to arise on US source payments to the Company if the Company did not comply with its FATCA registration and reporting obligations and the US Internal Revenue Service specifically identified the Company as being a ‘non-participating financial institution’ for FATCA purposes.

### **OECD Common Reporting Standard**

The Council of the EU has adopted Directive 2014/107/EU, which amends Directive 2011/16/EU on administrative cooperation in the field of taxation. This 2014 Directive provides for the adoption of the regime known as the “Common Reporting Standard” proposed by the Organisation for Economic Co-operation and Development and generalises the automatic exchange of information within the European Union as of 1 January 2016. Under these measures, the Company is required to report information to the Irish Revenue Commissioners relating to Shareholders, including the identity, residence and tax identification number of Shareholders and details as to the amount of income and sale or redemption proceeds received by Shareholders in respect of the Shares. This information may then be shared by the Irish Revenue Commissioners with tax authorities in other EU member states and other jurisdictions which implement the OECD Common Reporting Standard.

### **Meaning of Terms**

#### *Meaning of ‘residence’ for companies*

A company which has its central management and control in Ireland is tax resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which was incorporated in Ireland on or after 1 January 2015 is tax resident in Ireland except where the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

A company which does not have its central management and control in Ireland but which was incorporated before 1 January 2015 in Ireland is resident in Ireland except where:

1. the company (or a related company) carries on a trade in Ireland and either the company is ultimately controlled by persons resident in EU member states or in countries with which Ireland has a double tax treaty, or the company (or a related company) are quoted companies on a recognised stock exchange in the EU or in a tax treaty country; or
2. the company is regarded as not resident in Ireland under a double tax treaty between Ireland and another country.

Finally, a company that was incorporated in Ireland before 1 January 2015 will also be regarded as resident in Ireland if the company is (i) managed and controlled in a territory with which a double taxation agreement with Ireland is in force (a ‘relevant territory’), and such management and control would have been sufficient, if exercised in Ireland, to make the company Irish tax resident; and (ii) the company

would have been tax resident in that relevant territory under its laws had it been incorporated there; and (iii) the company would not otherwise be regarded by virtue of the law of any territory as resident in that territory for the purposes of tax.

#### *Meaning of 'residence' for individuals*

An individual will be regarded as being tax resident in Ireland for a calendar year if the individual:

1. spends 183 days or more in Ireland in that calendar year; or
2. has a combined presence of 280 days in Ireland, taking into account the number of days spent in Ireland in that calendar year together with the number of days spent in Ireland in the preceding year. Presence in Ireland by an individual of not more than 30 days in a calendar year will not be reckoned for the purposes of applying this 'two year' test.

An individual is treated as present in Ireland for a day if that individual is personally present in Ireland at any time during that day.

#### *Meaning of 'ordinary residence' for individuals*

The term 'ordinary residence' (as distinct from 'residence') relates to a person's normal pattern of life and denotes residence in a place with some degree of continuity. An individual who has been resident in Ireland for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year. An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive tax year in which the individual is not resident. For example, an individual who is resident and ordinarily resident in Ireland in 2019 and departs Ireland in that year will remain ordinarily resident in Ireland up to the end of the tax year in 2022.

#### *Meaning of 'Intermediary'*

An 'Intermediary' means a person who:

1. carries on a business which consists of, or includes, the receipt of payments from a regulated investment undertaking resident in Ireland on behalf of other persons; or
2. holds units in such an investment undertaking on behalf of other persons.

### **Foreign taxes**

The Company may be liable to taxes (including withholding taxes) in countries other than Ireland on income earned and capital gains arising on its investments. The Company may not be able to benefit from a reduction in the rate of such foreign tax by virtue of the double taxation treaties between Ireland and other countries. The Company may not, therefore, be able to reclaim any foreign withholding tax suffered by it in particular countries. If this position changes and the Company obtains a repayment of foreign tax, the Net Asset Value of the Company will not be restated and the benefit will be allocated to the then-existing Shareholders rateably at the time of repayment.

### **I) UNITED KINGDOM**

The following paragraphs, which are intended as a general guide only and do not constitute tax advice, are based on current United Kingdom tax legislation and what is understood to be the current practice of the United Kingdom HM Revenue & Customs as at the date of this Prospectus. They summarise certain limited aspects of the United Kingdom tax treatment of the Company and Shareholders and relate only to the position of Shareholders who are the absolute beneficial owners of their Shares, who hold their Shares as an investment (as opposed to securities to be realised in the course of a trade) and (except insofar as express reference is made to the treatment of non-United Kingdom residents or non-United Kingdom domiciliaries) who are resident and, if an individual, domiciled in, and only in, the United Kingdom for taxation purposes. They do not apply to certain classes of Shareholders, such as dealers in securities, insurance companies, collective investment schemes and Shareholders who have, or are deemed to have, acquired their Shares by reason of, or in connection with, an office or employment. If

you are in any doubt as to your taxation position or if you are subject to tax in any jurisdiction other than the United Kingdom, you should consult an appropriate professional adviser immediately.

## **The Company**

The Directors intend that the affairs of the Company should be managed and conducted so that it does not become resident in the United Kingdom for United Kingdom taxation purposes. Accordingly, and provided that the Company is not trading in the United Kingdom through a fixed place of business or agent situated therein that constitutes a “permanent establishment” for United Kingdom taxation purposes and that all its trading transactions (if any) in the United Kingdom are carried out through a broker or investment manager acting as an agent of independent status in the ordinary course of its business, the Company will not be subject to United Kingdom corporation tax or income tax on its profits. The Directors and the Manager each intend that the respective affairs of the Company, the Manager and any Investment Adviser are conducted so that these requirements are met, insofar as this is within their respective control. However, it cannot be guaranteed that the necessary conditions will at all times be satisfied.

Certain interest and other amounts received by the Company which have a United Kingdom source may be subject to withholding or other taxes in the United Kingdom.

## **Shareholders**

Subject to their personal circumstances, Shareholders resident in the United Kingdom for taxation purposes will be liable to United Kingdom income tax or corporation tax in respect of dividends or other distributions of an income nature made by the Company, whether or not such dividends or distributions are reinvested, together with their share of income retained by a reporting fund (as to which see below). The nature of the charge to tax and any entitlement to a tax credit in respect of such dividends or distributions will depend on a number of factors which may include the composition of the relevant assets of the Company and the extent of a Shareholder’s interest in the Company.

The Offshore Funds (Tax) Regulations 2009 (the “Offshore Funds Regulations”) set out the regime for the taxation of investments in offshore funds (as defined in the United Kingdom Taxation (International and Other Provisions) Act 2010 (“TIOPA 2010”)) which operates by reference to whether a fund opts into a reporting regime (“reporting funds”) or not (“non-reporting funds”). If an investor who is resident in the United Kingdom for taxation purposes holds an interest in an offshore fund that does not have reporting fund status (or, where applicable, distributing fund status) throughout the period during which the investor holds that interest, any gain accruing to the investor upon the sale, redemption or other disposal of that interest (including a deemed disposal on death) will be taxed at the time of such sale, redemption or other disposal as income (“offshore income gains”) and not as a capital gain. Investors in reporting funds are subject to tax on the share of the reporting fund’s income attributable to their holding in the fund, whether or not distributed, and any gains on disposal of their holding would be taxed as capital gains. Investors in non-reporting funds would not be subject to tax on income retained by the non-reporting fund.

The Shares will constitute interests in an offshore fund. The Relevant Supplements identify those Classes of Shares in a Sub-Fund for which reporting fund status has been sought and obtained or for which it is currently intended to seek reporting fund status but the Directors reserve the right to seek reporting fund status in respect of any other Class. The effect of obtaining and maintaining such status (or, where applicable, distributing fund status) throughout a Shareholder’s relevant period of ownership would be that any gains on disposal of such Shares would be taxed as capital gains. However, there can be no guarantee that reporting fund status will be obtained and maintained for each such Class of Shares. Were such application to be unsuccessful or such status subsequently to be withdrawn, any gains arising to Shareholders resident in the United Kingdom on a sale, redemption or other disposal of such Shares (including a deemed disposal on death) would be taxed as offshore income gains rather than capital gains.

The exchange of Shares in one Sub-Fund for Shares in another Sub-Fund (see under the heading “Exchange or Transfer of Shares”) will amount to a disposal of the original Shares for tax purposes and accordingly a chargeable gain (or offshore income gain where recognition of the original Shares as a reporting fund (or, where applicable, distributing fund) has not been obtained and maintained) or an allowable capital loss may be realised. The exchange of Shares of one Class for Shares of another Class in the same Sub-Fund will amount to a disposal if the original Shares are not at the relevant time

of a Class which is a reporting fund and the new Shares are of a Class so recognised and may otherwise amount to a disposal depending on the circumstances.

Persons within the charge to United Kingdom corporation tax should note that the regime for the taxation of most corporate debt contained in the United Kingdom Corporation Tax Act 2009 (the “loan relationships regime”) provides that, if at any time in an accounting period of such a person, that person holds an interest in an offshore fund within the meaning of the relevant provisions of the Offshore Funds Regulations and TIOPA 2010, and there is a time in that period when that fund fails to satisfy the “qualifying investments” test, the interest held by such a person will be treated for that accounting period as if it were rights under a creditor relationship for the purposes of the loan relationships regime. An offshore fund fails to satisfy the qualifying investments test at any time when more than 60 per cent. of its assets by market value (excluding cash awaiting investment) comprise “qualifying investments”. Qualifying investments include government and corporate debt securities, cash on deposit, certain derivative contracts and holdings in other collective investment schemes which at any time in the accounting period of the person holding the interest in the offshore fund do not themselves satisfy the qualifying investments test. The Shares will constitute such interests in an offshore fund and on the basis of the investment policies of certain Sub-Funds, such a Sub-Fund could fail to satisfy the qualifying investments test. In that eventuality, the Shares in that Sub-Fund will be treated for corporation tax purposes as within the loan relationships regime with the result that all returns on the Shares in that Sub-Fund in respect of such a person’s accounting period (including gains, profits and losses) will be taxed or relieved as an income receipt or expense on a “fair value accounting” basis. Accordingly, such a person who acquires Shares in the Company may, depending on its own circumstances, incur a charge to corporation tax on an unrealised increase in the value of its holding of Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the value of its holding of Shares). The United Kingdom Government on 6 June 2013 announced a consultation on the future of the loan relationships regime, which includes proposals potentially to reform this aspect of the regime.

### **Anti-avoidance**

Individuals resident in the United Kingdom for taxation purposes should note that Chapter 2 of Part 13 of the United Kingdom Income Tax Act 2007 contains anti-avoidance provisions dealing with the transfer of assets to overseas persons that may in certain circumstances render such individuals liable to taxation in respect of undistributed income profits of the Company.

Persons resident in the United Kingdom for taxation purposes should note the provisions of section 13 of the United Kingdom Taxation of Chargeable Gains Act 1992 (“section 13”). Section 13 could be material to any such person who has an interest in the Company as a “participator” for United Kingdom taxation purposes (which term includes a shareholder) at a time when any gain accrues to the Company (such as on a disposal of any of its investments) which constitutes a chargeable gain or an offshore income gain if, at the same time, the Company is itself controlled in such a manner and by a sufficiently small number of persons as to render the Company a body corporate that would, were it to have been resident in the United Kingdom for taxation purposes, be a “close” company for those purposes. The provisions of section 13 would result in any such person who is a Shareholder being treated for the purposes of United Kingdom taxation as if a part of any chargeable gain or offshore income gain accruing to the Company had accrued to that person directly, that part being equal to the proportion of the gain that corresponds to that person’s proportionate interest in the Company. No liability under section 13 could be incurred by such a person, however, in respect of a chargeable gain or an offshore income gain accruing to the Company if the aggregate proportion of that gain that could be attributed under section 13 both to that person and to any persons connected with him for United Kingdom taxation purposes does not exceed one quarter of the gain. In addition, section 13 does not apply where the asset giving rise to the gain was neither disposed of nor acquired or held as part of a scheme or arrangements having a tax avoidance main purpose. In the case of Shareholders who are individuals domiciled outside the United Kingdom, section 13 applies subject to the remittance basis in particular circumstances.

Companies resident in the United Kingdom for taxation purposes should note the “controlled foreign companies” legislation contained in Part 9A of TIOPA 2010 (the “CFC rules”). The CFC rules could in particular be material to any company that has (either alone or together with persons connected or associated with it for United Kingdom taxation purposes) an interest in 25 per cent or more of the “chargeable profits” of the Company if the Company is controlled (as “control” is defined in section 371RA of TIOPA 2010) by persons (whether companies, individuals or others) who are resident in the United Kingdom for taxation purposes or is controlled by two persons taken together, one of whom is

resident in the United Kingdom for tax purposes and has at least 40 per cent of the interests, rights and powers by which those persons control the Company, and the other of whom has at least 40 per cent and not more than 55 per cent of such interests, rights and powers. The effect of the CFC rules could be to render such companies liable to United Kingdom corporation tax by reference to their proportionate interest in the chargeable profits of the Company. The chargeable profits of the Company do not include any capital gains.

### **Transfer taxes**

Transfers of Shares will not be liable to United Kingdom stamp duty unless the instrument of transfer is executed within the United Kingdom when the transfer will be liable to United Kingdom *ad valorem* stamp duty at the rate of 0.5 per cent of the consideration paid rounded up to the nearest £5. No United Kingdom stamp duty reserve tax is payable on transfers of Shares, or agreements to transfer Shares.

- ii) The preceding paragraphs, which are intended as a general guide only and do not constitute tax advice, are based on current United Kingdom tax legislation and what is understood to be the current practice of the United Kingdom HM Revenue & Customs as at the date of this Prospectus. If a Shareholder is in any doubt as to their taxation position or if a Shareholder is subject to tax in any jurisdiction in addition to or other than the United Kingdom, they should consult an appropriate professional adviser immediately. It should be noted that the levels and bases of, and reliefs from, taxation can change.

---

## **THE COMPANY**

---

### **THE DIRECTORS AND SECRETARY**

The Directors are responsible for managing the business affairs of the Company. The Directors have delegated certain of their powers, duties, discretions and/or functions to the Manager, which will in turn delegate the management of the assets and investments of each Sub-Fund to such Investment Adviser or Investment Advisers as shall be specified in the Relevant Supplement. The Manager has delegated the day-to-day administration of the Company's affairs, including the calculation of the Net Asset Value and the Net Asset Value per Share, shareholder registration and transfer agency duties to the Administrator. The Manager has also delegated the marketing, distribution and sale of Shares to the Distributor. In addition, the Manager will also undertake such marketing, distribution and sale itself.

The Directors are listed below with their principal occupations. None of the Directors has entered into an employment or service contract with the Company nor is any such contract proposed. Consequently, the Directors are all non-executive Directors. The Company has granted indemnities to the Directors in respect of any loss or damages which they may suffer save where this results from the Directors' negligence, default, breach of duty or breach of trust in relation to the Company. The Articles do not stipulate a retirement age for Directors and do not provide for retirement of Directors by rotation. The address of the Directors is the registered office of the Company.

**Peadar De Barra** is an executive director and Chief Operating Officer of KBA Consulting Management Limited with responsibility for risk, operations and compliance. Prior to his appointment to KBA Consulting Management Limited he was a senior consultant within KBA's consulting business where he was responsible for advising investment funds on a range of risk and compliance matters. In this role he was responsible for developing risk management programmes for funds operating across a range of investment strategies and was also responsible for advising asset managers on all matters relevant to the establishment of offshore investment funds including the structuring of funds, appointment of service providers, development of operating models and establishment of appropriate corporate governance processes. Mr De Barra joined KB Associates in 2008. Prior to this Mr. De Barra was Vice-President at Citi Fund Services (Ireland) Ltd (formerly BISYS), where he was responsible for the Financial Administration team (2003 to 2007). Prior to this Mr. De Barra was an accountant and auditor with PricewaterhouseCoopers Dublin (1998 to 2002) and was an assistant manager at AIB/BNY Fund Management (Ireland) Ltd (2002 to 2003) with responsibilities for statutory reporting. Mr De Barra also fulfils the designated person role for a number of UCITS funds. In addition Mr De Barra also acts as a director to a number of investment funds, investment managers and management companies. Mr. De Barra holds a Bachelor of Commerce Degree from University College Galway and is a fellow of the Institute of Chartered Accountants in Ireland.

**Jennifer Klempa** is vice president and senior legal counsel at Eaton Vance Management, a position which she has held since 2014, with responsibility for all non U.S. legal matters in respect of Eaton Vance and its legacy affiliates. Ms Klempa joined Eaton Vance Management in 2010 as legal counsel. Ms Klempa holds several directorships and officer roles in Eaton Vance non-U.S. entities and contributes to senior management committees within Eaton Vance. Prior to joining Eaton Vance, Ms Klempa was legal counsel at AVP Law. Ms Klempa holds an honours degrees from New England School of Law, Boston and Pennsylvania State University (Bachelor of Science).

**Tara Doyle** is the Chairperson and Head of the Asset Management and Investment Funds Department at Matheson, the legal counsel to the Company as to matters of Irish law. Ms Doyle joined Matheson in 1994 and was admitted to partnership in Matheson in 2002. She is a member of the Law Society of Ireland and has extensive experience in advising a wide range of domestic and international clients on the structuring, establishment, marketing and sale of investment vehicles and products in Ireland and other jurisdictions. Ms Doyle holds an LL.B from Trinity College Dublin and an LL.M (International Business Law) from the London School of Economics and Political Science.

The Company Secretary is Matsack Trust Limited which is a company secretarial service owned by the partners of Matheson, Irish legal counsel to the Company.

## **THE MANAGER**

Pursuant to a Management Company Services Agreement effective as from 30 September 2021 (the "Management Company Services Agreement") MSIM Fund Management (Ireland) Limited, of The Observatory, 7-11 Sir John Rogerson's Quay, Dublin 2, Ireland, has been appointed as manager of the Company with responsibility for providing collective portfolio management services to the Company and each of the Sub-Funds, subject to the overall supervision and control of the Company. The Manager is engaged in the business of providing collective portfolio management services to collective investment schemes.

MSIM Fund Management (Ireland) Limited is an indirect wholly owned subsidiary of Morgan Stanley. MSIM Fund Management (Ireland) Limited was incorporated as a company limited by shares under the laws of Ireland on 5 December 2017.

The Management Company Services Agreement provides that in the absence of negligence, wilful default or fraud, the Manager shall not be liable for any loss or damage arising out of the performance of its duties. The Management Company Services Agreement provides further that the Company shall indemnify the Manager (and each of its directors, officers or employees) for all costs, liabilities and expenses incurred in connection with the Management Company Services Agreement except to the extent such costs, liabilities and expenses directly result from the negligence, fraud or wilful default of the Management Company or its employees, officers or directors.

The Management Company Services Agreement has been entered into for an unlimited period of time and may be terminated at any time by either party upon three (3) months' prior written notice or unilaterally with immediate effect by either party if, inter alia, the other party commits a material breach that it fails to remedy within thirty (30) days or if required by laws, regulations or any competent regulator or if the other party becomes insolvent or in similar circumstances.

The Directors of the Manager are set out below.

### **Liam Miley**

Mr Liam Miley is a non-executive director of a number of investment management and fund companies. He has over 39 years' experience in the financial services sector.

Between January 2012 and May 2015 Mr. Miley served with BlackRock Inc. both in an executive role as a managing director within the Financial Markets Advisory Group EMEA region, and as a non-executive director of BlackRock Asset Management Ireland Limited. Prior to joining BlackRock, Mr. Miley served with LBBW Asset Management (Ireland) plc ("**LBBWI**") for 12 years, initially as head of credit, and from 2002 as managing director. LBBWI was a licenced bank until 2008 when it was converted to a MiFID authorised firm, involved in the provision of investment management, risk analytics, valuations and administration services to funds and conduit structures. Prior to joining LBBWI, he held a variety of

positions with Industrial Credit Corporation, Barclays Bank-BZW and Smurfit Paribas Bank over a period of 18 years.

Mr. Miley is a Fellow of the Association of Chartered Certified Accountants, a graduate of the Advanced Management Program in Harvard Business School and is a Chartered Director.

### **Ruairi O'Healai**

Mr Ruairi O'Healai is a managing director of Morgan Stanley Investment Management ("**MSIM**") and serves as the division's EMEA chief operations officer. Prior to this Mr O'Healai had been the international chief risk officer for MSIM International.

Mr O'Healai serves as a board director on Morgan Stanley Investment Management Limited, Morgan Stanley Investment Management (Ireland) Limited and MSIM Fund Management (Ireland) Limited boards.

He has over 20 year's industry experience. Prior to joining MSIM, he was the Global Head of Risk Management for Pioneer Investments, where he worked for 12 years.

### **Elaine Keenan**

Ms Elaine Keenan is an executive director and chief executive officer of MSIM Fund Management (Ireland) Ltd, a UCITS Management Company and Alternative Investment Fund Manager. Prior to joining Morgan Stanley in 2018 Ms Keenan was Head of Operations, Europe for Amundi Ireland, appointed following the acquisition of Pioneer Investments. She was at Pioneer Investments for 20 years where she held a number of roles including Head of Investment Operations responsible for a large Middle office operations team centralised in Dublin, supporting investments teams in Dublin, London, Milan, Munich and Singapore. Ms Keenan is a Fellow of Chartered Accountants in Ireland.

### **Eimear Cowhey**

Ms Eimear Cowhey is an experienced investment management and governance professional with over 30 years' experience in financial services holding senior executive and board positions with Pioneer Amundi and Invesco Perpetual. Her executive roles were focused on mutual fund product development and management, international distribution, registration and stock exchange listings of mutual funds and regulatory compliance. Since 2006 Ms Cowhey has served as a non-executive independent chairman, director and committee member of investment fund, investment management and MiFID boards in Dublin, Luxembourg and the U.K. of promoters such as Legal & General, BlackRock, UBS, Morgan Stanley, GMO, HSBC, Artisan, Macquarie, CBRE, Generation, John Hancock/Manulife, PineBridge, Nuveen, Guggenheim and BMO. Ms Cowhey was a member of an expert group established by the Central Bank in December 2013 and which issued a report in July 2014 on corporate governance for directors of regulated management companies.

Ms Cowhey is a qualified Irish lawyer with a Diploma in Accounting and Finance (ACCA), Diploma in Company Direction (IoD), Certificate in Financial Services Law (UCD) and is in the course of achieving Chartered Director status from the IoD (London).

### **Diane Hosie**

Ms Diane Hosie is a managing director of Morgan Stanley and International Head of Investment Management Client Services based in London. Ms Hosie is an executive director of Morgan Stanley Investment Management Limited, an executive director on the Morgan Stanley Liquidity Funds, Morgan Stanley Investment Funds and Morgan Stanley Asset Management boards.

Ms Hosie joined Morgan Stanley in 1997 as a senior associate within Investment Management Operations and was named managing director in 2014.

### **Michael Hodson**

Mr Michael Hodson is an Independent Non-Executive Director. Previously he worked with the Central Bank of Ireland from 2011 to 2020 where he held a number of senior roles culminating in Director of

Asset Management and Investment Banking. In this role Mr. Hodson was responsible for the authorisation and supervision of a wide range of entity types, including large investment banks, Mifid investment firms, fund service providers and market infrastructure firms. Mr. Hodson is a qualified accountant having trained with Lifetime, the life assurance arm of Bank of Ireland and has a Diploma in Corporate Governance from Michael Smurfit Business School. Following Lifetime Mr. Hodson moved into various roles in the Irish stockbroking sector. Mr. Hodson had roles in NCB Stockbrokers, Fexco Stockbroking and was a founding shareholder of Merrion Capital Group where he held the role of Finance Director from 1999 to 2009 and was CEO in 2010.

The secretary of the Manager is Walkers Corporate Services (Ireland) Limited.

## **REMUNERATION POLICIES AND PRACTICES**

The Manager has a remuneration policy in place which seeks to ensure that the interests of the Company and the Shareholders are aligned. Such remuneration policy imposes remuneration rules on staff and senior management within the Manager whose activities have an impact on the risk profile of the Company. The Manager shall seek to ensure that such remuneration policies and practices will be consistent with sound and effective risk management and with UCITS Regulation. The Manager shall also seek to ensure that such remuneration policies and practices shall not encourage risk taking which is inconsistent with the risk profile and constitutional documents of the Company.

The Manager shall seek to ensure that the remuneration policy will, at all times, be consistent with the business strategy, objectives, values and interests of the Company and the Shareholders and that the remuneration policy will include measures that seek to ensure that all relevant conflicts of interest can be managed appropriately at all times.

In particular, the remuneration policy also complies with the following principles in a way and to the extent that is appropriate to the size, internal organisation and the nature, scope and complexity of the activities of the Manager:

- (i) the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the Shareholders of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period; and
- (ii) fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

Details regarding the remuneration to the Manager and the Manager's up-to-date remuneration policy, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee where such a committee exists, may be obtained free of charge during normal office hours at the registered office of the Company and is available on the following website <http://www.eatonvance.com/ucitslegaldocuments>.

## **THE DEPOSITARY**

Citi Depositary Services Ireland Designated Activity Company has agreed to act as Depositary pursuant to the Depositary Agreement and the assets of the Company have been entrusted to the Depositary for safekeeping. The Depositary is a limited liability company incorporated in Ireland on 18 September 1992. The Depositary is authorised and regulated by the Central Bank. One of the principal businesses of the Depositary is the provision of custodial and trustee services for collective investment schemes and other portfolios.

The key duties of the Depositary are to perform the depositary duties referred to in Regulation 34 of the UCITS Regulations, essentially consisting of:

- (i) monitoring and verifying the Company's cash flows;

- (ii) safekeeping of the Company's assets, including, inter alia, verification of ownership;
- (iii) ensuring that the issue, redemption, cancellation and valuation of Shares are carried out in accordance with the Memorandum and Articles of Association and the UCITS Regulations;
- (iv) ensuring that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits;
- (v) ensuring that the Company's income is applied in accordance with the Memorandum and Articles of Association and the UCITS Regulations; and
- (vi) carrying out instructions of the Manager and the Company unless they conflict with the Memorandum and Articles of Association or the UCITS Regulations.

Under the terms of the Depositary Agreement the Depositary has the power to delegate certain of its depositary functions. In general, whenever the Depositary delegates any of its depositary functions to a delegate, the Depositary will remain liable for any losses suffered as a result of an act or omission of the delegate as if such loss had arisen as a result of an act or omission of the Depositary. The use of securities settlement systems does not constitute a delegation by the Depositary of its functions.

As at the date of this Prospectus, the Depositary has entered into written agreements delegating the performance of its safekeeping function in respect of certain of the Company's assets to Citibank N.A. who in turn has appointed the sub-delegates set out in Appendix III and which is accurate as at the date of this Prospectus.

The liability of the Depositary will not be affected by the fact that it has delegated to a third party certain of its safekeeping functions in respect of the Company's assets. In order to discharge its responsibility in regard to the appointment of safekeeping delegates, the Depositary must exercise due skill, care and diligence in the selection, continued appointment and ongoing monitoring of a third party as a safekeeping agent so as to ensure that the third party has and maintains the expertise, competence and standing appropriate to discharge the responsibilities concerned; maintain an appropriate level of supervision over the safekeeping agent; and make appropriate inquiries from time to time to confirm that the obligations of the agent continue to be competently discharged.

From time to time conflicts may arise between the Depositary and the delegates or sub-delegates, for example where an appointed delegate or sub-delegate is an affiliated group company which receives remuneration for another custodial service it provides to the Company. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to the applicable laws.

Up-to-date information on delegations and sub-delegations and related conflicts of interest may be requested from the Depositary by Shareholders.

In certain jurisdictions, where the local law requires that financial instruments are held by a local entity and no local entity satisfies the delegation requirements to which the Depositary is subject, the Depositary may delegate its functions to a local entity for as long as there are no local entities which satisfy the requirements. The Depositary will only do so where the Company has instructed it to do so and Shareholders are notified of such delegation prior to their investment, the reasons for it and the risks involved in the delegation.

Under the Depositary Agreement the Depositary has agreed that it, and any person to whom it delegates custody functions, may not reuse any of the Company's assets held in custody.

Reuse will be permitted in respect of the Company or a Sub-Fund's assets where:

- the reuse is carried out for the account of the relevant Sub-Fund;
- the Depositary acts on the instructions of the Manager on behalf of the relevant Sub-Fund;
- the reuse of assets is for the benefit of the Sub-Fund and the Shareholders; and

- the transaction is covered by high quality and liquid collateral received by the Sub-Fund under a title transfer arrangement, the market value of which shall, at all times, amount to at least the market value of the re-used assets plus a premium.

The Depositary is liable to the Company or to the Shareholders for the loss by the Depositary or a third party to whom the custody of financial instruments that can be held in custody has been delegated. In the case of such a loss of a financial instrument held in custody, the Depositary shall return a financial instrument of identical type or the corresponding amount to the Company or the Manager acting on behalf of the Company without undue delay. The Depositary is not liable if it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

The Depositary is also liable to the Company and Shareholders for all other losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations. The Depositary Agreement contains indemnities in favour of the Depositary excluding matters arising by reason of its failure to satisfy its obligation of due skill, care and diligence, or the failure of any agent to satisfy the same standard of care, or any loss for which the Depositary is liable under the UCITS Regulations.

The Depositary Agreement provides that it will continue in force unless and until terminated by any party giving not less than 90 days' prior written notice to the other(s), although termination may be immediate in certain circumstances, such as the insolvency of the Depositary. Upon an (envisaged) removal or resignation of the Depositary, the Company shall with due observance of the applicable requirements of the Central Bank and in accordance with applicable law, rules and regulations, appoint a successor depositary. The Depositary may not be replaced without the approval of the Central Bank.

The Depositary Agreement is governed by the laws of Ireland and the courts of Ireland shall have exclusive jurisdiction to hear any disputes or claims arising out of or in connection with the Depositary Agreement.

## **THE ADMINISTRATOR**

The Manager has appointed Citibank Europe plc to act as administrator of the Company pursuant to an administration agreement between the Company, the Manager and the Administrator dated 30 September 2021 (the "**Administration Agreement**"), with responsibility for performing the day to day administration of the Company and each Sub-Fund, including the calculation of the Net Asset Value per Share of each Sub-Fund, serving as the Company's agent for the issue and repurchase of Shares and acting as registrar of the Company.

Citibank Europe plc is a licensed bank, authorised and regulated by the Central Bank. Citibank Europe plc was incorporated in Ireland on 9 June 1988, as a public limited company, under registered number 132781 and is a member of the Citigroup group of companies, having its ultimate parent Citigroup Inc., a US publicly quoted company. The Administrator will serve as administrator, registrar and transfer agent to the Company pursuant to the Administration Agreement. The responsibilities of the Administrator with respect to the Company include share registration and transfer agency services, calculation of the Net Asset Value per Share and assistance in the preparation of annual and interim reports.

The Administration Agreement shall continue in force until terminated by a party thereto by provision of one hundred and eighty (180) days' prior written notice. Any party may terminate the Administration Agreement with cause on at least thirty (30) days' written notice to the other parties if any other party has materially breached any of its obligations under the Administration Agreement, provided, however, that (i) no such termination will be effective if, with respect to any breach that is capable of being cured prior to the date set forth in the termination notice, the breaching party has reasonably cured such breach; and (ii) subject to applicable law, no such thirty (30) day notice period shall be required in the event the other party is insolvent or has submitted a voluntary petition for administration or similar event. The Administration Agreement may further be terminated by any party immediately in the event of: (a) the winding up or appointment of an examiner or receiver or liquidator to any other party or on the happening of a like event at the direction of an appropriate regulatory agency or court of competent jurisdiction or otherwise; (b) any other party being no longer permitted to perform its obligations under the Administration Agreement pursuant to applicable law or regulation; or (c) any authorisation by the Central Bank of any other party being revoked. The Administration Agreement may also be terminated by the Administrator with immediate effect based on the Administrator's reasonable opinion that the

Company or the Manager has violated its obligation under the Administration Agreement in respect of compliance in all material respects with applicable law.

The Administrator shall not be liable for any damages or losses suffered by the Manager and the Company except losses or damages resulting from fraud, wilful default, bad faith or negligence of the Administrator (or its agents or subcontractors).

Under the Administration Agreement, the Company shall indemnify the Administrator (including its affiliates and its and their respective officers, directors, employees and representatives) for, and will defend and hold the Administrator harmless from, all losses, costs, damages and expenses (including reasonable legal fees) incurred by the Administrator or such person in any action or proceeding between the Administrator and the Company/the Manager or between the Administrator and any third party arising from or in connection with the performance of the Administration Agreement, imposed on, incurred by, or asserted against the Administrator in connection with or arising out of: (i) the Administration Agreement, except any loss resulting from the wilful default, bad faith, fraud or negligence of the Administrator or any of its agents; or (ii) any act or omission of the Company, the Manager, their agents or data suppliers whose data, including records, reports and other information, including but not limited to information with respect to valuation and verification of assets, the Administrator must rely upon in performing its duties thereunder, or as a result of acting upon any instructions of the Company or the Manager.

## **THE DISTRIBUTOR**

The Manager has appointed Eaton Vance Management (International) Limited to assist the Manager in the promotion and sale of Shares pursuant to a distribution agreement between the Company, the Manager and the Distributor dated 30 September 2021 (the “**Distribution Agreement**”). The Distributor was authorised by the FCA in the U.K. on 21 March 2002 to carry out the regulated activity of managing investments pursuant to the FSMA.

The Distribution Agreement provides that the Distributor is prohibited from selling or offering for sale Shares to U.S. Persons. The Distributor has agreed to indemnify the Company and the Manager for any loss, claim, damage, liability or expense suffered or incurred by the Manager, the Company and the Shareholders arising out of any breach by the Distributor of the Distribution Agreement or the negligence, wilful default or fraud by the Distributor in the performance or non-performance of its obligations and duties.

Under the Distribution Agreement, the Distributor is not liable for, and is indemnified out of the assets of the Company for any loss or damage suffered or incurred by the Manager, the Company or any of its Shareholders arising out of the performance of its duties under the Distribution Agreement unless such costs, liabilities and expenses directly result from the Distributor’s negligence, wilful default or fraud.

The Distribution Agreement will continue in force until terminated by any party thereto on three (3) months’ prior notice in writing to the other parties, unless terminated earlier by any party immediately by notice in writing to the other parties if: (i) any other party shall at any time commit any material breach of the Distribution Agreement or commit persistent breaches of the Distribution Agreement which is or are either incapable of remedy or have not been remedied within thirty days of the terminating party serving notice upon the defaulting party requiring it to remedy same; (ii) any other party becomes insolvent or unable to pay its debts as they fall due, enters into any voluntary arrangement with its creditors or becomes subject to a judicial administration order; (iii) any other party goes into liquidation (except for the purposes of amalgamation or reconstruction and in such a manner that the entity resulting therefrom effectively agrees to be bound by or assume the obligations imposed on such party under the Distribution Agreement); or (iv) an examiner, administrative receiver or administrator is appointed over any other party’s assets. The Manager will also be entitled to immediately terminate the Distribution Agreement where the Distributor ceases to be authorised to perform the services under the Distribution Agreement as required by applicable laws or if so required by any competent regulatory authority or if it is in the interests of the Shareholders.

## **THE INVESTMENT ADVISER**

Full details of the Investment Advisers for each of the Sub-Funds are disclosed in the Relevant Supplement.

## **REPRESENTATIVE, PAYING AGENT AND SUB-DISTRIBUTOR**

Representatives and paying agents in addition to those specifically referred to in the Prospectus may be appointed by the Manager and details of such representatives and paying agents shall be available from the Manager on request.

The Distributor may appoint sub-distributors in respect of the Sub-Funds.

---

## GENERAL

---

### THE COMPANY

The Company is an investment company with variable capital and with segregated liability between Sub-Funds incorporated in Ireland on 9 August 1999 under registration number 310760 and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations. The object of the Company, as set out in Clause 2 of its Memorandum and Articles of Association, is the collective investment of capital raised from the public in transferable securities and/or in other liquid financial assets in accordance with the UCITS Regulations operating on the principle of risk spreading. All holders of Shares are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Memorandum and Articles of Association of Company, copies of which are available as described in the "GENERAL - Documents for Inspection" section of this Prospectus.

The Company has been structured as an umbrella fund in that the Directors may from time to time, with the prior approval of the Central Bank, issue different Series of Shares representing separate portfolios of assets. Pursuant to Irish Law, the Company should not be liable as a whole to third parties and there should not be the potential for cross contamination of liabilities between Sub-Funds. However, there can be no categorical assurance that should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Sub-Funds will be necessarily upheld.

Under the Articles, the Directors are required to establish a separate Sub-Fund, with separate records, for each Series of Shares in the following manner:

- (i) the Company will keep separate books and records of account for each Sub-Fund. The proceeds from the issue of each Series of Shares will be applied to the Sub-Fund established for that Series of Shares, and the assets and liabilities and income and expenditure attributable thereto will be applied to such Sub-Fund;
- (ii) any asset derived from another asset comprised in a Sub-Fund, will be applied to the same Sub-Fund as the asset from which it was derived and any increase or diminution in value of such an asset will be applied to the relevant Sub-Fund;
- (iii) in the case of any asset which the Directors do not consider as readily attributable to a particular Sub-Fund or Sub-Funds, the Directors have the discretion to determine, with the consent of the Depositary, the basis upon which any such asset will be allocated between Sub-Funds and the Directors may at any time and from time to time vary such basis;
- (iv) any liability will be allocated to the Sub-Fund or Sub-Funds to which in the opinion of the Directors it relates or if such liability is not readily attributable to any particular Sub-Fund the Directors will have discretion to determine, with the consent of the Depositary, the basis upon which any liability will be allocated between Sub-Funds and the Directors may at any time and from time to time vary such basis; and
- (v) the Directors may, with the consent of the Depositary, transfer any assets to and from Sub-Funds if, as a result of a creditor proceeding against certain of the assets of the Company or otherwise, a liability would be borne in a different manner from that in which it would have been borne under paragraph (iv) above or in any similar circumstances.
- (vi) where the assets of the Company (if any) attributable to the Subscriber Shares give rise to any net profit, the Directors may allocate assets representing such net profits to such Sub-Fund or Sub-Funds as they may deem appropriate.

Shares of any particular Series may be divided into different Classes to accommodate different subscription and/or redemption charges and/or charges and/or dividend and/or fee arrangements.

## **THE SHARE CAPITAL**

The authorised share capital of the Company is 500,000,030,000 Shares of no par value divided into 30,000 Subscriber Shares of no par value and 500,000,000,000 Shares of no par value.

Subscriber Shares entitle the holders to attend and vote at general meetings of the Company but do not entitle the holders to participate in the profits or assets of the Company except for a return of capital on a winding-up. Shares entitle the holders to attend and vote at general meetings of the Company and to participate equally (subject to any differences between fees, charges and expenses applicable to different Classes of Shares) in the profits and assets of the Company on the terms and conditions set out in the Relevant Supplement. Subject to any special rights or restrictions for the time being attached to any Class of Shares with the prior approval of the Central Bank, each Shareholder shall be entitled to such number of votes as shall be produced by dividing the aggregate Net Asset Value of that Shareholder's shareholding (expressed or converted into U.S. Dollars and calculated as of the relevant record date) by one. The Subscriber Shareholders shall have one vote for each Subscriber Share held. The "relevant record date" for these purposes shall be a date being not more than thirty days prior to the date of the relevant general meeting or written resolution as determined by the Directors. There are no pre-emption rights attaching to Shares.

The Company may from time to time by ordinary resolution increase its capital, consolidate its Shares or any of them into a smaller number of Shares, sub-divide Shares or any of them into a larger number of Shares or cancel any Shares not taken or agreed to be taken by any person. The Company may by special resolution from time to time reduce its share capital in any way permitted by law.

## **VOTING RIGHTS**

Each Shareholder shall be entitled to such number of votes as shall be produced by dividing the aggregate Net Asset Value of that Shareholder's shareholding (expressed or converted into U.S. Dollars and calculated as of the relevant record date) by one. The "relevant record date" for these purposes shall be a date being not more than thirty days prior to the date of the relevant general meeting or written resolution as determined by the Directors. The Subscriber Shareholders shall have one vote for each Subscriber Share held. In relation to a resolution which in the opinion of the Directors gives or may give rise to a conflict of interest between the Shareholders of any Series or Class, such resolution shall be deemed to have been duly passed only if, in lieu of being passed through a single meeting of the Shareholders of such Series or Class, such resolution shall have been passed at a separate meeting of the Shareholders of each such Series or Class. All votes shall be cast by a poll of Shareholders present in person or by proxy at the relevant Shareholder meeting or by unanimous written resolution of the Shareholders.

## **VARIATION OF SHAREHOLDERS RIGHTS**

Under the Articles, the rights attached to each Series or Class of Share may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that Series or Class or with the sanction of a special resolution passed at a separate general meeting of the holders of Shares of that Series or Class. The rights attaching to any Series or Class of Shares shall not be deemed to be varied by the creation or issue of further Shares ranking *pari passu* with Shares already in issue, unless otherwise expressly provided by the terms of issue of those Shares. The provisions of the Articles relating to general meetings shall apply to every such separate general meeting except that the necessary quorum at such a meeting shall be two persons present in person or by proxy holding Shares of the Series or Class in question or, at an adjourned meeting, one person holding Shares, of the Series or Class in question or his proxy.

## **CONFLICTS OF INTEREST**

The Directors, Depositary, the Manager, the Administrator, the Investment Advisers, the Distributors and their delegates may from time to time act as manager, registrar, administrator, transfer agent, trustee, custodian, investment manager or advisor or distributor in relation to, or be otherwise involved in, other funds or collective investment schemes which have similar investment objectives to those of the Company or any Sub-Fund. It is, therefore, possible that any of them may, in the due course of their

business, have potential conflicts of interests with the Company or any Sub-Fund. Each will at all times have regard in such event to its obligations under the Articles and/or any agreements to which it is party or by which it is bound in relation to the Company or any Sub-Fund and, in particular, but without limitation to its obligations to act in the best interests of the Shareholders when undertaking any investments where conflicts of interest may arise and they will each respectively endeavour to ensure that such conflicts are resolved fairly and, in particular, each Investment Adviser has agreed to act in a manner which it in good faith considers fair and equitable in allocating investment opportunities to the Company or the Sub-Funds as appropriate.

The Articles provide that the Administrator may accept the estimate of a competent person when determining the probable realisation value of unlisted securities. The Administrator may accept an estimate provided by the Investment Adviser or any other affiliate of the Manager for these purposes and investors should be aware that in these circumstances a possible conflict of interest may arise as the higher the estimated probable realisation value of the security, the higher the fees payable to the Manager and the Investment Adviser.

There is no prohibition on dealing in the assets of the Company by the Depositary, the Manager, the Investment Advisers, the Administrator or their delegates provided that such transactions are conducted at arm's length and in the best interests of the Shareholders. Permitted transactions are subject to (i) a certified valuation of a transaction by a person approved by the Depositary (or the Manager in the case of a transaction involving the Depositary or an affiliate of the Depositary) as independent and competent; (ii) execution on best terms on organised investment exchanges under their rules or (iii), where (i) and (ii) are not practical, the transaction is executed on terms which the Depositary (or the Manager in the case of a transaction involving the Depositary or an affiliate of the Depositary) is satisfied will be deemed to be conducted at arm's length and in the best interests of the Shareholders, but, without limitation, the Depositary may hold funds for the Company subject to the provisions of the Central Bank Acts, 1942 to 1997. The Depositary (or the Manager in the case of a transaction involving the Depositary or an affiliate of the Depositary) shall document how it has complied with (i), (ii) or (iii) above. Where transactions are conducted in accordance with (iii), the Depositary (or the Manager in the case of a transaction involving the Depositary or an affiliate of the Depositary) shall document its rationale for being satisfied that the transaction conformed to the principles outlined in this paragraph.

The Sub-Funds may sell securities to other funds managed by the Investment Advisers as long as the valuation procedures approved by the Depositary are followed. The Sub-Funds may purchase investments from or sell investments to other funds managed by the Investment Advisers provided that such transactions are carried out in accordance with this paragraph.

In placing orders with brokers and dealers (who may in some cases be an affiliate of an Investment Adviser) to make purchases and sales for the Sub-Funds, the Investment Advisers will obtain best execution for the Sub-Funds. In determining what constitutes best execution, each such Investment Adviser may consider factors it deems relevant, including, but not limited to, the breadth of the market in the security, the price of the security, the financial condition and execution capability of the broker or dealer and the reasonableness of the commission, if any, for the specific transaction, on a continuing basis. The Investment Advisers may consider the brokerage and research services (as those terms are defined in Section 28(e) of the Securities Exchange Act of 1934 of the United States, as amended) provided to the relevant Sub-Fund and /or other accounts over which the Investment Advisers or their affiliates exercise investment discretion. The Investment Advisers may also consider the receipt of research services under "client commission arrangements" or "commission sharing arrangements" (both referred to as "CCAs") in determining what constitutes best execution. Under a CCA arrangement, an Investment Adviser may cause a Sub-Fund and /or other accounts over which the Investment Adviser or its affiliates exercises investment discretion to effect transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions paid on those transactions to a pool of commission credits that are paid to other firms that provide research services to the Investment Adviser. Under a CCA, the broker-dealer that provides the research services need not execute the trade. Participating in CCAs may enable the Investment Adviser to consolidate payments for research using accumulated client commission credits from transactions executed through a particular broker-dealer to periodically pay for research services obtained from and provided by other firms, including other broker-dealers that supply research services. The Investment Advisers will only enter into and utilize CCAs to the extent permitted by Section 28(e) of the Securities Exchange Act of 1934 of the United States, as amended. The Investment Advisers may pay any amount of commission for effecting a securities transaction in excess of the amount of commission another member of an exchange, broker, or dealer would have charged for effecting that transaction, if they determine in good faith that such

amount of commission was reasonable in relation to the value of the brokerage and research services provided by such member, broker, or dealer, viewed in terms of either that particular transaction or its overall responsibilities with respect to the Sub-Fund and/or other accounts over which the Investment Advisers or their affiliates exercise investment discretion. The benefits provided under any soft commission arrangements must assist in the provision of investment services to the relevant Sub-Fund. Any soft commission arrangements will be disclosed in the periodic reports of the relevant Sub-Fund.

An Investment Adviser's recommendations to clients may involve securities in which its affiliated broker dealers, or their officers, employees or other affiliates, have a financial interest. Affiliated broker dealers and their officers, employees and other affiliates, can purchase or sell for their own accounts, securities that the Investment Adviser recommends to its clients. If permitted by a client's investment objectives and guidelines, applicable law, and the applicable policies and procedures concerning conflicts of interest, the Investment Adviser will, from time to time, recommend that the purchase, or use its discretion to effect a purchase of, securities during the existence of an underwriting or other public or private offering of such securities involving an affiliated broker dealer as a manager, underwriter, initial purchaser, or placement agent. Among other things, the Investment Adviser must disclose to the client that the transaction involves an affiliate and obtain client consent to execute transactions with an affiliate on behalf of the client's account. Purchases can be from underwriters or placement agents other than an affiliated broker dealer in distributions in which an affiliated broker dealer is a manager and/or member of a syndicate or selling group, as a result of which an affiliated broker dealer will likely benefit from the purchase through receipt of a fee or otherwise. In situations in which a client has not permitted, or where it is prohibited by law, rule 49 or regulation, affiliated broker dealer may be unable to purchase securities for the client account in an initial or other public or private offering of securities involving an affiliated broker dealer. With client consent, and subject to the restrictions imposed on such transactions by applicable law, the Investment Adviser will effect portfolio transactions through an affiliated broker dealer on an agency basis, including transactions in over-the-counter (OTC) securities, where the affiliated broker dealer will act as agent in connection with the purchase and sale of OTC securities from market participants and will charge its clients a commission on the transactions. Since these are agency transactions, there is no mark-up or mark-down on the price of the security. Each Investment Adviser will effect securities transactions through an affiliated broker dealer when, in its judgment, the client will obtain the best execution of the transaction. Subject to its duty to seek best execution, the Investment Adviser will, from time to time, effect such transactions through an affiliated broker dealer even though the total brokerage commission for the transaction is be higher than that which might have been charged by another broker for the same transaction.

A director of the Company may be a party to, or otherwise interested in, any transaction or arrangement in which the Company is interested. At the date of this Prospectus other than as disclosed under "MANAGEMENT INFORMATION - The Directors and Secretary" above, no director of the Company has any interest, beneficial or non-beneficial, in the Company or any material interest in any agreement or arrangement relating to the Company. The Directors shall endeavour to ensure that any conflict of interest is resolved fairly.

## **DATA PRIVACY**

The Company will control and protect personal data in accordance with the requirements of Regulation (EU) 2016/679, the General Data Protection Regulation or "GDPR", as described in greater detail in the data privacy statement adopted by the Company. A copy of this data privacy statement is available at <http://www.eatonvance.com/ucitslegaldocuments>.

## **MEETINGS**

All general meetings of the Company shall be held in Ireland and at least one general meeting of the Company shall be held in each year as the Company's annual general meeting. At least twenty one clear days' notice shall be given to Shareholders. The notice shall specify the place, day and hour of the meeting and the terms of the resolutions to be proposed. A proxy may attend on behalf of any Shareholder. The voting rights attached to the Shares are set out under the "Voting Rights" section of this Prospectus.

## **REPORTS AND ACCOUNTS**

The Directors shall cause to be prepared an annual report and audited annual accounts for the Company and each Sub-Fund for the period ending 31 December in each year. These will be forwarded to

Shareholders within four months of the end of the relevant accounting period end and at least twenty-one days before the annual general meeting. In addition, the Company shall prepare and circulate to Shareholders a half-yearly report for the period ending 30 June in each year which shall include unaudited half-yearly accounts for the Company and each Sub-Fund. The unaudited half-yearly report will be sent to Shareholders within two months of the end of the relevant accounting period.

## **WINDING UP**

The Articles contain provisions to the following effect:

- (a) If the Company shall be wound up the liquidator shall apply the assets of the Company in such manner and order as he thinks fit in satisfaction of creditors' claims.
- (b) The assets available for distribution among the members shall then be applied in the following priority:
  - (i) First, in the payment to the holders of Shares of each Series of a sum in the currency in which that Series is designated or in any other currency selected by the liquidator) as nearly as possible equal (at a rate of exchange determined by the liquidator) to the aggregate Net Asset Value per Share of the Shares of such Series held by such holders respectively as at the date of commencement to wind up provided that there are sufficient assets available in the relevant Sub-Fund to enable such payment to be made.
  - (ii) Secondly, in the payment to the holders of the Subscriber Shares of sums up to the nominal amount paid thereon out of the assets of the Company not comprised within any Sub-Funds. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Sub-Funds.
  - (iii) Thirdly, in the payment to the holders of each Series of Shares of any balance then remaining in the relevant Sub-Fund, such payment being made in proportion to the number of Shares of that Series held.
  - (iv) Fourthly, in the payment to the holders of the Shares of any balance then remaining and not comprised within any of the Sub-Funds, such payment being made in proportion to the number of Shares held.
- (c) If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the Irish High Court) the liquidator may, with the authority of a special resolution and any other sanction required by the Irish Companies Acts divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of a single kind, and may for such purposes set such value as he deems fair upon any one or more Class or Classes of property, and may determine how such division shall be carried out as between the members or different Classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets in respect of which there is liability.

## **MATERIAL CONTRACTS**

The following contracts, which are summarised in the "The Company" and "Fees and Expenses" section of this Prospectus, have been entered into and are, or may be, material:

- (i) Management Company Services Agreement dated 30 September 2021 between the Company and the Manager pursuant to which the Manager was appointed to provide management, administration and distribution services to the Company;
- (ii) Administration Agreement dated 30 September 2021 between the Company, the Manager and the Administrator pursuant to which the Administrator was appointed to provide administration, accounting and Shareholder registration and transfer agency services to the Company;

- (iii) Depositary Agreement dated 23 December 2016, as novated by a novation agreement dated 30 September 2021 between the Company, the Manager and the Depositary pursuant to which the Depositary has been appointed as depositary of the Company's assets;
- (iv) Investment Advisory Agreement with respect to each Sub-Fund dated as specified in the Relevant Supplement and between the Company, the Manager and the Investment Adviser of the Sub-Fund as specified in the Relevant Supplement pursuant to which the Investment Adviser was appointed to provide investment advisory services to the Company with respect to the Sub-Fund; and
- (v) Distribution Agreement dated 30 September 2021 between the Company, the Manager and the Distributor pursuant to which the Distributor was appointed to provide distribution and placing services to the Company.

Details of other material contracts may be provided in the Relevant Supplement.

### **DOCUMENTS FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Administrator at 1 North Wall Quay, Dublin 1, Ireland during normal business hours on any Business Day:

- (a) the material contracts referred to above;
- (b) the Memorandum and Articles of Association of the Company;
- (c) the UCITS Regulations; and
- (d) a list of past and current directorships and partnerships held by each Director over the last five years.

Copies of the Prospectus, KIIDs, Memorandum and Articles of Association and of any yearly and half-yearly reports may be obtained from the Administrator free of charge or may be inspected at the registered office of the Administrator during normal business hours on any Business Day.

---

## DEFINITIONS

---

**In this Prospectus the following words and phrases have the meanings set forth below:**

“Accounts”		means the annual report and audited annual accounts for the Company and each Sub-Fund for the period ending 31 December in each year and the half-yearly report and unaudited half-yearly accounts for the Company and each Sub-Fund for the period ending 30 June in each year.
“Accumulation Class”		means a Class of Shares in respect of which the Directors do not intend to pay dividends;
“Administrator”		means Citibank Europe plc or such other company in Ireland as may from time to time be appointed as administrator of the Company with the prior approval of the Central Bank;
“Articles”		means the articles of association of the Company as same may be amended from time to time with the prior approval of the Central Bank;
“Auditors”		means Deloitte, or such other firm of chartered accountants as may from time to time be appointed as auditors to the Company;
“Base Currency”		means the currency in which the Shares in each Sub-Fund are denominated and specified in the Relevant Supplement or such other currency as the Directors may determine from time to time and notify to Shareholders of that Sub-Fund;
“Business Day”		means, unless otherwise specified in the Relevant Supplement, a day on which the New York Stock Exchange and banks in Ireland are open for normal business;
“Central Bank”		means the Central Bank of Ireland or any successor entity;
“Central Bank Regulations”	UCITS	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1) Undertakings for Collective Investment in Transferable Securities) Regulations 2019 (as may be amended or supplemented from time to time) in addition to any guidance issued by the Central Bank in respect of same;
“Class”		means Shares of a particular Series representing an interest in the Company maintained in respect of such Series but designated as a class of Shares within such Series for the purposes of attributing different proportions of the Net Asset Value of the relevant Series to such Shares to accommodate different subscription, conversion and redemption charges, dividend arrangements, base currencies and/or fee arrangements specific to such Shares;
“Dealing Day”		means, unless otherwise specified in the Relevant Supplement, such Business Day or Business Days as the Directors may from time to time determine in relation to any Sub-Fund or any Class of Shares, provided that there shall be at least two such days in every calendar month. In the case of the Sub-Funds each Business Day will be a Dealing Day unless the Directors otherwise determine;
“Declaration”		a valid declaration regarding an investor’s non residence for tax purposes or Exempt Investor status as contained in the application form which is in a form prescribed by the Irish Revenue Commissioners for the purposes of Section 739D TCA 1997 (as may be amended from time to time) and in the case of a person not

resident in Ireland the Company is not in possession of information which would reasonably suggest the information contained in the declaration is no longer materially correct, or the investor has failed to comply with the undertaking to the Company to notify the Company if they become Irish Resident or immediately before the chargeable event the Shareholder is Irish Resident;

“Depositary”	means Citi Depositary Services Ireland Designated Activity Company or such other company in Ireland as may from time to time be appointed as depositary of all the assets of the Company with the prior approval of the Central Bank;
“Depositary Agreement”	means the depositary agreement dated 23 December 2016, as novated by a novation agreement dated 30 September 2021, entered into between the Company, the Manager and the Depositary, or such agreement as may be entered into between the parties from time to time.
“Distributor”	means with respect to each Class of Shares in the Sub-Funds, Eaton Vance Management (International) Limited and/or such other company or companies as may from time to time be appointed as a distributor of any Class of Shares in any Sub-Fund with prior notification to the Central Bank;
“Exempt Investor”	means Irish Residents who are permitted (whether by legislation or by express concession of the Irish Revenue Commissioners to hold Shares in the Company without requiring the Company to deduct or account for Irish tax as more fully described in the section of the Prospectus entitled “Taxation”;
“EU Member State”	means a Member State of the European Union from time to time;
“Euro”	means the lawful currency of those Member States of the European Union from time to time participating in European economic and monetary union as contemplated by the Treaty of Rome;
“Financial Conduct Authority” or “FCA”	means the regulatory body set up to regulate the provision of financial services in England and Wales;
“FDI”	means financial derivative instruments;
“GBP”, “Sterling” or “£”	means the lawful currency of the United Kingdom;
“Income Class”	means a Class of Shares in respect of which the Directors intend to pay dividends;
“Intermediary”	means a person who carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons or holds shares in an investment undertaking on behalf of other persons;
“Investment Adviser”	means an investment adviser or investment advisers appointed by the Company or the Manager in accordance with the requirements of the Central Bank in respect of a Sub-Fund details of which will be included in the Relevant Supplement.
“Irish Resident”	any company resident, or other person resident or ordinarily resident, in Ireland for the purposes of Irish tax. Please see the “Taxation” section below for the summary of the concepts of residence and ordinary residence issued by the Irish Revenue Commissioners;

“Irish Revenue Commissioners”	the Irish authority responsible for taxation;
“Japanese Yen” or “¥”	means the lawful currency of Japan;
“KIID”	means a key investor information document containing a summary of the key information in relation to a Class or Classes of Shares of a Sub-Fund;
“Manager”	means MSIM Fund Management (Ireland) Limited;
“Memorandum and Articles of Association”	means the memorandum and articles of association of the Company as same may be amended from time to time with the prior approval of the Central Bank;
“Net Asset Value”	means the Net Asset Value of a Sub-Fund calculated as described or referred to herein;
“Net Asset Value per Share”	means, in relation to any Series or Class of Shares, the Net Asset Value divided by the number of Shares in the relevant Series or Class of Shares in issue or deemed to be in issue in respect of that Sub-Fund at the relevant Valuation Point subject to such adjustments, if any, as may be required in relation to any Series or Class of Shares in the relevant Sub-Fund;
“OECD”	means the Organisation for Economic Co-Operation and Development, whose members as at the date of this Prospectus are Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Latvia, Lithuania, Luxembourg, Mexico, the Netherlands, New Zealand, Norway, Poland, Portugal, the Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom and the U.S.;
“Prospectus”	means this document, any Supplement designed to be read and construed together with and to form part of this document and the Company’s most recent annual report and accounts (if issued) or, if more recent, its interim report and accounts;
“Recognised Market”	means any recognised exchange or market listed or referred to in the Articles in accordance with the regulatory criteria of the Central Bank as defined in the Central Bank UCITS Regulations. The Central Bank does not issue a list of approved markets. The recognised markets are listed in Appendix 1 hereto;
“Relevant Supplement”	in relation to a Sub-Fund, the Supplement published in respect of that Sub-Fund and any addendums thereto;
“Section 739B”	means Section 739B of TCA;
“Series”	means Shares designated as a particular series of Shares representing an interest in a particular Sub-Fund which shall be maintained and kept separate in respect of such series of Shares and which may be further sub-divided into Classes;
“SFDR”	means Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector;
“Share” or “Shares”	means a share or shares in the capital of the Company;

“Shareholder”	means a person registered as a holder of Shares;
“Singapore Dollar” or “S\$”	means the lawful currency of Singapore;
“Sub-Fund/s”	means such portfolio or portfolios of assets as the Directors may from time to time establish with the prior approval of the Depositary and the Central Bank constituting in each case a separate fund represented by a separate Series of Shares and invested in accordance with the investment objective and policies applicable to such sub-fund and described in this Prospectus or in the Relevant Supplement;
“Supplement”	means a document which contains specific information supplemental to this document in relation to a particular Sub-Fund;
“Swiss Franc” or “CHF”	means the lawful currency of Switzerland;
“TCA”	means the Taxes Consolidation Act 1997;
“U.S.” or “United States”	means the United States of America, its territories and possessions including the States and the District of Columbia;
“UCITS”	means an undertaking for collective investment in transferable securities within the meaning of the UCITS Regulations;
“UCITS Regulations”	means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) and all applicable Central Bank regulations (other than the Central Bank UCITS Regulations) made or conditions imposed or derogations granted thereunder as may be amended from time to time;
“U.S.\$”, “\$” or “U.S. Dollars”	means the lawful currency of the United States;
“U.S. Person”	<p>means a person included in the definition of "U.S. person" under Rule 902 of Regulation S under the U.S. Securities Act of 1933 Act, as amended, ("1933 Act").</p> <p>"U.S. person" under Rule 902 of Regulation S under the 1933 Act includes the following:</p> <ul style="list-style-type: none"> <li>(a) any natural person resident in the United States;</li> <li>(b) any partnership or corporation organised or incorporated under the laws of the United States;</li> <li>(c) any estate of which any executor or administrator is a U.S. person;</li> <li>(d) any trust of which any trustee is a U.S. person;</li> <li>(e) any agency or branch of a non-U.S. entity located in the United States;</li> <li>(f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;</li> <li>(g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the United States; and</li> </ul>

- (h) any partnership or corporation if:
  - (i) organised or incorporated under the laws of any non-U.S. jurisdiction; and
  - (ii) formed by a U.S. person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D under the 1933 Act) who are not natural persons, estates or trusts.

Notwithstanding the preceding paragraph, "U.S. person" under Rule 902 does not include: (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States; (ii) any estate of which any professional fiduciary acting as executor or administrator is a U.S. person, if (A) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate, and (B) the estate is governed by non-U.S. law; (iii) any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person; (iv) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country; (v) any agency or branch of a U.S. person located outside the United States if (A) the agency or branch operates for valid business reasons, and (B) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and (vi) certain international organisations as specified in Rule 902(k)(2)(vi) of Regulation S under the 1933 Act;

"Valuation Point"

means the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day or such other time or times as the Directors may from time to time determine in relation to any particular Sub-Fund.

---

**APPENDIX I**  
**RECOGNISED MARKETS**

---

The following exchanges and markets constitute Recognised Markets for the purposes of this Prospectus:

- (i) Any stock exchange or market in Australia, Austria, Belgium, Bulgaria, Canada, Croatia, Republic of Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hong Kong, Hungary, Iceland, Ireland, Italy, Japan, Latvia, Lithuania, Luxembourg, Malta, New Zealand, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden, Switzerland, the Netherlands, the United Kingdom and the United States of America.
- (ii) Any of the following stock exchanges:
- |   |               |   |
|---|---------------|---|
| - | Argentina     | Buenos Aires Stock Exchange<br>Bolsa de Comercio de Buenos Aires<br>Mercado Abierto Electronico S.A.                  |
| - | Australia     | Sydney Futures Exchange   |
| - | Bahrain       | Bahrain Bourse  |
| - | Bangladesh    | Dhaka Stock Exchange<br>Chittagong Stock Exchange   |
| - | Bermuda       | Bermuda Stock Exchange  |
| - | Botswana      | Botswana Stock Exchange   |
| - | Bosnia        | Sarajevo Stock Exchange   |
| - | Brazil        | BM&F BOVESPA S.A.<br>Bolsa de Comercio de Santiago<br>Bolsa Electronica de Chile<br>Bolsa de Valparaiso               |
| - | Bulgaria      | The Stock Exchange of Bulgaria – Sofia  |
| - | Chile         | Santiago Stock Exchange<br>Valparaiso Stock Exchange<br>Bolsa Electronica de Chile                                    |
| - | China         | Shanghai Securities Exchange<br>Shenzhen Stock Exchange   |
| - | Colombia      | Bolsa de Valores de Colombia  |
| - | Costa Rica    | Bolsa Nacional de Valores   |
| - | Egypt         | Egyptian Exchange   |
| - | Georgia       | Georgian Stock Exchange   |
| - | Ghana         | Ghana Stock Exchange  |
| - | Hong Kong     | The Stock Exchange of Hong Kong Limited<br>Hong Kong Futures Exchange   |
| - | Iceland       | NASDAQ OMX Iceland hf.  |
| - | India         | The National Stock Exchange of India<br>Bombay Stock Exchange<br>Bombay Stock Exchange Ltd<br>National Stock Exchange |
| - | Indonesia     | Indonesia Stock Exchange  |
| - | Israel        | Tel Aviv Stock Exchange Limited   |
| - | Italy         | Borsa Italiana  |
| - | Jamaica       | Jamaica Stock Exchange  |
| - | Japan         | Osaka Securities Exchange Derivatives   |
| - | Jordan        | Amman Stock Exchange  |
| - | Kazakhstan    | Kazakhstan Stock Exchange   |
| - | Kenya         | Nairobi Stock Exchange  |
| - | Korea (South) | Korea Exchange  |
| - | Kuwait        | Kuwait Stock Exchange   |
| - | Macedonia     | Macedonian Stock Exchange   |
| - | Malaysia      | Bursa Malaysia Securities Berhad  |

-	Mauritius	Bursa Malaysia Derivatives Berhad
-	Morocco	Stock Exchange of Mauritius
-	Mexico	Bourse de Casablanca
		Bolsa Mexicana de Valores
		Mercado Mexicana de Derivados
-	Namibia	Namibian Stock Exchange
-	Nigeria	Nigerian Stock Exchange
-	Oman	Muscat Securities Market
-	Pakistan	Karachi Stock Exchange
		Lahore Stock Exchange
		Islamabad Stock Exchange
-	Panama	Panama Stock Exchange
-	Peru	Borsa de Valores de Lima
-	Philippines	Philippines Stock Exchange
-	Qatar	Qatar Exchange
-	Russia	Open Joint Stock Company Moscow
		Exchange MICEX-RTS (MICEX-RTS)
-	Saudi Arabia	Tadawul Stock Exchange
		Saudi Arabian Monetary Agency
-	Serbia	Belgrade Stock Exchange
-	Singapore	Singapore Exchange Limited
		CATALIST
		Singapore Derivatives Exchange (XSIM)
-	South Africa	JSE Limited
		South African Futures Exchange
-	Sri Lanka	Colombo Stock Exchange
-	Taiwan	Taiwan Stock Exchange
	(Republic of China)	GreTai Securities Market (GTSM)
		Taiwan Futures Exchange (TAIFEX)
-	Tanzania	Dar es Salaam Stock Exchange
-	Thailand	Stock Exchange of Thailand
		Market for Alternative Investments (MAI)
		Bond Electronic Exchange
		Thailand Futures Exchange
-	Tunisia	Bourse des Valeurs Mobilieres de Tunis
		Turkish Derivatives Exchange
-	Turkey	Istanbul Stock Exchange
-	Uganda	Uganda Securities Exchange
-	Ukraine	Persha Fondova Torgoveln Systema
		Ukrainian Interbank Currency Exchange
-	United States	Chicago Mercantile Exchange (XCME)
		Chicago Board of Trade
		ICE Futures U.S. Exchange
		NYSE LIFFE
-	United Arab Emirates (UAE)	Abu Dhabi Securities Market (ADSM)
		Dubai: Financial Market (DFM)
		NASDAQ Dubai Limited
-	Uruguay	Bolsa de Valores de Montevideo
		Bolsa Electronica de Valores del Uruguay S.A.
-	Vietnam	Ho Chi Min Stock Exchange (HOSE)
		Hanoi Stock Exchange
		Unlisted Public Companies Market (UPCOM)
-	Zambia	Lusaka Stock Exchange

The following markets:

- the market organised by the International Capital Market Association;

- the market conducted by “listed money market institutions” as described in the Financial Services Authority Publication “The Regulation of the Wholesale cash and Derivatives Markets under Section 43 of the Financial Services Act 1986 (The Grey Paper)” dated June 1999 (as amended from time to time);
- (a) NASDAQ in the United States, (b) the market in the U.S. government securities conducted by the primary dealers regulated by the Federal Reserve Bank of New York; and (c) the over-the-counter market in the United States conducted by primary dealers and secondary dealers regulated by the Securities and Exchange Commission and the Financial Industry Regulatory Authority and by banking institutions regulated by the U.S. Comptroller of Currency, the Federal Reserve System or Federal Deposit Insurance Corporation;
- the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan;
- AIM - the alternative investment market in the U.K. regulated and operated by the London Stock Exchange;
- the French market for “Titres de Creance Negotiable” (over-the-counter market in negotiable instruments); and
- the over-the-counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada.
- Multilateral Trading Facilities which meet with applicable regulatory criteria, as same may be amended from time to time.

## DERIVATIVES MARKETS

- derivative markets approved in Austria, Belgium, Bulgaria, Croatia, Republic of Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and the United Kingdom or such derivatives markets as set out above and including the following exchanges or markets:
  - Americas
    - Nasdaq
    - The Chicago Mercantile Exchange
    - American Stock Exchange
    - Chicago Board of Trade
    - Chicago Board of Options Exchange
    - Coffee, Sugar and Cocoa Exchange
    - Iowa Electronic Markets
    - Kansas City Board of Trade
    - Mid-American Commodity Exchange
    - Minneapolis Grain Exchange
    - New York Cotton Exchange
    - Twin Cities Board of Trade
    - New York Futures Exchange
    - New York Board of Trade
    - New York Mercantile Exchange
    - CME Group
    - Montreal Derivatives Exchange
    - BMF Bovespa
  - Asia
    - China Financial Futures Exchange
    - Dalian Commodity Exchange
    - Shanghai Futures Exchange,
    - Zhengzhou Commodity Exchange
    - China Interbank Bond Market
    - Hong Kong Futures Exchange
    - Ace Derivatives & Commodity Exchange
    - Indonesia Commodity and Derivatives Exchange
    - Korean Exchange
    - Bursa Malaysia Derivatives Berhad
    - Singapore International Monetary Exchange
    - Singapore Commodity Exchange
    - Osaka/Tokyo Stock Exchange
    - Tokyo Financial Exchange
    - Tokyo Commodity Exchange
    - Taiwan Futures Exchange
    - Thailand Futures Exchange
    - Agricultural Futures Exchange of Thailand
    - Singapore Commodity Exchange
    - Singapore Mercantile Exchange
  - Australasia
    - New Zealand Exchange
    - Sydney Exchange
  - Europe
    - Athens Derivative Exchange
    - Borsa Italiana (IDEM)
    - EUREX Deutschland
    - EUREX Zurich
    - EUREX for Bunds, OATs, BTPs,
    - Euronext Derivatives Amsterdam
    - Euronext Derivatives Brussels
    - Euronext Derivatives Paris
    - ICE Futures Europe
    - London Metal Exchange
    - Meff Renta Variable (Madrid)
    - OMX Nordic Exchange Copenhagen

- Africa
  - OMX Nordic Exchange Stockholm
  - Ukrainian Interbank Currency Exchange
  - South African Futures Exchange

These exchanges and markets are listed above in accordance with the regulatory criteria as defined in the Central Bank UCITS Regulations. The Central Bank does not issue a list of approved markets.

With the exception of permitted investments in unlisted securities or in open ended collective investment schemes the Company will only invest in securities traded on a stock exchange or market which meets with the regulatory criteria (regulated, operated regularly, recognised and open to the public) and which is listed in the Prospectus or a Relevant Supplement.

---

**APPENDIX II**  
**EFFICIENT PORTFOLIO MANAGEMENT**

---

**This section of the Prospectus clarifies the instruments and/or strategies which the Company may use for efficient portfolio management purposes. Where derivative instruments are used for hedging purposes, details of the derivative instruments to be used will be specifically disclosed in the Relevant Supplement.**

Each of the Sub-Funds may use the techniques and instruments for efficient portfolio management which are set out below. If this is intended, this will be indicated in the Relevant Supplement, which shall cross refer to this Appendix II. Investors should note that the Company shall comply with the conditions and limits laid down from time to time by the Central Bank under the UCITS Regulations and set out below.

The Company may employ investment techniques and instruments for efficient portfolio management of the assets of the Company or of any Sub-Fund under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations and described under the heading "Investment Objectives and Policies - Investment Restrictions" above. The Company may, for the purposes of hedging (whether against currency exchange or interest rate risks or otherwise), enter into put and call options, spot and forward contracts, financial futures, stock and bond index futures contracts, repurchase and reverse repurchase agreements and securities lending agreements. In particular, a Sub-Fund may seek to hedge its investments against currency fluctuations which are adverse to its base currency by utilizing currency options, futures contracts and forward foreign exchange contracts.

The Manager shall ensure that all of the revenues arising from the use of efficient portfolio management techniques, net of direct and indirect operational costs, are returned to the relevant Sub-Fund. The entities to which any direct and indirect costs and fees are paid will be disclosed in the periodic reports of the Company and will indicate if these are parties related to the Company or the Depositary.

A Sub-Fund may also from time to time make use of exchange traded stock index and other futures contracts for the purpose of efficient portfolio management to enable it to maintain the appropriate exposure to stock markets in accordance with the relevant Investment Adviser's recommended overall asset allocation. The use of exchange traded stock index and other futures contracts by the Company will be subject to the conditions and limits laid down by the Central Bank under the UCITS Regulations.

#### **Use of Repurchase/Reverse Repurchase Agreements**

A Sub-Fund may, without limit, enter into repurchase agreements, reverse repurchase agreements and securities lending arrangements, subject to the conditions set out in the Central Bank UCITS Regulations and only for the purposes of efficient portfolio management. Under a repurchase agreement, a Sub-Fund acquires securities from a seller (for example, a bank or securities dealer) who agrees, at the time of sale, to repurchase the security at a mutually agreed-upon date (usually not more than seven days from the date of purchase) and price, thereby determining the yield to the relevant Sub-Fund during the term of the repurchase agreement. The resale price reflects the purchase price plus an agreed upon market rate of interest which is unrelated to the coupon rate or maturity of the purchased security. A Sub-Fund may enter into reverse repurchase agreements under which it sells a security and agrees to repurchase it at a mutually agreed upon date and price.

Subject to the Central Bank UCITS Regulations, a Sub-Fund may enter into, OTC financial derivative instruments, repurchase agreements, reverse repurchase agreements and securities lending arrangements, only in accordance with normal market practice and provided that collateral obtained complies with the following criteria:

- (i) liquidity: collateral (other than cash) should be transferable securities and money market instruments (of any maturity) and should be highly liquid and traded on a regulated market or multi-lateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to its pre-sale valuation. Collateral received should also comply with the provisions of Regulation 74 of the UCITS Regulations;
- (ii) valuation: collateral should be capable of being valued on a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts

are in place. Collateral may be marked to market daily by the counterparty using its procedures, subject to any agreed haircuts, reflecting market values and liquidity risk and may be subject to variation margin requirements;

- (iii) issuer credit quality: collateral should be of high quality; in making such a determination (i) where the issuer is subject to a credit rating by an agency registered and supervised by the European Securities and Markets Authority (“ESMA”), that rating shall be taken into account in the credit assessment process; and (ii) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in (i) this shall result in a new credit assessment of the issuer being conducted without delay;
- (iv) correlation: collateral should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty; and
- (v) diversification: collateral should be sufficiently diversified in terms of country, markets and issuers. Non-cash collateral will be considered to be sufficiently diversified if the relevant Sub-Fund receives collateral with a maximum exposure to any one issuer of 20% of the Sub-Fund’s Net Asset Value. When the relevant Sub-Fund is exposed to a variety of different counterparties, the various baskets of collateral are aggregated to ensure exposure to a single issuer does not exceed 20% of its Net Asset Value.

A Sub-Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. Any such Sub-Fund shall receive securities from at least 6 different issues, but securities from any single issue should not account for more than 30 per cent of the Sub-Fund’s Net Asset Value. Where it is intended that a Sub-Fund be fully collateralised in securities issued or guaranteed by a Member State, this shall be set out in the Relevant Supplement. The Member States, local authorities, or public international bodies or guaranteeing securities which can be accepted as collateral for more than 20% of a Sub-Fund’s Net Asset Value shall also be set out in the Relevant Supplement.

A Sub-Fund may only enter into OTC financial derivative instruments, repurchase agreements, reverse repurchase agreements and securities lending arrangements with counterparties in accordance with the requirements of the Central Bank UCITS Regulations where a credit assessment has been undertaken. Such counterparties will be entities with legal personality typically located in OECD jurisdictions. Where the counterparty is subject to a credit rating by any agency registered and supervised by ESMA, that rating shall be taken into account in the credit assessment. Where a counterparty is downgraded to A2 or below (or comparable rating) by such a credit rating agency, a new credit assessment in respect of the counterparty will be undertaken without delay.

In accordance with the Central Bank UCITS Regulations, up until the expiry of a repurchase agreement, the collateral obtained under such contracts or arrangements must be: (a) marked to market daily, (b) equal or exceed, in value, at all times, the value of the amount invested or securities loaned; (c) transferred to the Depositary, or its agent (where there is title transfer); and (d) capable of being fully enforced by the Company at any time without reference to or approval from the counterparty. The requirement in (c) above is not applicable in the event that there is no title transfer in which case the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Where a Sub-Fund enters into a reverse repurchase agreement it must be able to recall the full amount of the cash at any time or terminate the reverse repurchase agreement on either an accrued basis or a mark to market basis. Where cash is recallable at any time on a mark to market basis, the mark to market basis value of the reverse repurchase agreement must be used to calculate the net asset value of the relevant Sub-Fund.

Where a Sub-Fund enters into a repurchase agreement it should be able to recall the securities or terminate the repurchase agreement at any time. Fixed term repurchase agreements that do not exceed seven days shall be deemed to comply with this requirement.

Repo contracts do not constitute borrowing or lending for the purposes of the UCITS Regulations.

Any interest or dividends paid on securities which are the subject of securities lending agreements shall accrue to the Company for the benefit of the relevant Sub-Fund.

In addition, the relevant Sub-Fund must have the right at any time to terminate any securities lending agreement entered into by it, and to demand the return of any or all securities lent. Securities lending transactions do not constitute borrowing or lending for the purposes of the UCITS Regulations.

### **Permitted types of Collateral**

It is proposed that a Sub-Fund will accept the following types of collateral in respect of repurchase agreements as set out above in the section titled "Use of Repurchase/Reverse Repurchase Agreements"; OTC financial derivative transactions as may be detailed in the relevant Supplement for the Sub-Fund; and securities lending arrangements as set out above in the section titled "Securities Lending Agreements":

- (i) cash;
- (ii) government or other public securities;
- (iii) certificates of deposit issued by Relevant Institutions;
- (iv) bonds/commercial paper issued by Relevant Institutions or by non-bank issuers where the issue or the issuer are rated A1 or equivalent;
- (v) letters of credit with a residual maturity of three months or less, which are unconditional and irrevocable and which are issued by Relevant Institutions; and
- (vi) equity securities traded on a stock exchange in Austria, Belgium, Bulgaria, Croatia, Republic of Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden, the United Kingdom, Switzerland, Canada, Japan, the United States, Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

The Company shall implement a haircut policy in respect of each class of assets received as collateral. The policy shall take account of the characteristics of the relevant asset class, including the credit standing of the issuer of the collateral and the price volatility of the collateral. Subject to the framework of agreements in place with the relevant counterparty, which may or may not include minimum transfer amounts, it is the intention of the Company that any collateral received shall have a value, adjusted in light of the haircut policy, which equals or exceeds the relevant counterparty exposure where appropriate.

In the event that a Sub-Fund receives collateral for at least 30% of its net assets, it will implement a stress testing policy to ensure that regular stress tests are carried out under normal and exceptional liquidity conditions in order to allow it to assess the liquidity risk attached to collateral.

Cash received as collateral should be diversified in accordance with the requirements applicable to non-cash collateral and should only be:

- placed on deposit with, or invested in certificates of deposit issued by, an EU credit institution, a bank authorised in the remaining Member States of the European Economic Area (EEA) (Norway, Iceland, Liechtenstein), a bank authorised by a signatory state, other than an EU Member State or a Member State of EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, the United Kingdom United States) or a credit institution in a third country deemed equivalent pursuant to article 107(4) of the Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 ("Relevant Institutions"). Invested cash collateral may not be placed on deposit with the counterparty or with any entity that is related or connected to the counterparty;
- invested in high quality government bonds;

- used for the purpose of reverse repurchase agreements provided the transactions are with a Relevant Institution and the Company can recall at any time the full amount of the cash on an accrued basis; and
- invested in “Short Term Money Market Funds” as defined by the ESMA guidelines on a common definition of European money market funds.

Re-invested cash collateral should be diversified in accordance with the diversification requirements application to non-cash collateral.

### **“Delayed Delivery” and “When Issued” Securities**

Subject to the investment restrictions, a Sub-Fund may purchase debt obligations on a “delayed delivery” or “when-issued” basis, that is, for delivery to the Sub-Fund later than the normal settlement date for such securities, at a stated price and yield. Such securities are termed “delayed delivery” when traded in the secondary market, or “when-issued” in the case of an initial issue of securities. The Sub-Fund generally would not pay for such securities or start earning interest on them until they are received. However, when the Sub-Fund undertakes a delayed delivery or when-issued purchase obligation, it immediately assumes the risk of ownership, including the risk of price fluctuation. Failure by the issuer to deliver the securities may result in a loss or missed opportunity for the Sub-Fund to make an alternative investment.

### **Currency Transactions**

A Sub-Fund is permitted to invest in securities denominated in a currency other than the base currency of the Sub-Fund and may purchase currencies to meet settlement requirements. In addition, subject to the restrictions imposed by the UCITS Regulations, a Sub-Fund may enter into various currency transactions, i.e. forward foreign currency contracts, currency swaps, foreign currency or currency index futures contracts and put and call options on such contracts or on currencies, to protect against uncertainty in future exchange rates. Forward foreign currency contracts are agreements to exchange one currency for another - for example, to exchange a certain amount of Euro for a certain amount of U.S. Dollars - at a future date. The date (which may be any agreed-upon fixed number of days in the future), the amount of currency to be exchanged and the price at which the exchange will take place are negotiated and fixed for the term of the contract at the time that the contract is entered into.

Currency transactions undertaken by a Sub-Fund to alter the currency exposure characteristics of transferable securities held by that Sub-Fund through the purchase or sale of currencies other than the currency of denomination of that Sub-Fund or the relevant transferable securities must not be speculative in nature (i.e. they must not constitute an investment in their own right and must be fully covered by the cash flows of the transferable securities held by that Sub-Fund, including any income therefrom).

Currency transactions which alter currency exposure characteristics of transferable securities held by a Sub-Fund may only be undertaken for the purposes of a reduction in risk, a reduction in costs and/or an increase in capital or income returns to that Sub-Fund. Any such currency transactions must be used in accordance with the investment objective of a Sub-Fund (i.e. the currencies to which the Sub-Fund is exposed must be currencies in which it can invest directly) and must be deemed by the Investment Adviser to be economically appropriate. The performance of a Sub-Fund may be strongly influenced by movements in currency rates because currency positions held by the Sub-Fund may not correspond with the securities positions held. Details of transactions entered into during the reporting period and the resulting amounts of commitments must be disclosed in the periodic reports of the Sub-Fund.

A Sub-Fund may “cross-hedge” one foreign currency exposure by selling a related foreign currency into the base currency of the Sub-Fund. Also, in emerging or developing markets, local currencies are often expressed as a basket of major market currencies such as the U.S. Dollar, Euro, Sterling or Japanese Yen; a Sub-Fund may hedge the exposure to currencies other than its base currency in the basket by selling a weighted average of those currencies forward into the base currency.

---

**APPENDIX III**  
**DEPOSITARY DELEGATES**

---

The Depositary has delegated custody and safekeeping of the Company's assets to Citibank N.A., its global sub-custodian. Citibank N.A. has in turn appointed the following third-party delegates in the referenced markets as sub-custodians of the Company's assets:

<b>Country</b>	<b>Delegates</b>
Argentina	The branch of Citibank NA in the Republic of Argentina
Australia	Citigroup Pty. Limited
Austria	Citibank Europe plc
Bahrain	Citibank, N.A., Bahrain
Bangladesh	Citibank, N.A., Bangladesh
Belgium	Citibank Europe plc
Bermuda	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Bermuda Limited
Bosnia-Herzegovina (Sarajevo)	UniCredit Bank d.d.
Bosnia-Herzegovina: Srpska (Banja Luka)	UniCredit Bank d.d.
Botswana	Standard Chartered Bank of Botswana Limited
Brazil	Citibank, N.A., Brazilian Branch
Bulgaria	Citibank Europe plc Bulgaria Branch
Canada	Citibank Canada
Chile	Banco de Chile
China B Shanghai	Citibank, N.A., Hong Kong Branch (For China B shares)
China B Shenzhen	Citibank, N.A., Hong Kong Branch (For China B shares)

Country	Delegates
China A Shares	Citibank China Co Ltd (China A shares)
China Hong Kong Stock Connect	Citibank, N.A., Hong Kong Branch
Clearstream ICSD	
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria
Costa Rica	Banco Nacional de Costa Rica
Croatia	Privedna banka Zagreb d.d.
Cyprus	Citibank Europe plc, Greece branch
Czech Republic	Citibank Europe plc, organizacni slozka
Denmark	Citibank Europe plc
Egypt	Citibank, N.A., Egypt
Estonia	Swedbank AS
Euroclear	Euroclear Bank SA/NV
Finland	Nordea Bank AB (publ), Finnish Branch
France	Citibank Europe plc
Georgia	JSC Bank of Georgia
Germany	Citibank Europe plc
Ghana	Standard Chartered Bank of Ghana Limited
Greece	Citibank Europe plc, Greece Branch
Hong Kong	Citibank, N.A., Hong Kong

Country	Delegates
Hungary	Citibank Europe plc Hungarian Branch Office
Iceland	Citibank is a direct member of Clearstream Banking, which is an ICSD.
India	Citibank N.A., Mumbai Branch
Indonesia	Citibank, N.A., Jakarta Branch
Ireland	Citibank, N.A., London Branch
Israel	Citibank, N.A., Israel Branch
Italy	Citibank Europe plc
Jamaica	Scotia Investments Jamaica Limited
Japan	Citibank, N.A., Tokyo Branch
Jordan	Standard Chartered Bank Jordan Branch
Kazakhstan	Citibank Kazaksthan JSC
Kenya	Standard Chartered Bank Kenya Limited
Korea (South)	Citibank Korea Inc.
Kuwait	Citibank, N.A., Kuwait Branch
Latvia	Swedbank AS, based in Estonia and acting through its Latvian branch, Swedbank AS
Lithuania	Swedbank AS, based in Estonia and acting through its Lithuanian branch "Swedbank" AB
Luxembourg	Only offered through the ICSDs - Euroclear & Clearstream
Macedonia	Raiffeisen Bank International AG
Malaysia	Citibank Berhad

Country	Delegates
Malta	Citibank is a direct member of Clearstream Banking, which is an ICSD.
Mauritius	The Hong Kong & Shanghai Banking Corporation Limited
Mexico	Banco Nacional de Mexico, SA
Morocco	Citibank Maghreb, S.A.
Namibia	Standard Bank of South Africa Limited acting through its agent, Standard Bank Namibia Limited
Netherlands	Citibank Europe plc
New Zealand	Citibank, N.A., New Zealand Branch
Nigeria	Citibank Nigeria Limited
Norway	Citibank Europe plc
Oman	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Oman S.A.O.G
Pakistan	Citibank, N.A., Pakistan Branch
Panama	Citibank, N.A., Panama Branch
Peru	Citibank del Peru S.A
Philippines	Citibank, N.A., Philippine Branch
Poland	Bank Handlowy w Warszawie SA
Portugal	Citibank Europe plc
Qatar	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Middle East Limited
Romania	Citibank Europe plc - Romania Branch

Country	Delegates
Russia	AO Citibank
Saudi Arabia	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Saudi Arabia Ltd.
Sengal	Standard Chartered Bank Cote d'Ivoire
Serbia	UniCredit Bank Srbija a.d.
Singapore	Citibank, N.A., Singapore Branch
Slovak Republic	Citibank Europe plc pobočka zahraničnej banky
Slovenia	UniCredit Banka Slovenia d.d. Ljubljana
South Africa	Citibank, N.A., South Africa branch
Spain	Citibank Europe plc
Sri Lanka	Citibank NA Colombo Branch
Sweden	Citibank Europe plc - Sweden Branch
Switzerland	Citibank, N.A., London Branch
Taiwan	Citibank Taiwan Limited
Tanzania	Standard Bank of South Africa acting through its affiliate Stanbic Bank Tanzania Ltd
Thailand	Citibank, N.A., Bangkok Branch
Tunisia	Union Internationale de Banques
Turkey	Citibank, A.S.
Uganda	Standard Chartered Bank of Uganda Limited

<b>Country</b>	<b>Delegates</b>
Ukraine	JSC Citibank
United Arab Emirates ADX & DFM	Citibank, N.A., UAE
United Arab Emirates NASDAQ Dubai	Citibank, N.A., UAE
United Kingdom	Citibank, N.A. London Branch
United States	Citibank, N.A., New York offices
Uruguay	Banco Itau Uruguay S.A.
Vietnam	Citibank, N.A., Hanoi Branch
Zambia	Standard Chartered Bank Zambia Plc

---

**DIRECTORY**

---

**EATON VANCE INTERNATIONAL (IRELAND) FUNDS PLC**  
**70 Sir John Rogerson's Quay**  
**Dublin 2**  
**Ireland**

**Directors:**

Peadar De Barra  
Jennifer Klempa  
Tara Doyle

**Distributor:**

Eaton Vance Management (International)  
Limited  
125 Old Broad Street  
London EC2N 1AR  
United Kingdom

**Secretary:**

Matsack Trust Limited  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Depository:**

Citi Depository Services Ireland Designated  
Activity Company  
1 North Wall Quay  
Dublin 1  
Ireland

**Legal Advisers:**

Matheson  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Administrator:**

Citibank Europe plc  
1 North Wall Quay  
Dublin 1  
Ireland

**Manager:**

MSIM Fund Management (Ireland) Limited  
The Observatory  
7-11 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Auditors:**

Deloitte  
Deloitte House  
Earlsfort Terrace  
Dublin 2  
Ireland

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company” accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

## **EATON VANCE INTERNATIONAL (IRELAND) PARAMETRIC EMERGING MARKETS FUND**

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

SUPPLEMENT DATED 13 DECEMBER 2021

TO THE PROSPECTUS DATED 13 DECEMBER 2021

### **MANAGER**

### **MSIM FUND MANAGEMENT (IRELAND) LIMITED**

---

This Supplement forms part of, and should be read in the context of, and together with, the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Parametric Emerging Markets Fund (the “Fund”) which is a separate portfolio of the Company.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## CONTENTS

	<b>Page No</b>
Definitions .....	89
Investment Objective and Policies.....	89
Investment Adviser .....	96
How to Buy Shares .....	97
How to Redeem Shares .....	103
How to Exchange or Transfer Shares .....	105
Dividend Policy .....	106
Fees and Expenses .....	107
Canadian Investors.....	109

---

## DEFINITIONS

---

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, “Dealing Day” shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, “Valuation Point” shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a “Recognised Market” means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

The Base Currency for the Fund shall be U.S. Dollars (“USD”) or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as the “Eaton Vance Parametric Emerging Markets Fund” or the “Parametric Emerging Markets Fund” in certain marketing materials, advertisements, fund information websites or other publications.

---

## INVESTMENT OBJECTIVE AND POLICIES

---

The investment objective of the Fund is to seek long-term capital appreciation.

The Fund is actively managed and seeks to achieve its objective by investing in a diversified portfolio of common stocks of companies which are domiciled in or which derive more than 50% of their revenues or profits from emerging market countries. The Fund may also invest in other transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under “Investment Objectives and Policies” in the Prospectus.

The Fund will invest at least two-thirds of its total assets in equity securities of companies which are domiciled in or which derive more than 50% of their revenues or profits from emerging market countries. Equity securities, for the purposes of this two-thirds policy, will be limited to common and preferred stocks; equity interests in trusts, partnerships, joint ventures and other unincorporated entities or enterprises; special classes of shares available only to foreign investors in markets that restrict ownership by foreign investors to certain classes of equity securities (e.g. India, Kuwait, Thailand); and participation notes. A participation note is an instrument, generally not rated, designed to provide a return which is directly linked to the performance of a particular equity security or basket of securities. Participation notes are technically promissory notes from an issuer agreeing to provide a return according to the return on the underlying equity security or basket of securities. The Fund may also invest in convertible preferred stocks and other convertible instruments (including, without limitation, a mixture of fixed and floating rate convertible bonds) and debt securities but will generally do so only when received through corporate actions and such investment will generally not exceed 5% of the Fund's net assets. The convertible instruments and debt securities in which the Fund will invest will generally not be rated and will typically be equivalent in credit quality to below investment grade securities. Investment by the Fund in convertible debt securities rated, or which the Investment Adviser determines as having an implied rating, below investment grade will not exceed 20% of the Fund's net assets. Investment grade securities are those which are rated at least Baa by Moody's or BBB by S&P, or otherwise rated in the four highest rating categories assigned by any other recognised rating agency, or securities determined by the Investment Adviser to be of equivalent investment quality). The

investment by the Fund in equity interests in trusts, partnerships and other unincorporated entities or enterprises will be subject to the restrictions set out in paragraph (iii) of the section headed “INVESTMENT OBJECTIVES AND POLICIES - Investment Restrictions” in the Prospectus. The Fund may invest in securities traded on the Russian securities markets - the RTS Stock Exchange and the Moscow Interbank Currency Exchange (“MICEX”) provided for in Appendix 1 to the Prospectus. The reference in Appendix 1 of the Prospectus to investment on these markets in equity securities only will not apply. See “Russian Markets Risk” hereunder. The Fund will not have any particular sectoral or industry focus.

Emerging market countries are generally countries included in the MSCI Emerging Markets Index (the “Index”). The Index is a free float-adjusted market capitalisation index designed to measure equity market performance in the global emerging markets. Further information in respect of the emerging market countries in which the Fund will invest is available on request from the Distributor.

As part of integrating environmental, social and governance (“**ESG**”) factors and sustainability risk into its investment process as well as responding to European legal developments and investor preferences with regard to investing in companies directly involved in the development, production, maintenance or trade of so-called “controversial weapons,” the Fund has adopted a policy of excluding such investments from its portfolio. Controversial weapons include, without limitation, the following categories: anti-personnel mines, cluster munitions, biological and chemical weapons, white phosphorus, depleted uranium ammunition and nuclear weapons and such other weapons as may from time to time be deemed controversial weapons by the Investment Adviser without notice to shareholders. The Fund uses a third-party service provider to identify and avoid such investments. In addition, the Fund will exclude investments based on criteria consistent with the UN Global Compact (see below) and the Norges Bank exclusion list. In terms of which companies are excluded, the Fund will give consideration to the severity of company behaviour, pervasiveness within and/or materiality to the business, and management’s responsiveness to the issues. Further information in respect of the integration of sustainability risks in relation to the Company is included in the section of the Prospectus headed “Disclosures under the Sustainable Finance Disclosure Regulation”.

The Investment Adviser believes that as sustainability issues are sources of long-term risk and return, the integration of sustainability risks as outlined above may assist in enhancing the returns of the Fund over the long term.

### **UN Global Compact**

As set out above, the Investment Adviser will exclude investments based on criteria consistent with the UN Global Compact and its ten principles (as detailed below) and its underlying conventions and treaties. This process focuses on the most severe controversies and incidents related to violations of human rights, labour rights, the environment and corruption.

The ten principles of the Global Compact are:

#### **Human Rights**

Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and

Principle 2: Make sure that they are not complicit in human rights abuses.

#### **Labour**

Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

Principle 4: The elimination of all forms of forced and compulsory labour;

Principle 5: The effective abolition of child labour; and

Principle 6: The elimination of discrimination in respect of employment and occupation.

#### **Environment**

Principle 7: Businesses should support a precautionary approach to environmental challenges<sup>1</sup>;  
Principle 8: Undertake initiatives to promote greater environmental responsibility; and  
Principle 9: Encourage the development and diffusion of environmentally friendly technologies.

### **Anti-Corruption**

Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

### **Norges Bank Exclusion List**

As set out above, the Investment Adviser will exclude investments in companies based on criteria consistent with the Norges Bank exclusion list. The Norges Bank exclusion list includes companies which produce weapons that violate fundamental humanitarian principles through their normal use, companies which produce tobacco and companies which sell weapons or military materiel to specified states. Companies may be put under observation or excluded if there is an unacceptable risk that the company contributes or is responsible for the following: (a) serious or systematic human rights violations (e.g. murder, torture, deprivation of liberty and forced labour); (b) serious violations of the rights of individuals in situations of war or conflict; (c) severe environmental damage; (d) acts or omissions that on an aggregate company level lead to unacceptable greenhouse gas emissions; (e) gross corruption; and (f) other particularly serious violations of fundamental ethical norms.

In considering whether a company should be placed on the Norges Bank exclusion list, factors such as the probability of future norm violations, the severity and extent of the violations and the connection between the violation and the company are taken into account. The actions of the company in reducing the risk of future violations within a reasonable time frame are also be considered.

A public list of companies included on the Norges Bank exclusion list is available at the following website: <https://www.nbim.no/en/responsibility/exclusion-of-companies/>

While the criteria may seem straightforward, investors should be aware that from time to time borderline cases arise where it is unclear whether a potential investment should be rejected or not or a current investment divested or not. In such cases, the Investment Adviser retains the right to exercise its best judgement.

The Investment Adviser's investment team monitors all investments in the Fund and receives reports on the compliance of its investee companies. In the event that the activities of a company in which the Fund has invested are reported to have changed, or if additional information becomes available such that the investment is considered to breach the above criteria, the Investment Adviser will consider whether to dispose of an existing investment and will have full discretion in relation to same. When disposing of an asset under such circumstances the Investment Adviser endeavours to dispose of the asset for the best price it reasonably can, taking into account liquidity and other market forces. It is possible therefore that disposal of such an investment could extend over a period of time.

The Fund will not take short positions.

**At least 51% of the Fund's Net Asset Value will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.**

Pending investment of subscription proceeds or where market or other factors so warrant, the Fund may, subject to the investment restrictions set out in the Prospectus, hold cash and/or ancillary liquid

---

1. *This principle requires that where there are threats of serious or irreversible damage, lack of full scientific certainty shall not be used as a reason for postponing cost-effective measures to prevent environmental degradation. For further information, please see <https://www.unglobalcompact.org/what-is-gc/mission/principles>*

assets such as money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers' acceptances) and cash deposits.

The Fund may invest in depositary receipts which are securities issued by a financial institution that evidence ownership interests in a security or pool of securities deposited with the financial institution. This may include, but is not limited to, American Depositary Receipts ("ADRs"), Global Depositary Receipts ("GDRs") and Non-Voting Depositary Receipts ("NVDRS"). In the case of the Fund, the ADRs, GDRs and NVDRS will evidence ownership in equity securities of emerging market issuers.

In accordance with the UCITS Regulations, no more than 10% of the Fund's net assets will be invested in transferable securities which are not listed or traded on a Recognised Market.

To the extent that any assets of the Fund are not invested in emerging markets countries, the Fund may invest such assets in a diversified portfolio of all types of equity securities listed, traded or dealt on Recognised Markets in developed markets and in investment grade and comparable unrated debt securities, including fixed or floating corporate bonds and other short-term securities, commercial paper and U.S. and non U.S. government debt obligations, denominated in USD and other currencies, listed, traded or dealt on Recognised Markets in developed markets.

The Fund may invest in open-ended collective investment schemes, which provide exposure to common stocks, as well as other equity securities, of companies in emerging market countries. Investment in aggregate in collective investments schemes and investment in any one collective investment scheme will not exceed 10% of the Net Asset Value of the Fund. The Fund may invest in exchange-traded funds, which are typically open-ended funds or unit investment trusts, listed on a Recognised Market, and where such exchange-traded funds are classified as collective investment schemes, such investment will be subject to the limit set out in the preceding sentence.

The Fund's assets may be denominated in a number of different currencies. Exchange rates may fluctuate significantly over short periods of time causing the Fund's Net Asset Value to fluctuate as well. Save as specified below in respect of forward contracts and spot contracts, the Investment Adviser has no current intention to hedge the currency risk in the Fund. Costs are incurred in connection with conversions between various currencies.

There is no limit on the amount which the Fund may invest in warrants.

Investments in emerging market countries can be considered speculative, and therefore may offer higher potential for gains and losses than investments in developed markets of the world. **An investment in a fund which invests in emerging markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See "SPECIAL CONSIDERATIONS AND RISK FACTORS - Emerging Markets" in the Prospectus, as well as the risks disclosed herein.

**Investors should note that there can be no guarantee that the Fund will achieve its investment objective. Where sales charges are imposed, the difference between the cost of purchase of Shares and their redemption price may mean that an investment should be viewed as medium to long term.**

**Risk factors for an investor in the Fund to consider are set out under "Special Considerations and Risk Factors" in the Prospectus and herein.**

The Fund will invest in transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under "Investment Objectives and Policies" in the Prospectus. Save as outlined herein, it is not the current intention of the Company to employ derivative instruments for efficient portfolio management purposes or for investment purposes. It is not the current intention to enter into repurchase and reverse repurchase agreements, or securities lending agreements. If it is proposed to review this matter at any time in the future, the Directors of the Company will notify the Central Bank in advance, and will submit an updated risk management process to the Central Bank in accordance with the Central Bank UCITS Regulations prior to the Company engaging in using such other derivatives for efficient portfolio management purposes and/or for investment purposes on behalf of the Fund, and shall update this Supplement to reflect the change of intention.

The Fund is actively managed in reference to the Index. The Fund does not intend to track the Index. The Investment Adviser has discretion in its choices of investments and is not constrained in its selection of its investments by the Index save that the Investment Adviser may place parameters on country and country-sector weights relative the Index. These parameters may change from time to time. The Investment Adviser may also set expected volatility and tracking error parameters relative to the Index which may be subject to change. The Fund may invest in instruments which are not included in the Index, although it is generally expected that a significant portion of its investments will be constituents of the Index at any given time.

**Investors should note that the Fund may or may not use currency forward contracts and spot contracts to hedge currency exposure arising from the Fund's investments in assets denominated in currencies other than the Base Currency but currently intends to do so only to a very limited extent to hedge currency exposure between trade and settlement date. The Fund will not be leveraged over 100% of its net assets. The global exposure of the Fund will be calculated through the use of the commitment approach. With respect to the use of the above financial derivative instruments for these purposes, a risk management process which enables the Company to accurately measure, monitor and manage the various risks associated with financial derivative instruments has been submitted to the Central Bank in accordance with the Central Bank UCITS Regulations.**

#### **Risks associated with Forward Currency Contracts**

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist.

#### **Economic and Political Risks**

The economies of individual emerging market countries may differ favourably or unfavourably from the economy in industrialised countries in such respects as growth of gross domestic product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency, accounting standards and balance of payments position. Further, the economies of emerging market countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade.

With respect to any emerging market country, there is the possibility of nationalisation, expropriation or confiscatory taxation, political changes, government regulation, social instability or diplomatic developments (including war) which could affect adversely the economies of such countries or the value of the Fund's investments in those countries. In addition, it may be difficult to obtain and enforce a judgment in a court in those countries.

#### **Securities Markets of Emerging Markets Countries**

Trading volume in the securities markets of emerging markets countries is substantially less than that in industrialised countries. Further, securities of some companies in emerging markets are less liquid and more volatile than securities of comparable companies in industrialised countries. As a result, obtaining prices or portfolio securities from independent sources may be more difficult. In addition, brokerage expenses and other transaction costs generally are higher in emerging market countries than in industrialised countries. Securities markets, broker-dealers, and issuers in emerging markets generally are subject to less government supervision and regulation than in industrialised countries. Further, disclosure and reporting requirements are minimal and anti-fraud and insider trading legislation is generally rudimentary.

#### **Settlement Mechanisms/Custodial Risk**

The stock markets in emerging markets generally have settlement mechanisms that are less developed and reliable than those in more developed countries. In certain markets there have been times when settlements have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Delays in settlement could result in temporary periods when assets of the Fund are uninvested and no return is earned thereon. The inability of the Fund to make intended purchases due to settlement problems could cause it to miss attractive investment opportunities. Inability to dispose of securities due to settlement problems could result either in losses to the Fund due to subsequent declines in value of the security or, if it has entered into a contract to sell the security it could result in a possible liability of it to the purchaser. While the Fund will endeavour to ensure that it will not invest in a market, fund, or sub-fund unless adequate custodial arrangements are available, there is no assurance that settlement delays or difficulties will not occur. Delays in settlement may affect the ability of the Fund to invest its assets or to liquidate positions in a timely manner.

Lack of adequate custodial systems in some emerging market countries may prevent investment in a given country or may require the Fund to accept greater custodial risks than in developed countries in order to invest in such countries. In addition, the legal infrastructure and accounting, auditing and reporting standards in emerging market countries in which the Fund may invest may not provide the same degree of information to investors as would generally apply in more developed markets. In particular, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liabilities and consolidation may be treated differently from accounting standards in more developed markets.

As the Fund may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Fund which are traded in such markets and which have been entrusted to sub-custodians where the use of such sub-custodians is necessary, may be exposed to the risk that loss will be suffered by the Fund or its Shareholders in circumstances where the Depositary has no liability because it has exercised due care and diligence in appointing such sub-custodians.

### **Investment and Repatriation Restrictions; Exchange Controls**

Some emerging market countries impose substantial restrictions on investments in their financial markets, especially equity markets, by foreign investors. These restrictions may include a requirement of governmental approval, a limitation on the amount of investment in a company or in a market as a whole, or a prohibition on foreigners owning particular securities. Countries also may prohibit foreign investment in particular sectors, such as the media, telecommunications or financial sectors.

Some emerging markets now or in the future may impose limitations on the ability of foreign investors to repatriate investment income or the proceeds from the sale of securities. These countries also may limit the Fund's ability to exchange income or proceeds USD or other freely convertible currencies.

### **Foreign Taxation**

With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of cash or other assets of the Fund, political or social instability or diplomatic developments that could affect investments in those countries.

### **Risks of Emerging Markets Investing**

The Fund, through its equity investments in emerging markets securities, invests in emerging markets throughout the world. As a result, the Fund is subject to risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the USD and the various foreign currencies in which the Fund's investments will be denominated, and costs associated with conversion of investment principal and income from one currency into another and (ii) the possible imposition of withholding taxes on income received from or gains with respect to such securities. In addition, certain of these capital markets involve certain factors not typically associated with investing in established securities markets, including risks relating to (i) differences between markets, including potential price volatility in and relative illiquidity of some foreign securities markets, (ii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation and (iii) certain economic and political risks, including potential exchange

control regulations and potential restrictions on foreign investment and repatriation of capital. The currency risk noted above is in addition to any currency risk attributable to the currency risk borne by GBP Shares of the Fund, which is further explained under “Share Currency Designation Risk” below, such GBP Shares are subject to the variances in the rate of exchange between the USD and GBP because the Base Currency of the Fund is the USD.

### **Russian Markets Risk**

There are significant risks inherent in investing in Russia. There is no history of stability in the Russian market and no guarantee of future stability. The economic infrastructure of Russia is poor and the country maintains a high level of external and internal debt. Tax regulations are ambiguous and unclear and there is a risk of imposition of arbitrary or onerous taxes. Banks and other financial systems are not well developed or regulated and as a result tend to be untested and have low credit ratings. Bankruptcy and insolvency are a commonplace feature of the business environment. Foreign investment is affected by restrictions in terms of repatriation and convertibility of currency.

The concept of fiduciary duty on the part of a company’s management is generally non-existent. Local laws and regulations may not prohibit or restrict a company’s management from materially changing the company’s structure without shareholder consent. Foreign investors cannot be guaranteed redress in a court of law for breach of local laws, regulations or contracts. Regulations governing securities investment may not exist or may be applied in an arbitrary and inconsistent manner.

Equity securities in Russia are issued only in book entry form and ownership records are maintained by registrars who are under contract with the issuers. Although a Russian sub-custodian will maintain copies of the registrar’s records (“Share Extracts”) on its premises, such Share Extracts may not, however, be legally sufficient to establish ownership of securities. Further a quantity of forged or otherwise fraudulent securities, Share Extracts or other documents are in circulation in the Russian markets and there is therefore a risk that the Fund’s purchases may be settled with such forged or fraudulent securities.

### **American Depositary Receipts, Global Depositary Receipts and Non-Voting Depositary Receipts**

The Fund may purchase sponsored or unsponsored ADRs, GDRs and NVDRs (collectively “Depositary Receipts”) typically issued by a bank or trust company which evidence ownership of underlying securities issued by a foreign corporation. Generally, Depositary Receipts in registered form are designed for use in the U.S. securities market and Depositary Receipts in bearer form are designed for use in securities markets outside the United States. Depositary Receipts may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. Depositary Receipts may be issued pursuant to sponsored or unsponsored programs. In sponsored programs, an issuer has made arrangements to have its securities traded in the form of Depositary Receipts. In unsponsored programs, the issuer may not be directly involved in the creation of the program. Although regulatory requirements with respect to sponsored and unsponsored programs are generally similar, in some cases it may be easier to obtain financial information from an issuer that has participated in the creation of a sponsored program. Accordingly, there may be less information available regarding issuers of securities underlying unsponsored programs and there may not be a correlation between such information and the market value of the Depositary Receipts.

### **Share Currency Designation Risk**

A number of Classes of Shares of the Fund are designated in currencies other than the Base Currency. Changes in the exchange rate between the Base Currency and the relevant currency in which a Class is designated may lead to a depreciation of the value of such Shares. The Fund will not attempt to mitigate this currency risk.

**In the case of non-USD Shares, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole, however, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant Shareholder to bear the cost of the conversion.**

## Profile of a Typical Investor

The Fund is suitable for long-term investors who are looking to receive capital appreciation by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but can be less depending upon individual risk profiles.

---

### INVESTMENT ADVISER

---

The Manager has appointed Parametric Portfolio Associates, LLC, 1918 Eighth Avenue, Suite 3100, Seattle, WA 98101, USA (“PPA” or the “Investment Adviser”) as sole investment adviser to the Fund. PPA has been actively involved in the investment advisory business since 1987. PPA is an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

The Investment Advisory Agreement dated 30 September 2021 between the Company, the Manager and the Investment Adviser, as may be amended from time to time (the “Investment Advisory Agreement”), provides that neither the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Investment Adviser of its obligations and duties under the Investment Advisory Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Adviser and its directors, officers, employees and agents, arising from or in connection with the performance of its obligations and duties under the Investment Advisory Agreement in the absence of any such negligence, wilful default, bad faith or fraud by the Investment Adviser in the performance of its duties under the Investment Advisory Agreement or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Advisory Agreement may be terminated by any party thereto upon ninety (90) days' prior written notice. In addition, the Investment Advisory Agreement may be terminated immediately by one of the parties if: (i) any other party commits any material breach of the agreement or commits persistent breaches of the agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the notice being served upon the defaulting party requiring it to remedy same; (ii) any other party is unable to perform its duties under the Agreement due to any change in law or regulatory practice; (iii) any other party is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) any other party is the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) any other party has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) any other party is the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or (vii) any other party is the subject of a court order for its winding up or liquidation. The Investment Advisory Agreement shall also terminate automatically on termination of the Management Agreement.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the Index. Any change in the use of the Index will be disclosed to Shareholders via the Accounts.

---

## HOW TO BUY SHARES

---

**Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Manager or the Distributor for a list of the Classes of Shares available to them.**

All launched Share Classes of the Fund will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in “FEES AND EXPENSES” below.

All unlaunched Share Classes of the Fund will be made available for subscription at the initial price of USD 10, GBP 10, EUR 10, JPY 1,000, CHF 10, AUD 10, CAD 10 or SGD 10, DKK 10, NOK 10 or SEK 10 per Share from 9:00 am (New York time) on 2 October 2021 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 30 March 2022 or, in respect of each Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of each such Class of Shares, if no application has been received for such Class by 4:00 p.m. (New York time) on 30 March 2022, such other date as the Directors may determine and notify to the Central Bank (the “Closing Date”), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Class of Shares will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in the “FEES AND EXPENSES” below.

The Shares issued by the Company will have various characteristics and investor eligibility requirements as set out below

### Share Classes and their eligibility

Share Class	Eligibility
<b>Class A</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class C</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class I</b>	Offered primarily for direct investment by institutional investors such as pension funds, sovereign wealth funds, foundations, charities and official institutions. It may also be offered through certain financial intermediaries who have entered into a written agreement with the Distributor to offer such shares.
<b>Class M</b>	Offered primarily by financial intermediaries who charge such clients an ongoing fee for advisory, investment, consulting or similar services.
<b>Class P</b>	Available for investment by the following types of investors: (i) financial intermediaries (including institutional investors) that are prohibited by local laws or regulations applicable to them to receive and/or retain any rebate/commission; (ii) distributors providing portfolio management and investment advice on an independent basis (as defined by MiFID II) within the EU; or (iii) distributors providing non-independent advice (as defined by MiFID II) within the EU who have agreed with their clients not to receive and retain any rebate/commission.
<b>Class Z</b>	Only available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Details in respect of the Share Classes are set out in the tables below:

	Class A	Class C	Class I	Class M	Class P	Class Z
<b>Management Fee</b>	1.65%	1.90%	0.55%	0.90%	0.80%	N/A
<b>Initial Dealer Mark Up<sup>1</sup></b>	Max. 5%	N/A	N/A	N/A	N/A	N/A
<b>Base Currency of the Fund</b>	USD	USD	USD	USD	USD	USD
<b>Other Currencies Available as Unhedged</b>	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK
<b>Accumulation Shares</b>	Yes	Yes	Yes	Yes	Yes	Yes
<b>Distribution Shares</b>	Yes (Annual)					
<b>Contingent Deferred Sales Charge (CDSC)<sup>2</sup></b>	N/A	1.00%	N/A	N/A	N/A	N/A

<sup>1</sup> Investors may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer.

<sup>2</sup> Subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES – Contingent Deferred Sales Charge"

Share Class	Currency	Minimum Initial Subscription	Minimum Subsequent Subscription
Class A	U.S. Dollar (USD)	USD 1,000	USD 100
	Sterling (GBP)	GBP 1,000	GBP 100
Class C	Euro (EUR)	EUR 1,000	EUR 100
Class M			
Class P	Japanese Yen (JPY)	JPY 150,000	JPY 15,000
	Swiss Franc (CHF)	CHF 1,000	CHF 100

	Singapore Dollar (SGD)	SGD 1,000	SGD 100
	Australian Dollar (AUD)	AUD 1,000	AUD 100
	Canadian Dollar (CAD)	CAD 1,000	CAD 100
	Danish Krone (DKK)	DKK 10,000	DKK 1,000
	Norwegian Krone (NOK)	NOK 10,000	NOK 1,000
	Swedish Krona (SEK)	SEK 10,000	SEK 1,000
Class I	U.S. Dollar (USD)	USD 5 million	USD 1,000
	Sterling (GBP)	GBP 5 million	GBP 1,000
	Euro (EUR)	EUR 5 million	EUR 1,000
	Japanese Yen (JPY)	JPY 500 million	JPY 100,000
	Swiss Franc (CHF)	CHF 5 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 5 million	SGD 1,000
	Australian Dollar (AUD)	AUD 5 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 5 million	CAD 1,000
	Danish Krone (DKK)	DKK 10 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 10 million	NOK 10,000
	Swedish Krona (SEK)	SEK 10 million	SEK 10,000
Class Z	U.S. Dollar (USD)	USD 10 million	USD 1,000
	Sterling (GBP)	GBP 10 million	GBP 1,000
	Euro (EUR)	EUR 10 million	EUR 1,000
	Japanese Yen (JPY)	JPY 1,000 million	JPY 100,000
	Swiss Franc (CHF)	CHF 10 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 10 million	SGD 1,000
	Australian Dollar (AUD)	AUD 10 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 10 million	CAD 1,000
	Danish Krone (DKK)	DKK 20 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 20 million	NOK 10,000

	Swedish Krona (SEK)	SEK 20 million	SEK 10,000
--	---------------------	----------------	------------

### Share Class Naming Conventions

Share Class names are structured as follows: Share Class + one or more suffixes, as appropriate. All of these elements are explained below.

Class	Type	If applicable, Distribution Frequency	Currency	If applicable, Hedged or Unhedged
Class I	Inc	(A)	GBP	(U)

1

2

3

4

5

**1. Share Class:** One of the Share Classes shown in the tables above.

**2. Dividend Policy:** Share Classes can be made available as Accumulation and/ or Income Shares. Classes which declare dividends (Income Classes) are designated as “Inc” in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as “Acc” in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

**3. Dividend Frequency:** Indicates how often a dividend is normally paid.

An annual dividend frequency will be designated with “(A)”

Details in respect of the dividend policy are set out in the section headed “Dividend Policy” below.

**4. Currency Code:** All Share Classes include a three-letter code that indicates the Share Class Currency, which may or may not be the same as the Base Currency of the Sub-Fund.

**5. Hedging Policy:** Non-USD Classes will not be hedged back to the Base Currency. Investors in non-USD denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund.

**In the case of non-USD Shares, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Notwithstanding the foregoing, an investor may invest in Class I Shares in an initial subscription amount which does not meet or exceed the relevant initial subscription as set out above, provided that such investor undertakes to subscribe at least the minimum initial subscription for that Share Class over a reasonable period, not to exceed 1 year, and the total subscription is anticipated by the Investment Adviser, the Manager or the Distributor to reach such level within such time period. Where a Class I Shares Shareholder fails to subscribe at least the minimum initial subscription for the relevant Share Class within such time period, the Class I Shares, as the case may be, held by such Shareholder may, at the discretion of the Directors, be converted without prior notice to the relevant Shareholder to Class A Shares or Class M Shares respectively. Also, an investor who invests in Class A Shares or Class M Shares and subsequently reaches the Class I Shares minimum may, at their request and at the sole discretion of the Directors, be converted to the Class I Shares, as appropriate, but may, at the sole discretion of the Directors and without prior notice to the relevant Shareholder, be converted back to the Class A Shares or Class M Shares if the investor’s total holding subsequently falls below the Class I

Shares minimum, as the case may be. Investors are cautioned that such conversions, whether voluntary or involuntary, may be taxable events in certain jurisdictions and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of USD 1,000 (or its foreign currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the "NYSE") (normally at 4:00 p.m., New York time) (the "Dealing Deadline") will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the receipt and acceptance of a subscription order (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund.

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form (and supporting documentation in relation to money laundering prevention checks) initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form (and supporting documentation in relation to money laundering prevention checks) by post to the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited

power to receive orders prior to the relevant Dealing Deadline. An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already received a duly completed application form by mail, subsequent applications may be made by fax, by electronic communication or by telephone provided that in the case of telephone applications or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or by electronic communication. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that applications received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares, the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above. Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

**Class A Shares.** An investor who purchases Class A Shares of the Fund are not subject to a contingent deferred sales charge ("CDSC") but may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investors will also be subject to an ongoing management fee as described in "FEES AND EXPENSES" below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class C Shares.** An investor who purchases Class C Shares is not subject to an initial dealer mark-up but is subject to a CDSC as described below (see under "How to Redeem Shares – Contingent Deferred Sales Charge"). Such investors will also be subject to an ongoing management fee as described in "FEES AND EXPENSES" below. Class C Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class I Shares.** An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in "FEES AND EXPENSES" below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class M Shares.** An investor who purchases Class M Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in "FEES AND EXPENSES" below. Class M Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class P Shares.** An investor who purchases Class P Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class P Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class Z Shares.** An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

A number of the Classes of Shares of the Fund have obtained UKRS status to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company’s website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will continue to qualify for UKRS status or that the Directors will continue to seek such status in respect of any Class. Please see the section headed “TAXATION – UNITED KINGDOM” in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

---

## HOW TO REDEEM SHARES

---

**Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or, in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Any amendments to a Shareholder’s registration details or payment instructions will only be effected on receipt of original documentation.

**In the case of non-USD Shares, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

**Redemption by Mail, Facsimile or Electronic Communication.** Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption request or an electronic redemption request, must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests, at the address, fax number or email address (as relevant), specified in the application form not later than the Dealing Deadline on the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Dealing Deadline on a Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

**Redemption by Telephone.** Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that redemption requests received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Dealing Deadline but received by the Administrator or the Company after the Dealing Deadline will be processed at the price determined on the next Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will normally be paid within three (3) Business Days of, and will be paid no later than ten (10) Business Days after, the Dealing Deadline on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depositary; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

**Contingent Deferred Sales Charge (CDSC).** Where an investor purchases Class C Shares, the Manager or the Distributor pays an initial dealer mark-up charge of 1.00% of the amount invested to the dealer. Class C Shares are subject to a CDSC of 1.00%, payable by the investor to the Manager or the Distributor, on certain redemptions made at the request of the Shareholder within one year of purchase. The CDSC is calculated based on the lower of the Net Asset Value at the time of purchase or the time of redemption. Shares acquired through the reinvestment of distributions are exempt. Provided that

the financial intermediary supplies the Company with the necessary data, redemptions are made first from Shares in the account which are not subject to a CDSC.

In calculating a CDSC upon the redemption of Shares acquired in an exchange, the Shares are deemed to have been acquired at the time of the original purchase of the exchanged Shares and the CDSC schedule applicable to the exchanged Shares will apply to the acquired Shares.

Class C Shares are subject to the following CDSC schedule:

<b>Age of Shares Redeemed</b>	<b>CDSC %</b>
Less than one year	1.0

The CDSC fees for Class C Shares may be waived from time to time should the Manager and/or Distributor so determine.

**For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

---

## **HOW TO EXCHANGE OR TRANSFER SHARES**

---

Shareholders may, on any Dealing Day, exchange Shares in the Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter – e.g. A, C, I, M or P) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, Shareholders may exchange Shares in Class category A in the Fund or any other Sub-Fund offering Shares in Class category A for Shares in Class category I in the Fund or any other Sub-Fund offering Shares in Class category I without the consent of the Directors (subject to the minimum subscription requirements applicable to the Shares of Class category I being complied with). In addition, where requested, exchanges of Shares of Class category A in the Fund for Shares in Class category M in the Fund or in any other Sub-Fund offering Shares in Class category M may be permitted in the sole discretion of the Directors. In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors. Notwithstanding the above, exchange of Class Z Shares for Shares in the same Class category in the same or any other Sub-Fund may only be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the relevant Class of the applicable Sub-Fund. Exchange requests for Shares must be made through the Administrator. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that exchange requests placed through them are transmitted onwards to the Administrator on a timely basis.

Shares may be exchanged by telephone by an investor provided the investor has not disclaimed in writing the use of the privilege. Such exchanges can be effected by calling the Company, c/o the Administrator, at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to 4:00 p.m. (New York time). Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of exchange instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded. In times of drastic economic or market changes, technological failure or power interruption, a telephone redemption may be difficult to implement and the right to redeem by telephone may be suspended.

Shareholders may exchange Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shares may be exchanged by electronic communication by an investor provided the investor has not disclaimed in writing the use of the privilege.

Certain intermediaries or dealers may charge a conversion fee on the value of Shares to be converted and Shareholders should contact their intermediaries or dealers for details of any such fee prior to conversion. Any such fee will be paid by the Shareholder to the intermediary or dealer and will not be received by the Company or the Manager. No exchange fee will be charged by the Company or the Manager.

No CDSC is imposed on exchanges. For purposes of calculating the CDSC upon the redemption of Shares acquired in an exchange, the CDSC schedule applicable to the Shares at the time of purchase will apply and the purchase of Shares acquired in one or more exchanges is deemed to have occurred at the time of the original purchase of the exchanged Shares.

Exchanges, transfers and conversions, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

**For additional information concerning exchanges and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed “Taxation” in the Prospectus.

---

#### **DIVIDEND POLICY**

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends annually, on the last Business Day of December of each year, or such other date as the Directors may determine and notify in advance to Shareholders (the “Distribution Date”), out of the net income of the Income Classes. It is not currently intended to declare dividends out of capital gains for these Classes. Dividends which are declared annually will be reinvested or, if requested by the Shareholder in the relevant Shareholder’s application, be paid annually by electronic transfer to the account specified in the relevant Shareholder’s application form. All such payments to Shareholders will be made within 10 Business Days of the Distribution Date.

The Directors currently intend that all income and gain attributable to the Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

---

---

## FEES AND EXPENSES

---

### MANAGEMENT FEES

The Company will pay the Manager management fees per annum of the average daily Net Asset Value of the Fund attributable to each Share Class, based on the amount outlined in the table below. The management fees shall accrue daily and be payable quarterly in arrears on the last Dealing Day of each quarter in USD.

	Class A	Class C	Class I	Class M	Class P	Class Z
Management Fee	1.65%	1.90%	0.55%	0.90%	0.80%	N/A

The Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

### All Classes

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

### ADMINISTRATION FEES

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of USD 50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to USD 5,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be USD 5,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of three one-hundredths of one per cent (0.03%) of the total average daily net assets of the Company is payable to the Administrator, with a service charge annual minimum of USD 150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree.

The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

## **CUSTODY FEES**

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of USD 18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees, and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

## **THE INVESTMENT ADVISER**

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

## **THE DISTRIBUTOR**

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund ("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, will be paid quarterly in arrears, and will not be paid directly by the Company.

The Distributor or the Manager may, out of its fee, pay a service fee in respect of Class P Shares to platform providers where such provider has entered into a written agreement with the Distributor or the Manager.

## **SALES CHARGE**

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

## **REDEMPTION CHARGES**

Class C Shares are subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES" above.

## **OPERATING EXPENSES**

Certain costs and expenses incurred in the operation of the Fund will also be borne out of the assets of the Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; expenses for third-party service providers relating to assisting the Fund implement and comply with its policy of exclusion of controversial weapons and other exclusions from its portfolio (such expenses shall be at normal commercial rates), printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings

of Shareholders and proxy solicitations therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Sub-Fund, by a partial waiver of their fees where necessary, so that that the total expense ratio (“TER”) in respect of Class A Shares will not exceed 1.90% of Net Asset Value annually. The TER in respect of Class C Shares will not exceed 2.15% of Net Asset Value annually. The TER in respect of Class M Shares will not exceed 1.15% of Net Asset Value annually. The TER in respect of Class P Shares will not exceed 1.05% of Net Asset Value annually. The TER in respect of Class I Shares will not exceed 0.80% of Net Asset Value annually. The TER in respect of Class Z Shares will not exceed 0.25% of Net Asset Value annually. The voluntary TER cap relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. This subsidy may be discontinued at any time at the discretion of the Manager/Investment Adviser, as relevant, on notice to the Shareholders, and the Supplement will be updated accordingly.

**In the case of non-USD Shares, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole, however, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant Shareholder to bear the cost of the conversion.**

**Investors should refer to the “Fees and Expenses” section of the Prospectus for Directors’ fees and any other fees that may be payable and which are not specifically mentioned here.**

---

## CANADIAN INVESTORS

---

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

## THE OFFERING IN CANADA

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

## CANADIAN INVESTOR REPRESENTATIONS

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled "Resale Restrictions" and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;
- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;
- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an "accredited investor" as such term is defined in section 1.1 of National Instrument 45-106 ("NI 45-106") or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the "Ontario Act"), and a "permitted client" as such term is defined in section 1.1 of National Instrument 31-

103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);

- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
  - (i) the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
  - (ii) the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;
  - (iii) acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor’s name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
  - (iv) it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and
  - (v) where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (i) if an individual, the investor acknowledges and agrees that:
  - a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor’s name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the “Personal Information”);

- b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
- c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
- d. the following officials can answer questions about the indirect collection of the Personal Information:

<p>Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314 Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122 Email: <a href="mailto:exemptmarketfilings@osc.gov.on.ca">exemptmarketfilings@osc.gov.on.ca</a> Public official contact regarding indirect collection of information: Inquiries Officer</p>	<p>British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: 604-899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: 604-899-6581 Email: <a href="mailto:FOI-privacy@bcsc.bc.ca">FOI-privacy@bcsc.bc.ca</a> Public official contact regarding indirect collection of information: FOI Inquiries</p>
<p>Alberta Securities Commission Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 Toll free in Canada: 1-877-355-0585 Facsimile: 403-297-2082 Public official contact regarding indirect collection of information: FOIP Coordinator</p>	<p>The Manitoba Securities Commission 500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330 Public official contact regarding indirect collection of information: Director</p>
<p>Autorité des marchés financiers 800, rue du Square-Victoria, 22e étage C.P. 246, tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-864-6381 (For privacy requests only) Email: <a href="mailto:fonds_dinvestissement@lautorite.qc.ca">fonds_dinvestissement@lautorite.qc.ca</a> (For investment fund issuers) Public official contact regarding indirect collection of information: Corporate Secretary</p>	

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

## NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;

- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;
- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:
  - i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);
  - ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);
  - iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);
  - iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and
  - v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

## **RESALE RESTRICTIONS**

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

## **TAXATION AND ELIGIBILITY FOR INVESTMENT**

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

# **EATON VANCE**

## **INTERNATIONAL (IRELAND) GLOBAL MACRO FUND**

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

**SUPPLEMENT DATED 13 DECEMBER 2021**

**TO THE PROSPECTUS DATED  
13 DECEMBER 2021**

### **MANAGER**

### **MSIM FUND MANAGEMENT (IRELAND) LIMITED**

This Supplement forms part of, and should be read in the context of, and together with the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Global Macro Fund (the “Fund”) which is a separate portfolio of the Company.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## CONTENTS

	<b>Page No</b>
Definitions .....	117
Investment Objective and Policies.....	117
How to Buy Shares .....	125
How to Redeem Shares .....	132
How to Exchange or Transfer Shares .....	134
Dividend Policy .....	135
Fees and Expenses .....	136
CANADIAN INVESTORS .....	138

---

## DEFINITIONS

---

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, “Dealing Day” shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, “Valuation Point” shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a “Recognised Market” means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

The Base Currency for the Fund shall be U.S. Dollars (“USD”) or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as the “Eaton Vance Global Macro Fund” in certain marketing materials, advertisements, fund information websites or other publications.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

**The Fund may invest principally in financial derivative instruments.**

---

## INVESTMENT OBJECTIVE AND POLICIES

---

The investment objective of the Fund is to deliver a positive absolute return in all market conditions, in the form of income plus capital appreciation over a rolling three-year period.

The Fund is actively managed and seeks to achieve its objective through exposure to currencies, and U.S. and non-U.S. interest rates and issuers. Such exposure may be achieved by investing in securities and other instruments, including, debt securities (which may be fixed and/or floating rate and rated or unrated) issued by governments of both developed and emerging market countries or their subdivisions, government agencies and government-sponsored enterprises, mortgage-backed securities and other asset-backed securities, units in open and closed-ended collective investment schemes, inflation-indexed bonds issued by both governmental, quasi-governmental and/or corporate issuers, corporate debt securities (including, without limitation, convertible securities and corporate commercial paper), structured products which comply with the requirements set out in the Central Bank UCITS Regulations, deposits and participation notes (The Fund will invest no more than 10% of its Net Asset Value in participation notes. The issuers of the participation notes in which the Fund will invest will be special purpose vehicles or major investment banks and such participation notes will provide access to investments in emerging markets). The Fund may also achieve this exposure by investing primarily in derivative instruments as described in more detail below. The leverage and risk management process of the Fund are described under “Risk Management” below. The Fund will invest in securities which are traded or dealt on Recognised Markets worldwide. For the purposes of this Supplement, “Recognised Markets” shall include all of the recognised exchanges and markets listed in Appendix 1 to the Prospectus. In accordance with the UCITS Regulations, no more than 10% of the Fund’s net assets will be invested in securities which are not listed or traded on a Recognised Market.

The Fund will not have any particular sectoral or industry focus.

Subject to the UCITS Regulations and the Central Bank UCITS Regulations, the Fund may indirectly obtain exposure to commodities through investment in the derivative instruments referred to below.

The Fund may invest without limit in foreign currencies. The Fund's investments may be highly concentrated in a geographic region or country and typically a portion will be invested in emerging market countries, making them more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be. Emerging market countries for the purposes of investment by the Fund are defined to include any country which did not accede to (i.e., did not become a member of) the Organization for Economic Cooperation and Development (O.E.C.D.) prior to 1975 and Turkey. The Fund's diversification will comply with the UCITS Regulations. The Fund may invest up to 100% of its net assets in the securities of issuers of emerging market countries, which shall include, without limitation, issuers that conduct a substantial portion of their business in emerging market countries or are expected, in the opinion of the Investment Adviser, to do so in the future and issuers that alone or on a consolidated basis, in the opinion of the Investment Adviser, derive more than 30% of their annual revenue growth or operating or net profit growth from either goods produced, sales made or services performed in an emerging market country.

The Investment Adviser adjusts investments to take advantage of differences in securities, countries, currencies and credits based on its perception of various factors, including the most favourable markets, interest rates and issuers, the relative yield and appreciation potential of a particular country's securities, and the relationship of a country's currency to the USD. The Investment Adviser identifies countries and currencies where the Fund's investments will out-perform comparable investments in other countries and currencies and in many cases seeks to predict changes in economies, markets, political conditions, and other factors.

The Fund may invest up to 10% of its net assets in common stock and other equity securities listed, traded or dealt on Recognised Markets.

Other products managed by the Investment Adviser, with a similar investment strategy, have historically experienced relatively low volatility and the Investment Adviser anticipates that the Fund will also have relatively low volatility, however, no guarantee can be given as to the volatility of the Fund.

The Fund is actively managed in reference to the BofAML 3 Month Treasury Bills Index (the "**Index**"). The Fund does not intend to track the Index and is not constrained by it. The Index is used for performance comparison purposes only (as set out below) and the Fund will generally not hold any of the components of the Index.

The Fund may invest primarily in derivative instruments. Derivative instruments may be purchased or sold to enhance total return, to hedge against fluctuations in securities prices, interest rates or currency exchange rates, to change the duration of obligations held, to manage certain investment risks and/or as a substitute for the purchase or sale of securities or currencies. Transactions in derivative instruments may include: the purchase or sale of futures and forward contracts on securities, indices or other financial instruments or currencies, including, but not limited to: futures and forwards on U.S. and other government bills or bonds, stock index futures and forwards, interest rate futures and forwards, foreign currency futures, and deliverable and nondeliverable ("NDF") forward foreign currency exchange contracts; options on futures and forward contracts; exchange-traded and over-the-counter options on securities, indices or currencies; interest rate, total return swaps (the underlying reference assets of the total return swaps can be indices, single name equity or equity securities, custom baskets of equity securities or currencies) and credit default swaps; forward rate agreements; and credit linked notes and other similarly structured products, including, but not limited to, instruments that have a greater or lesser credit risk than the security underlying that instrument. The Fund may invest in warrants and may also receive warrants as a result of corporate actions. No more than 5% of the Net Asset Value of the Fund will be held in warrants.

The use of derivatives is highly specialized and engaging in derivative transactions for purposes other than hedging is speculative. Transactions in derivative instruments involve risks such as losses due to unanticipated adverse changes in prices, interest rates, index values or currency exchange rates; the inability to close out a position; default by or bankruptcy of the counterparty; imperfect correlation between a position and the desired hedge; tax constraints on closing out positions; and portfolio

management constraints on securities subject to such transactions. The loss on derivative instruments (other than purchased options) may substantially exceed the initial investment therein and may unfavorably impact investment performance. In addition, the Fund may lose the entire premium paid for purchased options that expire before they can be profitably exercised. Transaction costs are incurred in opening and closing positions in derivative instruments.

Forwards are individually negotiated and privately traded so they are dependent upon the creditworthiness of the counterparty. They are subject to the risk of a number of complex political and economic factors applicable to the countries issuing the underlying currencies. Furthermore, there is no systematic reporting of last sale information with respect to the foreign currencies underlying forwards. As a result, available information may not be complete.

Interest rate swaps involve the exchange by the Fund with another party of their respective commitments to pay or receive interest, e.g., an exchange of fixed rate payments for floating rate payments. Cross-currency swaps are interest rate swaps in which the notional amount upon which the fixed interest rate is accrued is denominated in one currency and the notional amount upon which the floating rate is accrued is denominated in another currency. The notional amounts are typically determined based on the spot exchange rate at the inception of the trade.

Credit default swap agreements ("CDS") enable the Fund to buy or sell credit protection on an individual issuer or basket of issuers. The Fund may enter into CDS to gain long or short exposure to sovereign bond markets. Long CDS positions are utilized to gain exposure to a sovereign bond market (similar to buying a bond) and are akin to selling insurance on the bond. Short CDS positions are utilized to short exposure to a sovereign bond market (similar to shorting a bond) and are akin to buying insurance on the bond. In response to recent market events, certain regulators have proposed regulation of the CDS market. These regulations may limit the Fund's ability to use CDS and/or the benefits of CDS. A credit linked note is a form of funded credit derivative whose cash flow is dependent upon an event which is linked to a credit event such as a default, or change in credit spreads or a rating change. CDS, credit linked notes and similarly structured products involve risks, including the risk that the counterparty may be unable to fulfill the transaction or that the Fund may be required to purchase securities to meet delivery obligations. The Fund may have difficulty, be unable or may incur additional costs to acquire such securities.

In addition to the above, the Fund may use all of the instruments and strategies set out in Appendix II to the Prospectus for efficient portfolio management. Without limitation to the foregoing, the Fund may, for the purposes of hedging (whether against currency exchange or interest rate risks or otherwise), enter into put and call options, spot and forward contracts, financial futures, stock and bond index futures contracts and securities lending agreements. In particular, the Fund may seek to hedge its investments against currency fluctuations which are adverse to its base currency by utilizing currency options, futures contracts and forward foreign exchange contracts. It is not the Fund's current intention to engage in repurchase agreements or reverse repurchase agreements.

The Fund will not take short positions.

The Fund may also from time to time make use of exchange traded stock index and other futures contracts for the purpose of efficient portfolio management to enable it to maintain the appropriate exposure to stock markets in accordance with the Investment Manager's recommended overall asset allocation. The use of exchange traded stock index and other futures contracts by the Fund will be subject to the conditions and limits laid down by the Central Bank under the UCITS Regulations.

The Investment Adviser will adjust investments and engage in active management techniques in an effort to take advantage of differences in securities, countries, currencies and credits based on its perception of various factors, including the most favourable markets, interest rates and issuers, the relative yield and appreciation potential of a particular country's securities, and the relationship of a country's currency to the USD. This strategy requires the Investment Adviser to identify countries and currencies where the Fund's investments will out-perform comparable investments in other countries and currencies and in many cases to predict changes in economies, markets, political conditions, and other factors. The success of this strategy involves the risk that the Investment Adviser's predictions may be untimely or incorrect.

In evaluating the debt securities issued by governments, government agencies and government-sponsored enterprises in which the Fund may invest, the Investment Adviser will integrate environmental, social and governance (“ESG”) criteria. The Investment Adviser, as part of its research and asset selection process in respect of debt securities, will consider the ESG issues in respect of each country and will carry out a qualitative analysis of each country, rating the ESG factors for each country based on information gathered by the research staff of the Investment Adviser, sub-adviser (if applicable) and/or their affiliates as well as third party sources. Such qualitative analysis will be supplemented by quantitative ESG scores attributed by the Investment Adviser to each country and the ESG scores allow for cross-country comparisons. As part of the Investment Adviser’s analysis, the Investment Adviser may have regard to ESG factors comprising ESG risks or opportunities likely to affect the financial condition or performance of the country over a long term investment horizon, including, without limitation, pollution/environmental/ecosystem health, risk of social unrest, human development, democracy and rights and freedoms. Further information in respect of the integration of sustainability risks in relation to the Company is included in the section of the Prospectus headed “Disclosures under the Sustainable Finance Disclosure Regulation”.

The Investment Adviser believes that as sustainability issues are sources of long-term risk and return, the integration of sustainability risks as outlined above may assist in enhancing the returns of the Fund over the long term.

**Exposure to securities financing transactions**

It is not the Fund’s current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund’s exposure to total return swaps and securities lending transactions is as set out below (in each case as a percentage of Net Asset Value):

<b>Instrument</b>	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps	10%	500%
Securities Lending	0%	100%

The Fund’s investments are subject to the risks disclosed under “Special Considerations and Risk Factors” in the Prospectus and herein.

Investments in emerging market countries can be considered speculative, and therefore may offer higher potential for gains and losses than investments in developed markets of the world.

**Investors should note that there can be no guarantee that the Fund will achieve its investment objective. Where sales charges are imposed, the difference between the cost of purchase of Shares and their redemption price may mean that an investment should be viewed as medium to long term.**

**Risk factors for an investor in the Fund to consider are set out under “Special Considerations and Risk Factors” in the Prospectus and herein.**

**Profile of a Typical Investor:** The Fund is suitable for long-term investors who are looking to receive capital appreciation by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but can be less depending upon individual risk profiles.

**Risk Management**

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with financial derivative

instruments (“FDI”). A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Sub-Fund, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments.

The Fund is subject to an advanced risk management process in compliance with the UCITS Regulations. The Fund will utilise an “Absolute VAR” approach which aims to ensure that on any day the value-at-risk of the Fund, measured using a 20 day (one month) holding period, will be no greater than 20% of the Net Asset Value of the Fund. The Fund may be leveraged as a result of its use of FDI. Historically, over the most recent one year time period, the leverage (as measured by the sum of the notional of derivative positions) in the Fund has varied between 674% and 341% of the net assets of the Fund. The level of leverage in the Fund may exceed this range in certain market conditions or where the Investment Adviser believes that the use of additional derivatives is appropriate to achieve the investment objectives of the Fund. However, in such circumstances the level of leverage is not expected to exceed 2,000% of the net assets of the Fund.

The Fund is not expected to have an above average risk profile through the use of FDI. The Fund will utilize FDI for both hedging and investment purposes. When used for investment purposes, these instruments are intended to expose the Fund to a particular region, country, interest rate, credit, currency, or other underlying investment. Use of FDI to achieve investment exposures is not intended to increase the risk or volatility of the Fund as compared to a security investment used to achieve the equivalent exposure.

#### **Risks associated with Forward Currency Contracts**

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract’s maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist. These factors restrict the ability to hedge against the risk of devaluation of currencies in which a substantial quantity of securities are being held for the Fund and are unrelated to the qualitative rating that may be assigned to any particular security.

#### **Share Currency Designation Risk**

A Class of Shares of the Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Fund intends to attempt to hedge out the currency risk of the non-USD (save where such Share Classes are specified to be unhedged) by hedging them back to USD by using any of the efficient portfolio management techniques and instruments set out in the Prospectus within the conditions and limits imposed by the Central Bank. In terms of use of derivative instruments for these purposes, the Fund shall only use currency forward contracts. Save as specified in this paragraph, a Class of Shares may not be leveraged as a result of the use of such techniques and instruments. Such hedging shall be limited to the extent of the relevant Class of Share’s currency exposure. In no case will the hedging of the currency exposure be permitted to exceed 105% of the Net Asset Value of the particular Class of Shares or to be below 95% of that portion of the Net Asset Value of the particular Class of Shares which is to be hedged against currency risk. Hedging will be monitored with the aim of ensuring that over-hedged positions do not exceed the 105% limit and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged and are not carried forward from month to month. Such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value attributable to the relevant Class will not be carried forward from month to month. While not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Fund. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class of Shares from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances, Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/loss on and the costs of the relevant financial instruments. **While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion will**

**take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

Although hedging strategies may not necessarily be used in relation to each Class of Shares within the Fund, the financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments relating to Class hedging will accrue solely to the relevant Class of Shares of the Fund. Any currency exposure of this Class of Shares may not be combined with or offset with that of any other Class of Shares of the Fund. The currency exposures of the assets of the Fund will not be allocated to separate Classes of Shares.

### **Mortgage-Backed Securities**

Mortgage-Backed Securities (“MBS”) represent participation interests in pools of adjustable and fixed-rate mortgage loans. MBS also include classes of collateralized mortgage obligations (“CMOs”), including fixed- or floating-rate tranches. MBS may be issued by the United States or other governments (or their agencies or instrumentalities) or privately issued but collateralized by mortgages that are insured, guaranteed or otherwise backed by governments or their agencies or instrumentalities. Adjustable rate mortgages are mortgages whose interest rates are periodically reset when market rates change. Unlike conventional debt obligations, MBS provide monthly payments derived from the monthly interest and principal payments (including any prepayments) made by the individual borrowers on the pooled mortgage loans. MBS that include loans that have had a history of refinancing opportunities in the United States are referred to as “seasoned MBS”. MBS that are not seasoned MBS are referred to as generic MBS. Seasoned MBS tend to have a higher collateral to debt ratio than other MBS because a greater percentage of the underlying debt has been repaid and the collateral property may have appreciated in value. MBS may be “premium bonds” acquired at prices that exceed their par or principal value. MBS that are purchased at a premium generate current income that exceeds market rates for comparable investments but tend to decrease in value as they mature.

The mortgage loans underlying MBS are generally subject to a greater rate of principal prepayments in a declining interest rate environment and to a lesser rate of principal prepayments in an increasing interest rate environment, although investment in seasoned MBS can mitigate this risk. Under certain interest and prepayment rate scenarios, the Fund may fail to recover the full amount of its investment in MBS, notwithstanding any direct or indirect governmental or agency guarantee. Because faster than expected prepayments must usually be invested in lower yielding securities, MBS are less effective than conventional bonds in “locking in” a specified interest rate. For premium bonds, prepayment risk may be enhanced. In a rising interest rate environment, a declining prepayment rate will extend the average life of many MBS. This possibility is often referred to as extension risk. Extending the average life of an MBS increases the risk of depreciation due to future increases in market interest rates. This possibility is often referred to as extension risk. Extending the average life of an MBS increases the risk of depreciation due to future increases in market interest rates.

### **Asset-Backed Securities**

Asset-backed securities represent interests in a pool of assets, such as home equity loans, commercial mortgage-backed securities, automobile receivables or credit card receivables. Unscheduled prepayments of asset-backed securities may result in a loss of income if the proceeds are invested in lower-yielding securities. Delays in repayment of principal may result in the securities outstanding for a longer period of time than expected at the time of purchase. In addition, issuers of asset-backed securities may have limited ability to enforce the security interest in the underlying assets, and credit enhancements (if any) may be inadequate in the event of default.

### **Cash and Cash Equivalents**

Cash equivalents are highly liquid, short-term securities such as commercial paper, time deposits, certificates of deposit, short-term notes, and short-term U.S. Government obligations.

## **Economic and Political Risks**

The economies of individual emerging market countries may differ favourably or unfavourably from the economy in industrialised countries in such respects as growth of gross domestic product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency, accounting standards and balance of payments position. Further, the economies of emerging market countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade.

With respect to any emerging market country, there is the possibility of nationalisation, expropriation or confiscatory taxation, political changes, government regulation, social instability or diplomatic developments (including war) which could affect adversely the economies of such countries or the value of the Fund's investments in those countries. In addition, it may be difficult to obtain and enforce a judgment in a court in those countries.

## **Securities Markets of Emerging Markets Countries**

Trading volume in the securities markets of emerging markets countries may be substantially less than that in industrialised countries. Further, securities of some companies in emerging markets may be less liquid and more volatile than securities of comparable companies in industrialised countries. As a result, brokerage expenses and other transaction costs generally are higher in emerging market countries than in industrialised countries. Securities markets, broker-dealers, and issuers in emerging markets generally are subject to less government supervision and regulation than in industrialised countries. Further, disclosure and reporting requirements are minimal and anti-fraud and insider trading legislation is generally rudimentary.

## **Settlement Mechanisms/Custodial Risk**

Lack of adequate custodial systems in some emerging market countries may prevent investment in a given country or may require the Fund to accept greater custodial risks than in developed countries in order to invest in such countries. In addition, the legal infrastructure and accounting, auditing and reporting standards in emerging market countries in which the Fund may invest may not provide the same degree of information to investors as would generally apply in more developed markets. In particular, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liabilities and consolidation may be treated differently from accounting standards in more developed markets.

As the Fund may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Fund which are traded in such markets and which have been entrusted to sub-custodians where the use of such sub-custodians is necessary, may be exposed to the risk that loss will be suffered by the Fund or its Shareholders in circumstances where the Depository has no liability because it has exercised due care and diligence in appointing such sub-custodians.

The stock markets in emerging markets generally have settlement mechanisms that are less developed and reliable than those in more developed countries. In certain markets there have been times when settlements have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Delays in settlement could result in temporary periods when assets of the Fund are uninvested and no return is earned thereon. The inability of the Fund to make intended purchases due to settlement problems could cause it to miss attractive investment opportunities. Inability to dispose of securities due to settlement problems could result either in losses to the Fund due to subsequent declines in value of the security or, if it has entered into a contract to sell the security it could result in a possible liability of it to the purchaser. While the Fund will endeavour to ensure that it will not invest in a market, fund, or sub-fund unless adequate custodial arrangements are available, there is no assurance that settlement delays or difficulties will not occur. Delays in settlement may affect the ability of the Fund to invest its assets or to liquidate positions in a timely manner.

## **Investment and Repatriation Restrictions; Exchange Controls**

Some emerging market countries impose substantial restrictions on investments in their financial markets, especially equity markets, by foreign investors. These restrictions may include a requirement of governmental approval, a limitation on the amount of investment in a company or in a market as a whole, or a prohibition on foreigners owning particular securities. Countries also may prohibit foreign investment in particular sectors, such as the media, telecommunications or financial sectors.

Some emerging markets now or in the future may impose limitations on the ability of foreign investors to repatriate investment income or the proceeds from the sale of securities. These countries also may limit the Fund's ability to exchange income or proceeds into USD or other freely convertible currencies.

### **Foreign Taxation**

With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of cash or other assets of the Fund, political or social instability or diplomatic developments that could affect investments in those countries.

### **Risks of Emerging Markets Investing**

The Fund, through its investments in emerging markets securities and derivatives, invests in emerging markets throughout the world. As a result, the Fund is subject to risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the USD and the various foreign currencies in which the Fund's investments will be denominated, and costs associated with conversion of investment principal and income from one currency into another and (ii) the possible imposition of withholding taxes on income received from or gains with respect to such securities. In addition, certain of these capital markets involve certain factors not typically associated with investing in established securities markets, including risks relating to (i) differences between markets, including potential price volatility in and relative illiquidity of some foreign securities markets, (ii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation and (iii) certain economic and political risks, including potential exchange control regulations and potential restrictions on foreign investment and repatriation of capital.

---

## **INVESTMENT ADVISER**

---

The Manager has appointed Eaton Vance Management, Two International Place, Boston, MA 02110, USA ("**Eaton Vance**" or the "**Investment Adviser**") as sole investment adviser to the Fund. Eaton Vance is a Massachusetts business trust and an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

The Investment Advisory Agreement dated 30 September 2021 between the Company, the Manager and the Investment Adviser, as may be amended from time to time (the "**Investment Advisory Agreement**"), provides that neither the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Investment Adviser of its obligations and duties under the Investment Advisory Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Adviser and its directors, officers, employees and agents, arising from or in connection with the performance of its obligations and duties under the Investment Advisory Agreement in the absence of any such negligence, wilful default, bad faith or fraud by the Investment Adviser in the performance of its duties under the Investment Advisory Agreement or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Advisory Agreement may be terminated by any party thereto upon ninety (90) days' prior written notice. In addition, the Investment Advisory Agreement may be terminated immediately by one of the parties if: (i) any other party commits any material breach of the agreement or commits persistent breaches of the agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the notice being served upon the defaulting party requiring it to remedy same; (ii) any other party is unable to perform its duties under the Agreement due to any change in law or regulatory practice; (iii) any other party is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) any other party is the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) any other party has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) any other party is the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or (vii) any other party is the subject of a court order for its winding up or liquidation. The Investment Advisory Agreement shall also terminate automatically on termination of the Management Agreement.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the Index. Any change in the use of this Index will be disclosed to Shareholders via the Accounts.

---

#### **SUB-INVESTMENT ADVISER**

---

The Investment Adviser has appointed Eaton Vance Advisers International Ltd., 125 Old Broad Street, London EC2N 1AR, United Kingdom (the "Sub-Investment Adviser") as sub-investment adviser to the Fund under the terms of a sub-investment advisory agreement dated 30 September 2021, as may be amended from time to time (the "Sub-Investment Advisory Agreement"). The Sub-Investment Adviser was incorporated in England and Wales on 1 May 2015 under registration number 9570877 and is authorised and regulated by the FCA.

The Sub-Investment Adviser is a wholly owned subsidiary of Eaton Vance which in turn is a wholly owned subsidiary of Eaton Vance Corp. The Sub-Investment Adviser is engaged in the business of providing investment management services to collective investment schemes.

---

#### **HOW TO BUY SHARES**

---

**Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Manager or the Distributor for a list of the Classes of Shares available to them.**

All launched Share Classes of the Fund will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in "Fees and Expenses" below.

All unlaunched Share Classes of the Fund will be made available for subscription at the initial price of USD 10, EUR 10, GBP 10, JPY 1,000, CHF10, AUD 10, CAD 10, SGD 10 DKK 10, NOK 10 and SEK 10 per Share from 9:00 a.m. (New York time) on 2 October 2021 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 30 March 2022 or, in respect of each Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of each such Class of Shares, if no application has been received for such Class by 4:00 p.m. (New York time) on 30 March 2022, such other date as the Directors may determine and

notify to the Central Bank (the “Closing Date”), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Share Classes will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in “Fees and Expenses” below.

The Company can create and issue Share Classes with various characteristics and investor eligibility requirements.

#### Share Classes and their eligibility

Share Class	Eligibility
<b>Class A</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class C</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class I</b>	Offered primarily for direct investment by institutional investors such as pension funds, sovereign wealth funds, foundations, charities and official institutions. It may also be offered through certain financial intermediaries who have entered into a written agreement with the Distributor to offer such shares.
<b>Class M</b>	Offered primarily by financial intermediaries who charge such clients an ongoing fee for advisory, investment, consulting or similar services.
<b>Class P</b>	Available for investment by the following types of investors: (i) financial intermediaries (including institutional investors) that are prohibited by local laws or regulations applicable to them to receive and/or retain any rebate/commission; (ii) distributors providing portfolio management and investment advice on an independent basis (as defined by MiFID II) within the EU; or (iii) distributors providing non-independent advice (as defined by MiFID II) within the EU who have agreed with their clients not to receive and retain any rebate/commission.
<b>Class Z</b>	Only available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Details in respect of the Share Classes are set out in the tables below:

	Class A	Class C	Class I	Class M	Class P	Class Z
<b>Management Fee</b>	1.45%	1.95%	0.80%	0.95%	0.85%	N/A
<b>Initial Dealer Mark Up<sup>1</sup></b>	Max. 5%	N/A	N/A	N/A	N/A	N/A
<b>Base Currency of the Fund</b>	USD	USD	USD	USD	USD	USD

<b>Other Currencies Available as Hedged and Unhedged</b>	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK
<b>Accumulation Shares</b>	Yes	Yes	Yes	Yes	Yes	Yes
<b>Distribution Shares</b>	Yes (Annual)					
<b>Contingent Deferred Sales Charge (CDSC)<sup>2</sup></b>	N/A	1.00%	N/A	N/A	N/A	N/A

<sup>1</sup> Investors may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer.

<sup>2</sup> Subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES – Contingent Deferred Sales Charge"

<b>Share Class</b>	<b>Currency</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Subsequent Subscription</b>
Class A Class C Class M Class P	U.S. Dollar (USD)	USD 1,000	USD 100
	Sterling (GBP)	GBP 1,000	GBP 100
	Euro (EUR)	EUR 1,000	EUR 100
	Japanese Yen (JPY)	JPY 150,000	JPY 15,000
	Swiss Franc (CHF)	CHF 1,000	CHF 100
	Singapore Dollar (SGD)	SGD 1,000	SGD 100
	Australian Dollar (AUD)	AUD 1,000	AUD 100
	Canadian Dollar (CAD)	CAD 1,000	CAD 100
	Danish Krone (DKK)	DKK 10,000	DKK 1,000
	Norwegian Krone (NOK)	NOK 10,000	NOK 1,000
	Swedish Krona (SEK)	SEK 10,000	SEK 1,000
Class I	U.S. Dollar (USD)	USD 5 million	USD 1,000
	Sterling (GBP)	GBP 5 million	GBP 1,000
	Euro (EUR)	EUR 5 million	EUR 1,000

	Japanese Yen (JPY)	JPY 500 million	JPY 100,000
	Swiss Franc (CHF)	CHF 5 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 5 million	SGD 1,000
	Australian Dollar (AUD)	AUD 5 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 5 million	CAD 1,000
	Danish Krone (DKK)	DKK 10 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 10 million	NOK 10,000
	Swedish Krona (SEK)	SEK 10 million	SEK 10,000
Class Z	U.S. Dollar (USD)	USD 10 million	USD 1,000
	Sterling (GBP)	GBP 10 million	GBP 1,000
	Euro (EUR)	EUR 10 million	EUR 1,000
	Japanese Yen (JPY)	JPY 1,000 million	JPY 100,000
	Swiss Franc (CHF)	CHF 10 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 10 million	SGD 1,000
	Australian Dollar (AUD)	AUD 10 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 10 million	CAD 1,000
	Danish Krone (DKK)	DKK 20 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 20 million	NOK 10,000
	Swedish Krona (SEK)	SEK 20 million	SEK 10,000

### Share Class Naming Conventions

Share Class names are structured as follows: Share Class + one or more suffixes, as appropriate. All of these elements are explained below.

Class	Type	If applicable, Distribution Frequency	Currency	If applicable, Hedged or Unhedged
Class I	Inc	(A)	GBP	(U)
1	2	3	4	5

**1. Share Class:** One of the Share Classes shown in the tables above.

**2. Dividend Policy:** Share Classes can be made available as Accumulation and/ or Income Shares. Classes which declare dividends (Income Classes) are designated as “Inc” in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as “Acc” in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

**3. Dividend Frequency:** Indicates how often a dividend is normally paid.

An annual dividend frequency will be designated with “(A)”

Details in respect of the dividend policy are set out in the section headed “Dividend Policy” below.

**4. Currency Code:** All Share Classes include a three-letter code that indicates the Share Class Currency, which may or may not be the same as the Base Currency of the Sub-Fund.

**5. Hedging Policy:** Share Classes may be unhedged or hedged.

The above Share Classes which are not denominated in USD may be hedged or unhedged. Where hedged, it will be designated with “(H)” in the Share Class Name. Where unhedged, it will be designated with “(U)” in the Share Class name. Details in respect of the hedging to be carried out in respect of the hedged Share Classes is set out herein.

Investors in non-USD denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund to the extent that share class hedging fails to eliminate such risk. Please refer to “Share Currency Designation Risk” above. All Classes of the Fund designated in other currencies than the USD, save for those Classes designated as unhedged (ie with “(U)” in the Share Class name), will be hedged against the USD unless this policy is changed by notice to Shareholders.

The Share Classes designated as unhedged will not be hedged against the USD. Accordingly, the investors in such a Share Class will bear any currency risk associated with fluctuations between the currency in which the Share Class is designated and the USD.

**In the case of non-USD Share Classes, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Notwithstanding the foregoing, an investor may invest in Class I Shares in an initial subscription amount which does not meet or exceed the relevant initial subscription as set out above, provided that such investor undertakes to subscribe at least the minimum initial subscription for that Share Class over a reasonable period, not to exceed 1 year, and the total subscription is anticipated by the Investment Advisor, the Manager or the Distributor to reach such level within such time period. Where a Class I Shareholder fails to subscribe at least the minimum initial subscription for the relevant Share Class within such time period, the Class I Shares, as the case may be, held by such Shareholder may, at the discretion of the Directors, be converted without prior notice to the relevant Shareholder to Class A or Class M Shares, respectively. Also, an investor who invests in Class A or Class M Shares and subsequently reaches the Class I Share minimum may, at their request and at the sole discretion of the Directors, be converted to Class I Shares, as appropriate, but may, at the sole discretion of the Directors and without prior notice to the relevant Shareholder, be converted back to the Class A or Class M Shares if the investor’s total holding subsequently falls below the Class I Share minimum, as the case may be. Investors are cautioned that such conversions, whether voluntary or involuntary, may be taxable events in certain jurisdictions and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of USD 1,000 (or its foreign currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the "NYSE") (normally at 4:00 p.m., New York time) (the "Dealing Deadline") will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries /Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the receipt and acceptance of a subscription order (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund.

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form (and supporting documentation in relation to money laundering prevention checks) initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form (and supporting documentation in relation to money laundering prevention checks) by post to the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to receive orders prior to the relevant Dealing Deadline. An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already

received a duly completed application form by mail, subsequent applications may be made by fax, by electronic communication or by telephone - provided that in the case of telephone or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or electronic applications. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that applications received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above. Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may also subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

**Class A Shares.** An investor who purchases Class A Shares of the Fund is not subject to a contingent deferred sales charge (“**CDSC**”) but may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investor will also be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class C Shares.** An investor who purchases Class C Shares of the Fund is not subject to an initial dealer mark-up but is subject to a CDSC as described below (see under “How to Redeem Shares – Contingent Deferred Sales Charge”). Such investor will also be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class C Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class I Shares.** An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class M Shares.** An investor who purchases Class M Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class M Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class P Shares.** An investor who purchases Class P Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class P Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class Z Shares.** An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

A number of the Classes of Shares of the Fund have obtained UKRS status to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company's website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will continue to qualify for UKRS status or that the Directors will continue to seek such status in respect of any Class. Please see the section headed "TAXATION – UNITED KINGDOM" in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

---

## HOW TO REDEEM SHARES

---

**Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or, in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Any amendments to a Shareholder's registration details or payment instructions will only be effected on receipt of original documentation.

**In the case of non-USD Share Classes, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See "Share Currency Designation Risk" above.**

**Redemption by Mail, Facsimile or Electronic Communication.** Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption request or an electronic redemption request must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests at the address, fax number or email address (as relevant), specified in the application form not later than the Dealing Deadline on the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Dealing Deadline on a Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

**Redemption by Telephone.** Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that redemption requests received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Dealing Deadline but received by the Administrator or the Company after the Dealing Deadline will be processed at the price determined on the next Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will normally be paid within three (3) Business Days of, and will be paid no later than ten (10) Business Days after, the Dealing Deadline on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depositary; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

**Contingent Deferred Sales Charge (CDSC).** Where an investor purchases Class C Shares, the Manager or the Distributor pays an initial dealer mark-up charge of 1.00% of the amount invested to the dealer. Class C Shares are subject to a CDSC of 1.00%, payable by the investor to the Manager or the Distributor, on certain redemptions made at the request of the Shareholder within one year of purchase.

The CDSC is calculated based on the lower of the Net Asset Value at the time of purchase or the time of redemption. Shares acquired through the reinvestment of distributions are exempt. Provided that the financial intermediary supplies the Company with the necessary data, redemptions are made first from Shares in the account which are not subject to a CDSC.

In calculating a CDSC upon the redemption of Shares acquired in an exchange, the Shares are deemed to have been acquired at the time of the original purchase of the exchanged Shares and the CDSC schedule applicable to the exchanged Shares will apply to the acquired Shares.

Class C Shares are subject to the following CDSC schedule:

<b>Age of Shares Redeemed</b>	<b>CDSC %</b>
Less than one year	1.0

The CDSC fees for Class C Shares may be waived from time to time should the Manager and/or Distributor so determine.

**For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

---

## HOW TO EXCHANGE OR TRANSFER SHARES

---

Shareholders may, on any Dealing Day, exchange Shares in the Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter – e.g. A, C, I, M or P) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, where requested, exchanges of Shares of Class category A in the Fund for Shares in Class category M in the Fund or in any other Sub-Fund offering Shares in Class category M may be permitted in the sole discretion of the Directors. In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors. Notwithstanding the above, exchange of Class Z Shares for Shares in the same Class category in the same or any other Sub-Fund may only be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the relevant Class of the applicable Sub-Fund. Exchange requests for Shares must be made through the Administrator. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that exchange requests placed through them are transmitted onwards to the Administrator on a timely basis.

Shares may be exchanged by telephone by an investor provided the investor has not disclaimed in writing the use of the privilege. Such exchanges can be effected by calling the Company, c/o the Administrator, at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to 4:00 p.m. (New York time). Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of exchange instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded. In times of drastic economic or market changes, technological failure or power interruption, a telephone redemption may be difficult to implement and the right to redeem by telephone may be suspended.

Shareholders may also exchange Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shares may be exchanged by electronic communication by an investor provided the investor has not disclaimed in writing the use of the privilege.

Certain intermediaries or dealers may charge a conversion fee on the value of Shares to be converted and Shareholders should contact their intermediaries or dealers for details of any such fee prior to conversion. Any such fee will be paid by the Shareholder to the intermediary or dealer and will not be received by the Company or the Manager. No exchange fee will be charged by the Company or the Manager.

No CDSC is imposed on exchanges. For purposes of calculating the CDSC upon the redemption of Shares acquired in an exchange, the CDSC schedule applicable to the Shares at the time of purchase will apply and the purchase of Shares acquired in one or more exchanges is deemed to have occurred at the time of the original purchase of the exchanged Shares. For the CDSC schedule applicable to the Class C Shares see “How to Redeem Shares” above.

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Exchanges, transfers and conversions, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

**For additional information concerning exchanges and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed “Taxation” in the Prospectus.

---

## DIVIDEND POLICY

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends annually, on the last Business Day of December of each year, or such other date as the Directors may determine and notify in advance to Shareholders (the “Distribution Date”), out of the net income of the Income Class. It is not currently intended to declare dividends out of capital gains for the Income Classes. Dividends which are declared annually will be reinvested or, if requested by the Shareholder in the relevant Shareholder’s application, be paid annually by electronic transfer to the account specified in the relevant Shareholder’s application form. All such payments to Shareholders will be made within 10 Business Days of the Distribution Date.

The Directors currently intend that all income and gain attributable to the Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

---



---

## FEES AND EXPENSES

---

### MANAGEMENT FEES

The Company will pay the Manager management fees per annum of the average daily Net Asset Value of the Fund attributable to each Share Class, based on the amount outlined in the table below. The management fees shall accrue daily and be payable quarterly in arrears on the last Dealing Day of each quarter in USD.

		Class A	Class C	Class I	Class M	Class P	Class Z
The	<b>Management Fee</b>	1.45%	1.95%	0.80%	0.95%	0.85%	N/A

Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

### All Classes

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

### ADMINISTRATION FEES

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of USD 50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to USD 5,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be USD 5,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of three one-hundredths of one per cent (0.03%) of the total average daily net assets of the Company is payable to the Administrator with a service charge annual minimum of USD 150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree. The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

## **CUSTODY FEES**

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of USD 18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

## **THE INVESTMENT ADVISER**

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

The fees of the Sub-Investment Adviser shall be paid by the Investment Adviser out of the Investment Adviser's fee.

## **THE DISTRIBUTOR**

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund ("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, and will be paid quarterly in arrears, and will not be paid directly by the Company.

The Distributor or the Manager may, out of its fee, pay a service fee in respect of Class P Shares to platform providers where such provider has entered into a written agreement with the Distributor or the Manager.

## **SALES CHARGE**

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

## **REDEMPTION CHARGES**

Class C Shares are subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES" above.

## **OPERATING EXPENSES**

The effect of this accounting treatment is not material to the financial statements. If the effect of the accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. Certain other costs and expenses incurred in the operation of the Fund will also be borne out of the assets of the Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations

therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Fund so that the total expense ratio in respect of the Class A Shares will not exceed 1.80% of their respective Net Asset Value annually. The total expense ratio of the Class C Shares will not exceed 2.30% of the respective Net Asset Value annually. The total expense ratio of the Class M Shares will not exceed 1.30% of their respective Net Asset Value annually. The total expense ratio of the Class P Shares will not exceed 1.20% of their respective Net Asset Value annually. The total expense ratio of the Class I Shares will not exceed 1.15% of their respective Net Asset Value annually. The total expense ratio of the Class Z Shares will not exceed 0.35% of the respective Net Asset Value annually.

The expense reimbursement relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. Amounts reimbursed may be recouped by the Manager or Investment Adviser to the extent actual expenses are less than the expense cap in any financial year. This subsidy may be discontinued at any time at the discretion of the Manager/Investment Adviser, as relevant, on notice to the Shareholders.

**While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

**Investors should refer to the “Fees and Expenses” section of the Prospectus for Directors’ fees and any other fees that may be payable and which are not specifically mentioned here.**

---

## CANADIAN INVESTORS

---

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN

OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

## **THE OFFERING IN CANADA**

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

## **CANADIAN INVESTOR REPRESENTATIONS**

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled "Resale Restrictions" and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;
- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;
- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an "accredited investor" as such term is defined in section 1.1 of National Instrument

45-106 (“NI 45-106”) or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the “Ontario Act”), and a “permitted client” as such term is defined in section 1.1 of National Instrument 31-103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);

- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
  - (i) the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
  - (ii) the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;
  - (iii) acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor’s name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
  - (iv) it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and
  - (v) where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (i) if an individual, the investor acknowledges and agrees that:
  - a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor’s name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the “Personal Information”);

- b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
- c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
- d. the following officials can answer questions about the indirect collection of the Personal Information:

<p>Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314 Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122 Email: <a href="mailto:exemptmarketfilings@osc.gov.on.ca">exemptmarketfilings@osc.gov.on.ca</a> Public official contact regarding indirect collection of information: Inquiries Officer</p>	<p>British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: 604-899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: 604-899-6581 Email: <a href="mailto:FOI-privacy@bcsc.bc.ca">FOI-privacy@bcsc.bc.ca</a> Public official contact regarding indirect collection of information: FOI Inquiries</p>
<p>Alberta Securities Commission Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 Toll free in Canada: 1-877-355-0585 Facsimile: 403-297-2082 Public official contact regarding indirect collection of information: FOIP Coordinator</p>	<p>The Manitoba Securities Commission 500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330 Public official contact regarding indirect collection of information: Director</p>
<p>Autorité des marchés financiers 800, rue du Square-Victoria, 22e étage C.P. 246, tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-864-6381 (For privacy requests only) Email: <a href="mailto:fonds_dinvestissement@lautorite.qc.ca">fonds_dinvestissement@lautorite.qc.ca</a> (For investment fund issuers) Public official contact regarding indirect collection of information: Corporate Secretary</p>	

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

## NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;

- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;
- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:
  - i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);
  - ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);
  - iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);
  - iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and
  - v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

## **RESALE RESTRICTIONS**

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

## **TAXATION AND ELIGIBILITY FOR INVESTMENT**

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company” accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

## **EATON VANCE INTERNATIONAL (IRELAND) PARAMETRIC GLOBAL DEFENSIVE EQUITY FUND**

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

**SUPPLEMENT DATED 13 DECEMBER 2021  
TO THE PROSPECTUS DATED 13 DECEMBER 2021**

### **MANAGER**

#### **MSIM FUND MANAGEMENT (IRELAND) LIMITED**

49086614.27

---

This Supplement forms part of, and should be read in the context of, and together with, the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Parametric Global Defensive Equity Fund (the “Fund”) which is a separate portfolio of the Company.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## CONTENTS

	<b>Page No</b>
Definitions .....	146
Investment Objective and Policies.....	146
Investment Adviser .....	152
How to Buy Shares .....	154
How to Redeem Shares .....	160
How to Exchange or Transfer Shares .....	163
Dividend Policy .....	164
Fees and Expenses .....	164
Canadian Investors.....	167

---

## DEFINITIONS

---

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, “Dealing Day” shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, “Valuation Point” shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a “Recognised Market” means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

For the purposes of this supplement, “AUD” or “Australian Dollars” means the lawful currency of Australia.

The Base Currency for the Fund shall be U.S. Dollars (“USD”) or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as the “Eaton Vance Parametric Global Defensive Equity Fund” or “Parametric Global Defensive Equity Fund” in certain marketing materials, advertisements, fund information websites or other publications.

**The Fund may invest principally in financial derivative instruments.**

---

## INVESTMENT OBJECTIVE AND POLICIES

---

The investment objective of the Fund is to provide a defensive equity exposure that is expected to provide favourable risk adjusted performance relative to the MSCI All Country World Index in USD Net (base) (the “Index”) over the long term.

The Index is a free float-adjusted market capitalisation index designed to measure equity market performance of developed and emerging markets. The Index captures large and mid capitalisation representation across 23 developed markets and 24 emerging markets countries. Additional information in respect of the Index may be obtained at <https://www.msci.com/acwi>. The Index is reviewed quarterly and rebalanced semi-annually.

The Fund is actively managed and the Funds’ strategy is intended to generate returns through the receipt of option premiums as well as returns on the equity index positions held and the cash equivalent positions held (as detailed below). In this regard, as detailed below, the Fund will sell equity index call options in respect of UCITS eligible equity indices which cumulatively will provide an exposure to the markets which are similar to those comprised in the Index and will sell equity index put options in respect of UCITS eligible equity indices which cumulatively will provide an exposure to the markets which are similar to those comprised in the Index and such options will be collateralised by the investments included in the base portfolio as detailed below. The Fund will also sell options in respect of equity index ETFs (as detailed below). The Fund’s investment policy is designed to capitalise on the volatility risk premium (as explained below). Investors should note that the Fund is not seeking the return of the Index and the performance of the Index will not necessarily correspond with the returns of the Fund. The Fund will seek to provide 40% less volatility than the Index over a full market cycle.

The Fund will invest in a base portfolio that is generally comprised of: (i) equity index positions as more fully described below; and (ii) cash-equivalent positions (as detailed below). The Fund will generally have an equal exposure to (i) and (ii) (ie. 50% of the Fund's Net Asset Value is intended to be invested in each of (i) and (ii)), however, the base portfolio will be rebalanced periodically where the exposure deviates from the above intended exposure by more than 5% (i.e. where exposure to (i) or (ii) falls below 45% of the Fund's Net Asset Value or above 55% of the Fund's Net Asset Value).

The base portfolio equity index positions will normally be comprised of regulated equity index UCITS exchange traded funds ("ETFs"), but may at times also include regulated equity index ETFs which are alternative investment funds ("AIFs") but which are UCITS eligible and exchange traded equity index futures contracts (further detail in respect of the use of such futures is set out below). These positions will cumulatively provide an exposure to the markets which are similar to those comprised in the Index.

The cash equivalents will consist primarily of fixed and/or floating rate U.S. Treasury securities with a maximum remaining maturity of one year or less and may also include high grade money market instruments (including commercial paper) with an effective maturity of one year or less and UCITS eligible regulated money market funds (which may be UCITS or AIFs). Such high grade instruments will be rated A or higher by a recognised rating agency (if an instrument is rated differently by two recognised rating agencies then the higher rating will apply) or if unrated, which are determined by the Investment Adviser to be of equivalent investment quality. **An investment in the Fund is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account. Consequently, there is the risk that the principal invested in the Fund is capable of fluctuation and there is a significant risk of the loss of the entire amount of the value of an investor's investment.**

Notwithstanding the Prospectus, no more than 20% of the Net Asset Value of the Fund will be invested in any one ETF or money market fund and no more than 30% of the Net Asset Value of the Fund will be invested in aggregate in eligible AIF ETFs and money market funds. Each such ETF or money market will not charge annual management fees in excess of 3% of its net asset value and will be domiciled in the EEA, the United Kingdom, the United States, Guernsey, Jersey or the Isle of Man.

The Fund will invest in securities which are primarily traded or dealt on Recognised Markets in accordance with the UCITS Regulations. As referenced above, the Fund will sell equity index call options in respect of UCITS eligible equity indices (such as for example, the S&P 500, MSCI EAFE Index and the MSCI Emerging Markets Index) which cumulatively will provide an exposure to the markets which are similar to those comprised in the Index, the exposure of which will be collateralised by the equity index positions held by the Fund. The Fund will sell equity index put options in respect of UCITS eligible equity indices (such as for example, the indices referred to above in this paragraph) which cumulatively will provide an exposure to the markets which are similar to those comprised in the Index which will be collateralised by the cash-equivalent holdings held by the Fund. Details of investment in indices will be disclosed in the annual report. All short option positions will be fully collateralised by the base portfolio but the options will be written over instruments which are not comprised in the base portfolio.

The Fund will be actively managed relative to the Index and the Fund is not intended to track the Index. The Fund is constrained by the Index to the extent that the ETFs in which the Fund will invest will be selected so as to provide exposure to the markets similar to those comprised in the Index (as described herein) and the Fund will seek to track the return of the Index for this portion of the portfolio. In addition, the option strategy set out above is in respect of UCITS eligible equity indices which will cumulatively provide exposure to the markets similar to those comprised in the Index (as detailed above). The Index will also be used for performance comparison purposes as set out below.

**At least 25% of the Fund's Net Asset Value will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.**

The Fund will also sell a basket of call options and put options in respect of equity index ETFs which when taken in aggregate will have underlyings which are similar to those comprised in the Index. These options will be collateralised by the ETFs held by the Sub-Fund but the options will be written over ETFs

which may not be comprised in the base portfolio. The Fund will employ a systematic rules based options strategy in respect of selecting such options (as outlined below).

It is not expected that the exposure of the Fund to emerging markets will exceed 20% of the Net Asset Value of the Fund. This will be dependent on the exposure of the Index, and the underlying indices to which the Fund gains exposure, to emerging markets and therefore may exceed 20% of the Net Asset Value of the Fund from time to time.

The Fund will seek to generate returns through the receipt of option premiums (net of any liabilities arising where such options are ultimately exercised) as referenced above as well as returns on the equity index positions held and the cash equivalent positions held. The Fund is expected to exhibit reduced volatility relative to a position in the underlying equity indices or ETFs because (i) the Fund holds a balanced mix of equity index and cash equivalents; and (ii) index or ETF exposure achieved through the options generally exhibits lower sensitivity to the relevant index or ETF than simply holding the underlying equity or ETF exposure directly. The Investment Adviser aims to deliver superior risk adjusted performance relative to the Index by replacing the full equity exposure which would be obtained if the base portfolio was comprised entirely of equity index positions, with exposure to equity index positions, cash-equivalents and the volatility risk premiums (as described herein).

As referenced above, the Fund's investment policy is designed to capitalise on the historical tendency for equity index option and ETF option premiums to trade at implied volatility levels (the estimated volatility of underlyings of the option) that exceed the subsequent level of actual market volatility. The difference between the implied and realised volatilities is commonly known as the volatility risk premium. Equity index and ETF option prices contain a volatility risk premium paid by the option buyers to the option sellers. The Fund will employ a systematic, rules based options strategy, whereby the Fund will sell short dated, fully collateralised, out-of-the-money, put and call options, that seeks to take advantage of the volatility risk premium (i.e., the tendency for volatility priced into an option to be higher, on average, than the volatility actually experienced on the securities underlying the option) to generate returns. Actual, or realised, options volatility may be higher or lower than anticipated. In circumstances where the actual or realised options volatility is higher than anticipated, this may result in a reduced volatility risk premium which will reduce the returns of the Fund. In the case of actual or realised options volatility being lower than anticipated, this may result in an increased volatility risk premium which will increase the returns of the Fund.

Pursuant to the strategy, the options are fully collateralized by the underlying base portfolio which consists of a balanced mix of cash equivalents and global equity index exposure (as disclosed above). The core allocation to cash equivalents is expected to limit downside risk for the Fund relative to an outright position in the global equity index. At the time the options are written, strike prices are selected such that the put and call options, respectively, are sufficiently out of the money such that the expected probability of the options expiring worthless is greater than the probability of expiring "in-the-money". As such, the Fund has an expected high probability of retaining the entire premium received, rather than owing a liability at expiration of the written option. By repeating the systematic option-selling process over time, the Fund capitalizes on persistent pricing inefficiencies in options markets and is expected to realise net profits from the option writing activity. The Fund does not employ forecasts related to market levels, volatility, or relative value, but rather uses this systematic rules-based approach across all market environments.

The Fund will generally sell short tenor call and put options, typically with an initial maturity of six weeks or less and that are "out of the money" at time of initiation. That is, the exercise price of the call options sold generally will be above the current price level of the index or ETF when written and the exercise price of put options sold generally will be below the current price level of the index or ETF when written. It follows that call and put pairs will form a type of option combination, in which call and put pairs are written simultaneously with the same maturity, with the call exercise price higher than the put exercise price, and exercise prices are several index points apart. As referenced above, the Fund seeks to benefit from the premiums received from such options. Such options themselves will normally be held until expiration when, in general terms, one of three scenarios will transpire: (1) price level of index or ETF will be between call exercise price and put exercise price, therefore both call and put will expire worthless and no settlement payment will be owed by the Fund; or (2) price level of index or ETF will have increased to be greater than the call exercise price, and therefore the put will expire worthless and the call will be settled by a cash payment from the Fund to the extent that such call is in the money; or (3) price level of index or ETF will have decreased to be less than the put exercise price, and therefore

the call will expire worthless and the put will be settled by a cash payment from the Fund to the extent that such put is in the money. In practice, at option expiration, should either a call or put be in the money (ie the exercise price of the call option sold is below the current price level of the index or ETF and the exercise price of the put option sold is above the current price level of the index or ETF), then a payment is therefore due from the Fund, or the position may be closed through an offsetting position, or, in the case of options in respect of underlying ETFs, through delivery or taking delivery of such ETF positions. The expected performance of the Fund is expected to be defensive when compared to a long only equity portfolio (ie the Fund expects to outperform where equity markets are flat or falling and may underperform in strong equity markets due to approximately 50% of the Net Asset Value of the Fund being invested in cash equivalents as opposed to being exposed to the equity markets. This means that the Fund will not obtain the full benefit of a rise in equity markets but will obtain a more stable return based on the volatility risk premiums described above).

Pending investment of subscription proceeds or where market or other factors so warrant, the Fund may, subject to the investment restrictions set out in the Prospectus, hold cash and/or ancillary liquid assets such as money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers' acceptances) and cash deposits.

Where index weightings exceed the permitted UCITS investment restrictions, the Investment Adviser will rebalance the exposure to the index by decreasing the Fund's exposure to the index until it complies with the diversification limits.

The Fund's assets will generally be denominated in USD.

Save as set out below, the Fund does not intend to actively manage or hedge its currency risk.

The Investment Adviser does not integrate sustainability risks into its investment decisions as they are not relevant given the investment strategy of the Fund. Further information in respect of the integration of sustainability risks in relation to the Company is included in the section of the Prospectus headed "Disclosures under the Sustainable Finance Disclosure Regulation".

The Fund will utilise derivatives providing long and "synthetic short" positions through the use of options and futures. The Fund's total market exposure may vary in time and typically ranges between 0%-100%. Derivative positions may be 0-100% for long positions and 0%-100% for short positions, as a percentage of the Net Asset Value of the Fund, depending on the Investment Adviser's analysis of the prevailing market conditions and considered in light of the investment objective of the Fund. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges. The Fund will not be net short the equity market.

**Investors should note that there can be no guarantee that the Fund will achieve its investment objective. An investment in the sub-fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

**Risk factors for an investor in the Fund to consider are set out under "Special Considerations and Risk Factors" in the Prospectus and herein.**

It is not the current intention to enter into repurchase and reverse repurchase agreements, or securities lending agreements.

**Investors should note that the Fund intends to use currency forward contracts, spot contracts and currency futures to hedge a portion of the currency risk of the non-USD Shares by hedging approximately that portion of the Fund's exposure to the USD denominated cash equivalent holdings attributable to the non-USD Share Classes (save where such Share Classes are specified to be unhedged) back to the relevant non-USD Share Class currencies.**

**The Base Currency of the Fund is USD and changes in the exchange rate between the Base Currency and the respective currencies of the non-USD denominated hedged Share Classes may lead to a depreciation of the value of such Shares as the currency exposure of such Shares to the Base Currency will not be fully hedged and is only partially hedged based on the extent of the USD denominated cash equivalent positions as set out above.**

The Fund may also use equity index futures in order to rapidly invest large subscriptions. For example, in the case of large subscriptions being received, the Investment Adviser may believe it more efficient to invest such subscriptions by purchasing an equity index future in order to indirectly gain the long exposure to such indices rather than investing in equity index ETFs. The Fund may also generally utilise equity index futures for investment purposes where the Investment Adviser determines that this is more efficient or cost effective than direct investment in equity index ETFs.

The Fund will not be leveraged over 100% of its net assets. The global exposure of the Fund will be calculated through the use of the commitment approach. With respect to the use of the above financial derivative instruments, a risk management process which enables the Company to accurately measure, monitor and manage the various risks associated with financial derivative instruments has been submitted to the Central Bank in accordance with the Central Bank UCITS Regulations.

## **Information on Financial Derivative Instruments**

### **Options**

The Fund may also enter into exchange-traded options and options traded over-the-counter (or OTC options) on equity indices and ETFs. Unlike exchange traded options, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC options are generally established through negotiation with the other party to the option contract. A call option on an investment is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms. A put option is a contract that gives the purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price at either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms.

### **Futures**

The Fund may also enter into futures on equity indices for investment purposes and futures on currencies for hedging purposes (as disclosed above). The sale of a futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

### **Forward Currency Exchange Contracts.**

Forward currency exchange contracts may be used for Share class hedging purposes. The Fund may buy and sell currencies on a spot and forward basis. A forward currency exchange contract involves an obligation to purchase or sell a specific currency at a future date at a price set at the time of the contract.

### **Risks associated with Forward Currency Contracts**

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist.

### **Share Currency Designation Risk**

A Class of Shares of the Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Fund intends to attempt to partially hedge a portion of the currency risk of the non-USD Shares (save where such Share Classes are specified to be unhedged) by hedging approximately that portion of the Fund's exposure to the USD denominated cash equivalent holdings attributable to the non-USD Share Classes

(save where such Share Classes are specified to be unhedged) back to the relevant non-USD Share Class currencies within the conditions and limits imposed by the Central Bank. Save as specified in this paragraph, a Class of Shares may not be leveraged as a result of the use of such techniques and instruments. In no case will the hedging of the currency exposure be permitted to exceed 105% of the Net Asset Value of the particular Class of Shares or to be below 95% of that portion of the Net Asset Value of the particular Class of Shares which is to be hedged against currency risk. Hedging will be monitored with the aim of ensuring that over-hedged positions do not exceed the 105% limit and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged and are not carried forward from month to month. Such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value attributable to the relevant Class will not be carried forward from month to month. While not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Fund. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class of Shares from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances, Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/loss on and the costs of the relevant financial instruments. **While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

Although hedging strategies may not necessarily be used in relation to each Class of Shares within the Fund, the financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments relating to Class hedging will accrue solely to the relevant Class of Shares of the Fund. Any currency exposure of this Class of Shares may not be combined with or offset with that of any other Class of Shares of the Fund. The currency exposures of the assets of the Fund will not be allocated to separate Classes of Shares.

### **Option Strategy Risk**

The Fund's option strategy seeks to take advantage of, and its effectiveness is dependent on, a general excess of option price-implied volatilities for the indices and ETFs over realized index and ETF volatilities. This market observation is often attributed to an excess of natural buyers over natural sellers of such options. There can be no assurance that this imbalance will apply in the future over specific periods or generally. It is possible that the imbalance could decrease or be eliminated by actions of investors, including the Fund, that employ strategies seeking to take advantage of the imbalance, which could have an adverse effect on the Fund's ability to achieve its investment objective.

### **ETF Risk**

ETFs are subject to the risks of investing in the underlying securities. ETF shares may trade at a premium or discount to net asset value and are subject to secondary market trading risks. In addition, the Fund will bear a pro rata portion of the operating expenses of an ETF in which it invests.

### **Risk of Leveraged Transactions**

Certain Fund transactions may give rise to leverage. Such transactions may include, among others, certain derivative transactions. Generally, leverage involves the use of borrowed funds or various financial instruments to seek to increase a fund's potential return. The Fund is required to segregate liquid assets or otherwise cover the Fund's obligation created by a transaction that may give rise to leverage. The use of leverage may cause the Fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet segregation requirements. Leverage may cause the Fund's Net Asset Value to be more volatile than if it had not been leveraged, as certain types of leverage may exaggerate the effect of any increase or decrease in the value of the Fund's portfolio securities. The loss on leveraged investments may substantially exceed the initial investment.

## Rules-Based Management Risks

The Investment Adviser uses proprietary investment techniques and analyses in making investment decisions for the Fund, seeking to achieve its investment objective while minimizing exposure to stock-specific risk. The strategy seeks to take advantage of certain quantitative and behavioral market characteristics identified by the Investment Adviser, utilising a rules-based sale of equity index options that adapts to changing market volatility without the need for market timing or forecasts and a disciplined rebalancing model. The Fund's strategy has not been independently tested or validated, and there can be no assurance that it will achieve the desired results.

**In the case of non-USD denominated Share Classes, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole, however, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant Shareholder to bear the cost of the conversion.**

## Profile of a Typical Investor

The Fund is suitable for long-term investors who are looking to receive capital appreciation by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but a shorter time horizon may be appropriate for investors able to tolerate more risk.

---

## INVESTMENT ADVISER

---

The Manager has appointed Parametric Portfolio Associates, LLC, 1918 Eighth Avenue, Suite 3100, Seattle, WA 98101, USA ("**PPA**" or the "**Investment Adviser**") as sole investment adviser to the Fund. PPA has been actively involved in the investment advisory business since 1987. PPA is an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

The Investment Advisory Agreement dated 30 September 2021 between the Company, the Manager and the Investment Adviser, as may be amended from time to time (the "**Investment Advisory Agreement**"), provides that neither the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Investment Adviser of its obligations and duties under the Investment Advisory Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Adviser and its directors, officers, employees and agents, arising from or in connection with the performance of its obligations and duties under the Investment Advisory Agreement in the absence of any such negligence, wilful default, bad faith or fraud by the Investment Adviser in the performance of its duties under the Investment Advisory Agreement or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Advisory Agreement may be terminated by any party thereto upon ninety (90) days' prior written notice. In addition, the Investment Advisory Agreement may be terminated immediately by one of the parties if: (i) any other party commits any material breach of the agreement or commits persistent breaches of the agreement which is or are either incapable of remedy or have not been

remedied within thirty (30) days of the notice being served upon the defaulting party requiring it to remedy same; (ii) any other party is unable to perform its duties under the Agreement due to any change in law or regulatory practice; (iii) any other party is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) any other party is the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) any other party has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) any other party is the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or (vii) any other party is the subject of a court order for its winding up or liquidation. The Investment Advisory Agreement shall also terminate automatically on termination of the Management Agreement.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the Index (as described above).

In addition, performance of Share Classes denominated in USD will be measured against a blend of 50% MSCI All Country World Net Total Return USD Index and 50% of the ICE Bank of America Merrill Lynch 0-3 Month US Treasury Bill Index (the "**ICE BofA 0-3 Month US Treasury Bill Index**"). The ICE BofA 0-3 Month US Treasury Bill Index is designed to measure the performance of U.S. Treasury Bills maturing in 0 to 3 months.

Performance of Share Classes denominated in GBP will be measured against a blend of 50% MSCI All Country World Net Total Return GBP Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to GBP.

Performance of Share Classes denominated in EUR will be measured against a blend of 50% MSCI All Country World Net Total Return EUR Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to EUR.

Performance of Share Classes denominated in AUD will be measured against a blend of 50% MSCI All Country World Net Total Return AUD Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to AUD.

Performance of Share Classes denominated in CAD will be measured against a blend of 50% MSCI All Country World Net Total Return CAD Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to CAD.

Performance of Share Classes denominated in JPY will be measured against a blend of 50% MSCI All Country World Net Total Return JPY Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to JPY.

Performance of Share Classes denominated in CHF will be measured against a blend of 50% MSCI All Country World Net Total Return CHF Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to CHF.

Performance of Share Classes denominated in SGD will be measured against a blend of 50% MSCI All Country World Net Total Return SGD Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to SGD.

Performance of Share Classes denominated in DKK will be measured against a blend of 50% MSCI All Country World Net Total Return DKK Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to DKK.

Performance of Share Classes denominated in NOK will be measured against a blend of 50% MSCI All Country World Net Total Return NOK Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to NOK.

Performance of Share Classes denominated in SEK will be measured against a blend of 50% MSCI All Country World Net Total Return SEK Index and 50% of the ICE BofA 0-3 Month US Treasury Bill Index hedged to SEK.

Any change in the use of the above indices will be disclosed to Shareholders via the Accounts.

---

## HOW TO BUY SHARES

---

**Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Manager or the Distributor for a list of the Classes of Shares available to them.**

All launched Share Classes of the Fund will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in “FEES AND EXPENSES” below.

All unlaunched Shares Classes of the Fund will be made available for subscription at the respective initial price of USD 10, GBP 10, EUR 10, JPY 1,000, CHF 10, AUD 10, CAD 10, SGD 10, DKK 10, NOK 10 or SEK 10 per Share from 9:00 a.m. ((New York time) on 2 October 2021 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 30 March 2022, or, in respect of each such Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of such Class of Shares, if no application has been received for such Class of Shares by 4:00 p.m. (New York time) on 30 March 2022, such other date as the Directors may determine and notify to the Central Bank (the “Closing Date”), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Class of Shares will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in “Fees and Expenses” below.

The Shares issued by the Company will have various characteristics and investor eligibility requirements as set out below

### Share Classes and their eligibility

Share Class	Eligibility
<b>Class A</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class C</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class I</b>	Offered primarily for direct investment by institutional investors such as pension funds, sovereign wealth funds, foundations, charities and official institutions. It may also be offered through certain financial intermediaries who have entered into a written agreement with the Distributor to offer such shares.
<b>Class M</b>	Offered primarily by financial intermediaries who charge such clients an ongoing fee for advisory, investment, consulting or similar services.

<b>Class P</b>	Available for investment by the following types of investors: (i) financial intermediaries (including institutional investors) that are prohibited by local laws or regulations applicable to them to receive and/or retain any rebate/commission; (ii) distributors providing portfolio management and investment advice on an independent basis (as defined by MiFID II) within the EU; or (iii) distributors providing non-independent advice (as defined by MiFID II) within the EU who have agreed with their clients not to receive and retain any rebate/commission.
<b>Class Z</b>	Only available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Details in respect of the Share Classes are set out in the tables below:

	<b>Class A</b>	<b>Class C</b>	<b>Class I</b>	<b>Class M</b>	<b>Class P</b>	<b>Class Z</b>
<b>Management Fee</b>	1.35%	1.60%	0.45%	0.60%	0.50%	N/A
<b>Initial Dealer Mark Up<sup>1</sup></b>	Max. 5%	N/A	N/A	N/A	N/A	N/A
<b>Base Currency of the Fund</b>	USD	USD	USD	USD	USD	USD
<b>Other Currencies Available as Hedged or Unhedged</b>	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK
<b>Accumulation Shares</b>	Yes	Yes	Yes	Yes	Yes	Yes
<b>Distribution Shares</b>	Yes (Annual)					
<b>Contingent Deferred Sales Charge (CDSC)<sup>2</sup></b>	N/A	1.00%	N/A	N/A	N/A	N/A

<sup>1</sup> Investors may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer.

<sup>2</sup> Subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES – Contingent Deferred Sales Charge"

<b>Share Class</b>	<b>Currency</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Subsequent Subscription</b>
Class A Class C Class M Class P	U.S. Dollar (USD)	USD 1,000	USD 100
	Sterling (GBP)	GBP 1,000	GBP 100
	Euro (EUR)	EUR 1,000	EUR 100
	Japanese Yen (JPY)	JPY 150,000	JPY 15,000
	Swiss Franc (CHF)	CHF 1,000	CHF 100
	Singapore Dollar (SGD)	SGD 1,000	SGD 100
	Australian Dollar (AUD)	AUD 1,000	AUD 100
	Canadian Dollar (CAD)	CAD 1,000	CAD 100
	Danish Krone (DKK)	DKK 10,000	DKK 1,000
	Norwegian Krone (NOK)	NOK 10,000	NOK 1,000
	Swedish Krona (SEK)	SEK 10,000	SEK 1,000
	Class I	U.S. Dollar (USD)	USD 5 million
Sterling (GBP)		GBP 5 million	GBP 1,000
Euro (EUR)		EUR 5 million	EUR 1,000
Japanese Yen (JPY)		JPY 500 million	JPY 100,000
Swiss Franc (CHF)		CHF 5 million	CHF 1,000
Singapore Dollar (SGD)		SGD 5 million	SGD 1,000
Australian Dollar (AUD)		AUD 5 million	AUD 1,000
Canadian Dollar (CAD)		CAD 5 million	CAD 1,000
Danish Krone (DKK)		DKK 10 million	DKK 10,000
Norwegian Krone (NOK)		NOK 10 million	NOK 10,000
Swedish Krona (SEK)		SEK 10 million	SEK 10,000
Class Z		U.S. Dollar (USD)	USD 10 million
	Sterling (GBP)	GBP 10 million	GBP 1,000
	Euro (EUR)	EUR 10 million	EUR 1,000

	Japanese Yen (JPY)	JPY 1,000 million	JPY 100,000
	Swiss Franc (CHF)	CHF 10 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 10 million	SGD 1,000
	Australian Dollar (AUD)	AUD 10 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 10 million	CAD 1,000
	Danish Krone (DKK)	DKK 20 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 20 million	NOK 10,000
	Swedish Krona (SEK)	SEK 20 million	SEK 10,000

### Share Class Naming Conventions

Share Class names are structured as follows: Share Class + one or more suffixes, as appropriate. All of these elements are explained below.

Class	Type	If applicable, Distribution Frequency	Currency	If applicable, Hedged or Unhedged
Class I	Inc	(A)	GBP	(U)

1

2

3

4

5

**1. Share Class:** One of the Share Classes shown in the tables above.

**2. Dividend Policy:** Share Classes can be made available as Accumulation and/ or Income Shares. Classes which declare dividends (Income Classes) are designated as “Inc” in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as “Acc” in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

**3 Dividend Frequency:** Indicates how often a dividend is normally paid.

An annual dividend frequency will be designated with “(A)”

Details in respect of the dividend policy are set out in the section headed “Dividend Policy” below.

**4. Currency Code:** All Share Classes include a three-letter code that indicates the Share Class Currency, which may or may not be the same as the Base Currency of the Sub-Fund.

**5. Hedging Policy:** The above Share Classes which are not denominated in USD may be hedged or unhedged and, where unhedged, it will be designated with “(H)” in the Share Class Name. Where Unhedged, it will be designated with “(U)” in the Share Class name. Details in respect of the hedging to be carried out in respect of the unhedged Share Classes is set out herein. Investors in non-USD denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund to the extent that share class hedging fails to eliminate such risk. Please refer to “Share Currency Designation Risk” above. All Classes of the Fund designated in other currencies than the USD, save for those Classes

designated as unhedged, will be hedged against the USD in the manner set out herein unless this policy is changed by notice to Shareholders.

The Share Classes designated as unhedged will not be hedged against the USD. Accordingly, the investors in such a Share Class will bear any currency risk associated with fluctuations between the currency in which the Share Class is designated and the USD.

**In the case of non-USD Share Classes, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Notwithstanding the foregoing, an investor may invest in Class I Shares in an initial subscription amount which does not meet or exceed the relevant initial subscription as set out above, provided that such investor undertakes to subscribe at least the minimum initial subscription for that Share Class over a reasonable period, not to exceed 1 year, and the total subscription is anticipated by the Investment Adviser, the Manager or the Distributor to reach such level within such time period. Where a Class I Shares Shareholder fails to subscribe at least the minimum initial subscription for the relevant Share Class within such time period, the Class I Shares, as the case may be, held by such Shareholder may, at the discretion of the Directors, be converted without prior notice to the relevant Shareholder to Class A Shares or Class M Shares respectively. Also, an investor who invests in Class A Shares or Class M Shares and subsequently reaches the Class I Shares minimum may, at their request and at the sole discretion of the Directors, be converted to the Class I Shares, as appropriate, but may, at the sole discretion of the Directors and without prior notice to the relevant Shareholder, be converted back to the Class A Shares or Class M Shares if the investor's total holding subsequently falls below the Class I Shares minimum, as the case may be. Investors are cautioned that such conversions, whether voluntary or involuntary, may be taxable events in certain jurisdictions and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of USD 1,000 (or its foreign currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the “NYSE”) (normally at 4:00 p.m., New York time) (the “Dealing Deadline”) will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that

purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the receipt and acceptance of a subscription order (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund.

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form (and supporting documentation in relation to money laundering prevention checks) initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form (and supporting documentation in relation to money laundering prevention checks) by post to the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to receive orders prior to the relevant Dealing Deadline. An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already received a duly completed application form by mail, subsequent applications may be made by fax, by electronic communication or by telephone provided that in the case of telephone applications or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or by electronic communication. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that applications received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares, the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above.

Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

**Class A Shares.** An investor who purchases Class A Shares is not subject to a contingent deferred sales charge (“**CDSC**”) but may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class C Shares.** An investor who purchases Class C Shares of the Fund is not subject to an initial dealer mark-up but is subject to a CDSC as described below (see under “How to Redeem Shares – Contingent Deferred Sales Charge”). Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class C Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class I Shares.** An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class M Shares.** An investor who purchases Class M Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class M Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class P Shares.** An investor who purchases Class P Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class P Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class Z Shares.** An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

The Directors currently intend to apply for UKRS status for each Class to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company’s website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will qualify or that the Directors will continue to seek such status in respect of any Class. Please see the section headed “**TAXATION – UNITED KINGDOM**” in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

---

## HOW TO REDEEM SHARES

---

**Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or, in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Any amendments to a Shareholder’s registration details or payment instructions will only be effected on receipt of original documentation.

**In the case of the non-USD Shares, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

**Redemption by Mail, Facsimile or Electronic Communication.** Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption request or an electronic redemption request, must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests, at the address, fax number or email address (as relevant), specified in the application form not later than the Dealing Deadline on the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Dealing Deadline on a Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

**Redemption by Telephone.** Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that redemption requests received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Dealing Deadline but received by the Administrator or the Company after the Dealing Deadline will be processed at the price determined on the next Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will normally be paid within three (3) Business Days of, and will be paid no later than ten (10) Business Days after, the Dealing Day on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems

equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund for any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depositary; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

**Contingent Deferred Sales Charge (CDSC).** Where an investor purchases Class C Shares, the Manager or the Distributor pays an initial dealer mark-up charge of 1.00% of the amount invested to the dealer. Class C Shares are subject to a CDSC of 1.00%, payable by the investor to the Manager or the Distributor, on certain redemptions made at the request of the Shareholder within one year of purchase. The CDSC is calculated based on the lower of the Net Asset Value at the time of purchase or the time of redemption. Shares acquired through the reinvestment of distributions are exempt. Provided that the financial intermediary supplies the Company with the necessary data, redemptions are made first from Shares in the account which are not subject to a CDSC.

In calculating a CDSC upon the redemption of Shares acquired in an exchange, the Shares are deemed to have been acquired at the time of the original purchase of the exchanged Shares and the CDSC schedule applicable to the exchanged Shares will apply to the acquired Shares.

Class C Shares are subject to the following CDSC schedule:

<b>Age of Shares Redeemed</b>	<b>CDSC %</b>
Less than one year	1.0

The CDSC fees for Class C Shares may be waived from time to time should the Manager and/or Distributor so determine.

**For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

---

## HOW TO EXCHANGE OR TRANSFER SHARES

---

Shareholders may, on any Dealing Day, exchange Shares in the Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter – e.g. A, I, M, or P) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, Shareholders may exchange Shares in Class category A in the Fund (if any) or any other Sub-Fund offering Shares in Class category A for Shares in Class category I in the Fund or any other Sub-Fund offering Shares in Class category I without the consent of the Directors (subject to the minimum subscription requirements applicable to the Shares of Class category I being complied with). In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors. Notwithstanding the above, exchange of Class Z Shares for Shares in the same Class category in the same or any other Sub-Fund may only be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the relevant Class of the applicable Sub-Fund. Exchange requests for Shares must be made through the Administrator. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that exchange requests placed through them are transmitted onwards to the Administrator on a timely basis.

Shares may be exchanged by telephone by an investor provided the investor has not disclaimed in writing the use of the privilege. Such exchanges can be effected by calling the Company, c/o the Administrator, at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to 4:00 p.m. (New York time). Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of exchange instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded. In times of drastic economic or market changes, technological failure or power interruption, a telephone redemption may be difficult to implement and the right to redeem by telephone may be suspended.

Shareholders may exchange Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shares may be exchanged by electronic communication by an investor provided the investor has not disclaimed in writing the use of the privilege.

Certain intermediaries or dealers may charge a conversion fee on the value of Shares to be converted and Shareholders should contact their intermediaries or dealers for details of any such fee prior to conversion. Any such fee will be paid by the Shareholder to the intermediary or dealer and will not be received by the Company or the Manager. No exchange fee will be charged by the Company or the Manager.

Exchanges, transfers and conversions, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

**For additional information concerning exchanges and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be

deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed "Taxation" in the Prospectus.

---

**DIVIDEND POLICY**

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends annually, on the last Business Day of December of each year, or such other date as the Directors may determine and notify in advance to Shareholders (the "Distribution Date"), out of the net income of the Income Class. It is not currently intended to declare dividends out of capital gains for the Income Classes. Dividends which are declared annually will be reinvested or, if requested by the Shareholder in the relevant Shareholder's application, be paid annually by electronic transfer to the account specified in the relevant Shareholder's application form. All such payments to Shareholders will be made within 10 Business Days of the Distribution Date.

The Directors currently intend that all income and gain attributable to Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

---

**FEES AND EXPENSES**

---

**MANAGEMENT FEES**

The Company will pay the Manager management fees per annum of the average daily Net Asset Value of the Fund attributable to each Share Class, based on the amount outlined in the table below. The management fees shall accrue daily and be payable quarterly in arrears on the last Dealing Day of each quarter in USD.

	<b>Class A</b>	<b>Class C</b>	<b>Class I</b>	<b>Class M</b>	<b>Class P</b>	<b>Class Z</b>
<b>Management Fee</b>	1.35%	1.60%	0.45%	0.60%	0.50%	N/A

The Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

**All Classes**

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

## **ADMINISTRATION FEES**

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of USD 50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to USD 5,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be USD 5,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of three one-hundredths of one per cent (0.03%) of the total average daily net assets of the Company is payable to the Administrator, with a service charge annual minimum of USD 150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree. The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

## **CUSTODY FEES**

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of USD 18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees, and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

## **THE INVESTMENT ADVISER**

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

## **THE DISTRIBUTOR**

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund

("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, will be paid quarterly in arrears, and will not be paid directly by the Company.

The Distributor or the Manager may, out of its fee, pay a service fee in respect of Class P Shares to platform providers where such provider has entered into a written agreement with the Distributor or the Manager.

## **SALES CHARGE**

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

## **REDEMPTION CHARGES**

Class C Shares are subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES" above.

## **ESTABLISHMENT AND OPERATING EXPENSES**

The formation expenses of the Fund of approximately EUR 35,000 will be borne by the Fund and amortised over a period not to exceed the first five years of the Fund commencing on the date of first issue of shares of the Fund. The effect of this accounting treatment is not material to the financial statements. If the effect of the accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. Certain costs and expenses incurred in the operation of the Fund will also be borne out of the assets of the Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Fund, by a partial waiver of their fees where necessary, so that the total expense ratio ("TER") in respect of the Class A Shares will not exceed 1.50% of their respective Net Asset Value annually. The TER in respect of the Class C Shares will not exceed 1.75% of their respective Net Asset Value annually. The TER in respect of the Class I Shares will not exceed 0.60% of their respective Net Asset Value annually. The TER in respect of the Class Z Shares will not exceed 0.15% of their respective Net Asset Value

annually. The TER in respect of the Class M Shares will not exceed 0.75% of Net Asset Value annually and in respect of the Class P Shares will not exceed 0.65% of Net Asset Value annually. The voluntary TER cap, relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. This subsidy may be discontinued at any time at the discretion of the Manager/Investment Adviser, as relevant, on notice to the Shareholders.

**While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

**Investors should refer to the “Fees and Expenses” section of the Prospectus for Directors’ fees and any other fees that may be payable and which are not specifically mentioned here.**

---

## CANADIAN INVESTORS

---

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

### THE OFFERING IN CANADA

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

## CANADIAN INVESTOR REPRESENTATIONS

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled “Resale Restrictions” and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;
- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;
- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an “accredited investor” as such term is defined in section 1.1 of National Instrument 45-106 (“NI 45-106”) or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the “Ontario Act”), and a “permitted client” as such term is defined in section 1.1 of National Instrument 31-103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);
- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
  - (i) the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
  - (ii) the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;

- (iii) acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor's name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
- (iv) it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and
- (v) where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (i) if an individual, the investor acknowledges and agrees that:
  - a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor's name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the "Personal Information");
  - b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
  - c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
  - d. the following officials can answer questions about the indirect collection of the Personal Information:

<p>Ontario Securities Commission            20 Queen Street West, 22nd Floor            Toronto, Ontario M5H 3S8            Telephone: 416-593-8314            Toll free in Canada: 1-877-785-1555            Facsimile: 416-593-8122            Email: <a href="mailto:exemptmarketfilings@osc.gov.on.ca">exemptmarketfilings@osc.gov.on.ca</a>            Public official contact regarding indirect collection of information: Inquiries Officer</p>	<p>British Columbia Securities Commission            P.O. Box 10142, Pacific Centre            701 West Georgia Street            Vancouver, British Columbia V7Y 1L2            Inquiries: 604-899-6854            Toll free in Canada: 1-800-373-6393            Facsimile: 604-899-6581            Email: <a href="mailto:FOI-privacy@bcsc.bc.ca">FOI-privacy@bcsc.bc.ca</a>            Public official contact regarding indirect collection of information: FOI Inquiries</p>
<p>Alberta Securities Commission            Suite 600, 250 – 5th Street SW            Calgary, Alberta T2P 0R4            Telephone: 403-297-6454            Toll free in Canada: 1-877-355-0585            Facsimile: 403-297-2082            Public official contact regarding indirect collection of information: FOIP Coordinator</p>	<p>The Manitoba Securities Commission            500 – 400 St. Mary Avenue            Winnipeg, Manitoba R3C 4K5            Telephone: 204-945-2561            Toll free in Manitoba: 1-800-655-5244            Facsimile: 204-945-0330            Public official contact regarding indirect collection of information: Director</p>
<p>Autorité des marchés financiers            800, rue du Square-Victoria, 22e étage            C.P. 246, tour de la Bourse</p>	

Montréal, Québec H4Z 1G3  
Telephone: 514-395-0337 or 1-877-525-0337  
Facsimile: 514-864-6381 (For privacy requests only)  
Email: fonds\_dinvestissement@lautorite.qc.ca  
(For investment fund issuers)  
Public official contact regarding indirect collection of information: Corporate Secretary

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

#### **NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER**

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;
- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;
- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and

(iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:

- i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);
- ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);
- iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);
- iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and
- v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

### **RESALE RESTRICTIONS**

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

### **TAXATION AND ELIGIBILITY FOR INVESTMENT**

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

## **EATON VANCE INTERNATIONAL (IRELAND) EMERGING MARKETS LOCAL INCOME FUND**

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

**SUPPLEMENT DATED 2 JUNE 2023  
TO THE PROSPECTUS DATED 13 DECEMBER 2021**

### **MANAGER**

#### **MSIM FUND MANAGEMENT (IRELAND) LIMITED**

---

This Supplement forms part of, and should be read in the context of, and together with the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Emerging Markets Local Income Fund (the “Fund”) which is a separate portfolio of the Company.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## CONTENTS

	<b>Page No</b>
Definitions .....	174
Investment Objective and Policies.....	174
Investment Adviser .....	181
Sub-Investment Adviser .....	181
How to Buy Shares .....	182
How to Redeem Shares .....	189
How To Exchange or Transfer Shares .....	191
Dividend Policy .....	192
Fees and Expenses .....	193
Canadian Investors.....	195

---

## DEFINITIONS

---

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, “Dealing Day” shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, “Valuation Point” shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a “Recognised Market” means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

The Base Currency for the Fund shall be U.S. Dollars (“USD”) or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as the “Eaton Vance Emerging Markets Local Income Fund” in certain marketing materials, advertisements, fund information websites or other publications.

---

## INVESTMENT OBJECTIVE AND POLICIES

---

The investment objective of the Fund is to generate total return, being income and capital appreciation.

The Fund is actively managed and seeks to achieve its investment objective by investing in instruments (as detailed below) to establish investment exposures to emerging markets. The Fund will invest at least 80% of its Net Asset Value in: (i) fixed income securities (as set out below) denominated in currencies of emerging market countries; (ii) fixed income securities (as set out below) issued by emerging market corporates or emerging market sovereign nations; and/or (iii) derivative instruments (as detailed below), denominated in or based on the currencies, interest rates, or issues of, emerging market countries.

Emerging market countries are defined to include any country that did not become a member of the OECD prior to 1975 and Turkey. Emerging market countries include so-called frontier market countries, which generally are considered by the Investment Adviser to be less developed countries that: (i) are not included in the JPMorgan Government Bond Index: Emerging Market (JPM GBI-EM) Global Diversified Index (the “Index”); or (ii) represent 2% or less of the Index. The Fund may have significant investment in a geographic region or country. It is not intended that the Fund will have a particular sector or industry focus.

The Fund will invest in fixed income securities listed, traded or dealt on Recognised Markets (such as sovereign bonds and debentures, mortgage-backed securities (“MBS”) and asset-backed securities, convertible debt securities (which may embed derivatives), municipal obligations, corporate bonds and debentures, fixed-income and floating rate debt securities (as outlined below) and participation notes (such participation notes may be listed or unlisted and the Fund will invest no more than 10% of its Net Asset Value in participation notes. The issuers of the participation notes in which the Fund will invest will be special purpose vehicles or major investment banks and such participation notes will provide access to investments in emerging markets)). The Fund may invest in instruments of any credit rating, including those rated below investment grade (rated below BBB by either Standard & Poor’s Ratings Services or Fitch Ratings, or below Baa by Moody’s Investors Service, Inc.) or in unrated instruments considered to be of comparable quality by the Investment Adviser (often referred to as “junk”

instruments). Subject to compliance with the UCITS investment restrictions as set out in the section of the Prospectus headed “Investment Objective and Policies – Investment Restrictions”, there is no limit on the percentage of the Fund’s Net Asset Value which may be invested in such lower-rated or unrated investments. It is not generally expected that investment by the Fund in corporate bonds will exceed 10% of the Net Asset Value of the Fund.

The Fund will gain exposure to sovereign nations (including currencies, interest rates and debt instruments issued or guaranteed by sovereign entities) and duration (the sensitivity of the price of a fixed-income investment to a change in interest rates) through investments in the instruments outlined herein.

The Fund is actively managed in reference to the Index. The Fund targets a tracking error relative to the Index of between 150 and 350 basis points and a 200 basis point return above the Index and the Investment Adviser has also set guidelines in respect of duration, volatility, correlation and beta relative to the Index. The Fund does not intend to track the Index, however, and a significant portion of the Fund’s investments may not be Index constituents at any given time. The Index will also be used for performance comparison purposes as set out below.

The Fund expects to achieve certain exposures through purchasing and selling derivative instruments, including forward foreign currency exchange contracts; futures on securities, indices, currencies and swaps; options; and interest rate swaps, cross-currency swaps, total return swaps and credit default swaps (“CDS”), which may create economic leverage in the Fund. The Fund may engage in these derivative transactions to seek to enhance total return; to hedge against fluctuations in securities prices, interest rates or currency exchange rates; to change the effective duration of its portfolio; to manage certain investment risks; and/or as a substitute for the purchase or sale of securities or currencies. Please see the sub-section headed “Information on Financial Derivatives” for a description of the aforementioned derivative instruments. Other derivative instruments, in addition to those outlined above, may be used for hedging purposes or efficient portfolio management purposes.

It is not the Fund’s current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund may engage in securities lending in respect of the securities in which the Fund may invest (as outlined herein) for efficient portfolio management purpose and may also engage in forward commitments and synthetic short sales.

In managing the Fund, the Investment Adviser performs macroeconomic and political research and analysis on individual countries. It considers such factors as a country’s political system and environment, fiscal policy, monetary policy, incomes policy (i.e. any government policy that affects corporate or individual earnings in the particular country subject to the policy (such as tax policy, subsidies in particular economic sectors, minimum wage laws, or industry regulations)) and trade policy, among other factors. Based on this research and analysis, the Investment Adviser seeks to identify countries and currencies it believes have potential to outperform investments in other countries and currencies, and to anticipate changes in global economies, markets, political conditions and other factors for this purpose. The Investment Adviser selects and adjusts investments in an effort to take advantage of differences in the perceived values of countries’ currencies, interest rates and credit spreads. To implement investment decisions, the Investment Adviser selects an asset class and specific instrument that most optimally and efficiently expresses the Investment Adviser’s view of that particular country. The Investment Adviser considers the relative risk/return characteristics of prospective investments in determining the most efficient means for achieving desired exposures.

The investment process and strategy seeks to identify local emerging markets and their currencies that will outperform on a relative basis other comparable emerging markets and their currencies. The principal risk factors in analysing emerging markets debt are credit, duration, foreign exchange and sustainability risk. Any or all of these factors may be identified as having the potential to contribute to outperformance. Therefore, in some cases, the Investment Manager will take the view that a country’s currency will appreciate and will seek to obtain exposure to that currency through the derivative instruments referenced above or investment in the securities denominated in such currency.

In evaluating the fixed income securities issued by emerging market corporates and in its engagement with issuers, the Investment Adviser incorporates an assessment of sustainability-related risks and opportunities into the assessment process to determine impacts on credit fundamentals, implications

for valuation and spreads, currency and duration / local rates, and any material aspects that may affect the trading technicalities of the fixed income securities. These criteria may include, but are not limited to environmental, social and governance (“**ESG**”) themes such as carbon emissions, climate vulnerability, forestry conservation, life expectancy & health, education, living standards, voice & accountability, political stability, effective government, regulatory quality, rule of law, corruption, and violence/terrorism. The Investment Adviser will monitor core sustainability indicators, including ESG assessments from third-party providers, in order to measure and evaluate the contribution of the fixed income securities to the ESG themes described above. The indicators will be measured and evaluated at least annually.

The Investment Adviser also deploys a proprietary assessment framework for labelled thematic sustainable bonds, through which the robustness, impact and transparency of such instruments are evaluated.

The Investment Adviser promotes good governance and social practices among corporate issuers. Consequently, the Investment Adviser will not make any new investments in issuers where there is evidence that the relevant issuer has engaged in significant social violations (being activities which infringe significantly on an individual or a group’s rights). Any issuers exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. The Investment Adviser shall disclose the methodology used to evaluate significant social violations on its website.

With respect to investment in fixed income securities issued by corporates, investments shall not knowingly include any company whose business activity involves the following:

- manufacturing or production of controversial weapons;
- manufacturing or production of civilian firearms;
- manufacturing or production of tobacco; and
- mining and extraction of thermal coal, where the company derives 5% or more revenue from such business activity.

The exceptions to the above *coal exclusion* are that the Fund may invest in labelled thematic *Green and Sustainability* bonds, which are issued to raise capital specifically for climate-related projects, so long as it has been determined that the objectives of such instruments are consistent with a reduction by the issuer in its carbon emissions. Investment in such instruments will be subject to diligence by the Investment Adviser. *The Investment Adviser may also engage company management around the topics of decarbonisation and climate risk, as well as corporate governance practices and what it deems to be materially important other environmental and/or social issues facing a company.*

In addition to the above sectoral exclusions, the Investment Adviser monitors business practices of issuers on an ongoing basis, through data on ESG controversies and standards screening sourced from third party providers. The Investment Adviser will consider controversy cases that it views as being very severe based on ratings by relevant ESG data providers, and failures to comply with the UN Global Compact or the ILO *Fundamental Principles*, although such incidents will not automatically result in exclusion from the portfolio.

The Investment Adviser also promotes good governance and social practices among sovereigns. Consequently, the Investment Adviser will not make any new investments in countries where there is evidence of significant social violations (being significant failures by the government to ensure that an individual or a group’s social rights are protected). Any countries exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. The Investment Adviser shall disclose the methodology used to evaluate significant social violations on its website.

Further to the above, the Investment Adviser may, at its discretion, elect to apply additional ESG-related investment restrictions over time that it believes are consistent with the investment objective of the Fund. Such additional restrictions will be disclosed as they are implemented on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

Investments that are held by the Fund which as a result of the application of the ESG criteria above become restricted after they are acquired for the Fund, will be sold. Such sales will take place over a time period to be determined by the Investment Adviser, taking into account the best interests of the

Shareholders. The Investment Adviser uses third-party data and in some cases data on specific issuers, ESG themes or the exclusions noted above may not be available and/or may be estimated by the Investment Adviser using internal methodologies or reasonable estimates. The methodologies used by different data providers may also vary and may result in different scores. The Fund may take exposure to issuers who may not themselves contribute to the specific environmental or social characteristics promoted by the Fund such as hedging instruments, unscreened investments for diversification purposes, investments for which data is lacking or cash held as ancillary liquidity.

The Investment Adviser believes that as sustainability issues are sources of long-term risk and return, the integration of sustainability risks as outlined above may assist in enhancing the returns of the Fund over the long term. Further information in respect of the integration of sustainability risks in relation to the Company is included in the section of the Prospectus headed “Disclosures under the Sustainable Finance Disclosure Regulation”.

Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (“**EU Taxonomy**”), requires a financial product to disclose (i) how and to what extent it has used the EU Taxonomy to determine the sustainability of its underlying investments; and (ii) to what environmental objective(s) (as defined in the EU Taxonomy) the underlying investments contribute.

While the Fund promotes environmental characteristics as described above, it is not committing to make environmentally sustainable investments. As such, while the Manager and the Investment Manager have a commitment to complying with all applicable sustainable investment legislation, the Fund will not take into account the criteria for environmentally sustainable economic activities established under the EU Taxonomy and its portfolio alignment with such EU Taxonomy is 0%.

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.

The Fund is classified as “promoting, 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” within the meaning of Article 8 of SFDR (sometimes referred to as “light green investment”). **Further information in respect of how the environmental or social characteristics, or a combination of those characteristics, are met can be found in the SFDR Disclosures Annex hereto.**

The Fund may invest up to 5% of its Net Asset Value in equity securities consistent with the Fund’s investment objective, for example, where an equity position will offer more value than a bond of a company which the Fund seeks exposure to, where an equity position is acquired as a result of debt restructuring or reorganisation, or where positions are subject to a debt to equity conversion and the Fund continues to hold those equity positions. The Fund may also receive warrants as a result of corporate actions. No more than 5% of the Net Asset Value of the Fund will be held in warrants.

The Fund may invest in open-ended UCITS and eligible alternative investment funds (including exchange traded funds) which are consistent with the investment objective of the Fund. Investment in aggregate in collective investment schemes and investment in any one collective investment scheme will not exceed 10% of the Net Asset Value of the Fund.

Pending investment of subscription proceeds or where market or other factors so warrant, the Fund may, subject to the investment restrictions set out in the Prospectus, hold cash and/or ancillary liquid assets such as money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers’ acceptances) and cash deposits.

The Fund may also invest in fixed-income debt securities or floating rate debt securities that include zero coupon bonds, preferred stocks, deferred interest bonds and notes and bonds and notes on which the interest is payable in the form of additional stocks, bonds or notes of the same kind (“PIK securities”). Zero coupon and deferred interest bonds are debt obligations which are issued at a significant discount from face value. While zero coupon bonds do not require the periodic payment of interest, deferred interest bonds provide for a period of delay before the regular payment of interest begins. PIK securities

are debt obligations which provide that the issuer thereof may, at its option, pay interest in cash or in the form of additional debt securities. Such investments may, due to changes in interest rates, experience greater volatility in market value than debt obligations which make regular payments of interest. The Fund may also invest in exchange traded notes which are senior, unsecured, unsubordinated debt securities designed to provide investors access to the returns of various market benchmarks.

Debt securities in which the Fund invests may bear fixed, fixed and contingent (meaning a floating rate of interest based on an underlying reference rate such as a specified index interest rate or a defined measure of inflation), or variable rates of interest.

The Investment Adviser believes that as sustainability issues are sources of long-term risk and return, the integration of sustainability risks as outlined above may assist in enhancing the returns of the Fund over the long term.

**Exposure to securities financing transactions**

It is not the Fund’s current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund’s exposure to total return swaps and securities lending transactions is as set out below (in each case as a percentage of Net Asset Value):

<b>Instrument</b>	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps	8%	30%
Securities Lending	5%	15%

The Fund will utilise derivatives providing long and “synthetic short” positions. The Fund’s total market exposure (excluding any hedges put in place) may vary in time and typically ranges between 0%-100%. Derivative positions may be 0% - 100% for long positions and 0%- 100% for short positions, as a percentage of the Net Asset Value of the Fund, depending on the Investment Adviser’s analysis of the prevailing market conditions and considered in light of the investment objective of the Fund. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

Where the Fund invests indirectly in UCITS eligible indices through FDI, where index weightings exceed the permitted UCITS investment restrictions, the Investment Adviser will rebalance the exposure to the index by decreasing the Fund’s exposure to the index until it complies with the diversification limits. Details of such indices will be included in the annual report of the Company.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See “SPECIAL CONSIDERATIONS AND RISK FACTORS - Lower Quality Debt Securities” in the Prospectus for the risks associated with lower rated and unrated obligations.

**Investors should note that there can be no guarantee that the Fund will achieve its investment objective.**

**Risk factors for an investor in the Fund to consider are set out under “Special Considerations and Risk Factors” in the Prospectus and herein.**

The Fund will invest in transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under “Investment Objectives and Policies” in the Prospectus. Save as outlined herein, it is not the current intention of the Company to employ derivative instruments for efficient portfolio management purposes or for investment purposes. If it is proposed to review this matter at any time in the future, the Directors of the Company will notify the Central Bank in advance, and will submit an updated risk management process to the Central Bank in accordance with the Central Bank UCITS Regulations prior to the Company engaging in the use of such other derivatives for efficient

portfolio management purposes and/or for investment purposes on behalf of the Fund, and shall update this Supplement to reflect the change of intention.

**Investors should note that the Fund may or may not use currency forward contracts and spot contracts to hedge currency exposure arising from the Fund's investments in assets denominated in currencies other than the Base Currency. The Fund intends to hedge the currency risk on Classes of Shares of the Fund which are designated in a currency other than the Base Currency (save where such Share Classes are specified as unhedged) using forward contracts and spot contracts.**

## **Risk Management**

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with financial derivative instruments ("FDI"). A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Sub-Fund, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments.

The Fund is subject to an advanced risk management process in compliance with the Central Bank UCITS Regulations. The Fund will utilise a "Relative VAR" approach which aims to ensure that the value-at-risk of the Fund will be no greater than twice the value-at-risk of a comparable benchmark portfolio, in this case, the Index. The Fund may be leveraged as a result of its use of FDI. The level of leverage to be incurred through the use of FDI (as measured by the sum of the notional of derivatives positions) is generally expected to be between 300% and 400% of the Net Asset Value of the Fund. The level of leverage in the Fund may exceed this range in certain market conditions or where the Investment Adviser believes that the use of additional derivatives is appropriate to achieve the investment objectives of the Fund. However, in such circumstances the level of leverage is not expected to exceed 500% of the Net Asset Value of the Fund.

The Fund will utilize FDI for both hedging and investment purposes. Use of FDI to achieve investment exposures is not intended to, but may, increase the risk or volatility of the Fund as compared to a security investment used to achieve the equivalent exposure.

## **Information on Financial Derivative Instruments**

### **Swaps**

These include total return swaps, CDS, cross-currency swaps and interest rate swaps.

A total return swap is a bilateral financial contract, which allows one party to enjoy all of the cash flow benefits of an asset without actually owning this asset. The underlying reference assets of the swaps and CDS can be single name equity or fixed income securities, equity or fixed income indices or custom baskets of equity or fixed income securities or currencies, emerging market debt indices, interest rate indices or volatility indices.

A CDS is a swap used to transfer the risk of default on an underlying security from the holder of the security to the seller of the swap. For example, if a fund buys a CDS, it will be entitled to receive the value of the security from the seller of the CDS, should the security's issuer default on its payment obligations under the security. Where a fund sells a CDS, it will receive a fee from the purchaser and hope to profit from that fee in the event that the issuer of the relevant security does not default on its payment obligations.

An interest rate swap is an agreement between two parties in which one stream of future interest payments is exchanged for another based on a specified principal amount. Interest rate swaps usually involve the exchange of a fixed interest rate for a floating rate, or vice versa.

A currency swap is a foreign exchange agreement between two parties to exchange notional and interest payments (fixed or floating) in one currency for notional and interest payments (fixed or floating)

in another currency.

The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the assets of the Fund.

### **Options**

The Fund may also enter into exchange-traded options and options traded over-the-counter (or OTC options) in respect of securities. Unlike exchange traded options, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC options are generally established through negotiation with the other party to the option contract. A call option on an investment is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms. A put option is a contract that gives the purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price at either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms.

### **Futures**

The Fund may enter into futures on securities, UCITS eligible indices (emerging market debt indices, interest rate indices and volatility indices), currencies, swaps and other investments. The sale of a futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

### **Forward Currency Exchange Contracts.**

A forward currency exchange contract involves an obligation to purchase or sell a specific currency at a future date at a price set at the time of the contract.

### **Risks associated with Forward Currency Contracts**

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist. These factors restrict the ability to hedge against the risk of devaluation of currencies in which a substantial quantity of securities are being held for the Fund and are unrelated to the qualitative rating that may be assigned to any particular security.

### **Share Currency Designation Risk**

A Class of Shares of the Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Fund intends to attempt to hedge out the currency risk of the non-USD Shares (save where such Share Classes are specified as unhedged) by hedging them back to USD by using currency forward contracts and spot contracts. Save as specified in this paragraph, a Class of Shares may not be leveraged as a result of the use of such techniques and instruments. Such hedging shall be limited to the extent of the relevant Class of Share's currency exposure. In no case will the hedging of the currency exposure be permitted to exceed 105% of the Net Asset Value of the particular Class of Shares or to be below 95% of that portion of the Net Asset Value of the particular Class of Shares which is to be hedged against currency risk. Hedging will be monitored with the aim of ensuring that over-hedged positions do not exceed the 105% limit and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged and are not carried forward from month to month. Such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value attributable to the relevant Class will not be carried forward from month to month. While not the intention, over-hedged or under-hedged positions may arise due to factors outside

the control of the Fund. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class of Shares from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances, Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/loss on and the costs of the relevant financial instruments. **While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion for non-USD Classes will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

Although hedging strategies will only be used with respect to the non-USD Share Classes of the Fund, the financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments relating to Class hedging will accrue solely to the relevant Class of Shares of the Fund. Any currency exposure of this Class of Shares may not be combined with or offset with that of any other Class of Shares of the Fund. The currency exposures of the assets of the Fund will not be allocated to separate Classes of Shares.

### **Profile of a Typical Investor**

The Fund is suitable for investors who are seeking total return by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but can be less depending upon individual risk profiles.

### **Securities Financing Transaction Risk, Collateral Reinvestment Risk and Re-use Risk**

Securities lending and swaps may be subject to various types of risks, including operational, liquidity, counterparty, custody and legal risks.

The Fund could receive cash collateral as a result of its securities lending, derivatives or other trading activities. Where such cash collateral is reinvested there is a risk that the capital value of the collateral could decline due to a decline in the value of the underlying investment. This in turn may cause losses to the Fund because it is obliged to return collateral to the counterparty.

The risks arising in respect of the re-use of collateral are those which apply in respect of direct investment as set out in section of the Prospectus headed "SPECIAL CONSIDERATIONS AND RISK FACTORS".

---

### **INVESTMENT ADVISER**

---

The Manager has appointed Eaton Vance Management, Two International Place, Boston, MA 02110, USA ("**Eaton Vance**" or the "**Investment Adviser**") as sole investment adviser to the Fund. Eaton Vance is a Massachusetts business trust and an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

The Investment Advisory Agreement dated 30 September 2021 between the Company, the Manager and the Investment Adviser, as may be amended from time to time (the "**Investment Advisory Agreement**"), provides that neither the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Investment Adviser of its obligations and duties under the Investment Advisory Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Adviser and its directors, officers, employees and agents, arising from or in connection with the performance of

its obligations and duties under the Investment Advisory Agreement in the absence of any such negligence, wilful default, bad faith or fraud by the Investment Adviser in the performance of its duties under the Investment Advisory Agreement or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Advisory Agreement may be terminated by any party thereto upon ninety (90) days' prior written notice. In addition, the Investment Advisory Agreement may be terminated immediately by one of the parties if: (i) any other party commits any material breach of the agreement or commits persistent breaches of the agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the notice being served upon the defaulting party requiring it to remedy same; (ii) any other party is unable to perform its duties under the Agreement due to any change in law or regulatory practice; (iii) any other party is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) any other party is the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) any other party has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) any other party is the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or (vii) any other party is the subject of a court order for its winding up or liquidation. The Investment Advisory Agreement shall also terminate automatically on termination of the Management Agreement.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the Index. The Index is an emerging markets debt benchmark that tracks local currency bonds issued by emerging market governments. Any change in the use of the Index will be disclosed to Shareholders via the Accounts.

---

## HOW TO BUY SHARES

---

**Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Manager or the Distributor for a list of the Classes of Shares available to them**

All launched Share Classes of the Fund will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in "FEES AND EXPENSES" below.

All unlaunched Shares Classes of the Fund will be made available for subscription at the respective initial price of USD 10, GBP 10, EUR 10, JPY 1,000, CHF 10, AUD 10, CAD 10, SGD 10, DKK 10, NOK 10 or SEK 10 per Share from 9:00 a.m. ((New York time) on 2 October 2021 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 1 December 2023, or, in respect of each such Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of such Class of Shares, if no application has been received for such Class of Shares by 4:00 p.m. (New York time) on 1 December 2023, such other date as the Directors may determine and notify to the Central Bank (the "Closing Date"), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Class of Shares will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in "Fees and Expenses" below.

The Company can create and issue Share Classes with various characteristics and investor eligibility requirements.

## Share Classes and their eligibility

Share Class	Eligibility
<b>Class A</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class C</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class I</b>	Offered primarily for direct investment by institutional investors such as pension funds, sovereign wealth funds, foundations, charities and official institutions. It may also be offered through certain financial intermediaries who have entered into a written agreement with the Distributor to offer such shares.
<b>Class M</b>	Offered primarily by financial intermediaries who charge such clients an ongoing fee for advisory, investment, consulting or similar services.
<b>Class P</b>	Available for investment by the following types of investors: (i) financial intermediaries (including institutional investors) that are prohibited by local laws or regulations applicable to them to receive and/or retain any rebate/commission; (ii) distributors providing portfolio management and investment advice on an independent basis (as defined by MiFID II) within the EU; or (iii) distributors providing non-independent advice (as defined by MiFID II) within the EU who have agreed with their clients not to receive and retain any rebate/commission.
<b>Class S</b>	Available for initial investors and therefore it is expected that Class S shares will only be available for new investors to those Share Classes until such time as the Net Asset Value of Class S shares reaches USD 100 million, or such other amount as may be determined by the Directors from time to time in their absolute discretion. After that point, no new investors shall be permitted into Class S shares (save for new investors investing through the same distribution channels as existing investors in such Share Classes), however, an existing investor in the Share Class will be permitted to make additional subscriptions into the Share Classes after that point.
<b>Class Z</b>	Only available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Details in respect of the Share Classes are set out in the tables below:

	Class A	Class C	Class I	Class M	Class P	Class S	Class Z
<b>Management Fee</b>	1.30%	1.80%	0.65%	0.80%	0.70%	0.325%	N/A
<b>Initial Dealer Mark Up<sup>1</sup></b>	Max. 5%	N/A	N/A	N/A	N/A	N/A	N/A
<b>Base Currency of the Fund</b>	USD						

<b>Other Currencies Available as Hedged and Unhedged</b>	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK
<b>Accumulation Shares</b>	Yes						
<b>Distribution Shares</b>	Yes (Monthly, Quarterly, Semi Annual or Annual)						
<b>Contingent Deferred Sales Charge (CDSC)<sup>2</sup></b>	N/A	1.00%	N/A	N/A	N/A	N/A	N/A

<sup>1</sup> Investors may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer.

<sup>2</sup> Subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES – Contingent Deferred Sales Charge"

<b>Share Class</b>	<b>Currency</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Subsequent Subscription</b>
Class A Class C Class M Class P	U.S. Dollar (USD)	USD 1,000	USD 100
	Sterling (GBP)	GBP 1,000	GBP 100
	Euro (EUR)	EUR 1,000	EUR 100
	Japanese Yen (JPY)	JPY 150,000	JPY 15,000
	Swiss Franc (CHF)	CHF 1,000	CHF 100
	Singapore Dollar (SGD)	SGD 1,000	SGD 100
	Australian Dollar (AUD)	AUD 1,000	AUD 100
	Canadian Dollar (CAD)	CAD 1,000	CAD 100
	Danish Krone (DKK)	DKK 10,000	DKK 1,000
	Norwegian Krone (NOK)	NOK 10,000	NOK 1,000
	Swedish Krona (SEK)	SEK 10,000	SEK 1,000
Class I	U.S. Dollar (USD)	USD 5 million	USD 1,000

Class S	Sterling (GBP)	GBP 5 million	GBP 1,000
	Euro (EUR)	EUR 5 million	EUR 1,000
	Japanese Yen (JPY)	JPY 500 million	JPY 100,000
	Swiss Franc (CHF)	CHF 5 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 5 million	SGD 1,000
	Australian Dollar (AUD)	AUD 5 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 5 million	CAD 1,000
	Danish Krone (DKK)	DKK 10 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 10 million	NOK 10,000
	Swedish Krona (SEK)	SEK 10 million	SEK 10,000
Class Z	U.S. Dollar (USD)	USD 10 million	USD 1,000
	Sterling (GBP)	GBP 10 million	GBP 1,000
	Euro (EUR)	EUR 10 million	EUR 1,000
	Japanese Yen (JPY)	JPY 1,000 million	JPY 100,000
	Swiss Franc (CHF)	CHF 10 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 10 million	SGD 1,000
	Australian Dollar (AUD)	AUD 10 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 10 million	CAD 1,000
	Danish Krone (DKK)	DKK 20 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 20 million	NOK 10,000
	Swedish Krona (SEK)	SEK 20 million	SEK 10,000

### Share Class Naming Conventions

Share Class names are structured as follows: Share Class + one or more suffixes, as appropriate. All of these elements are explained below.

Class	Type	If applicable, Distribution Frequency	Currency	If applicable, Hedged or Unhedged
Class S	Inc	(M)	GBP	(U)

1

2

3

4

5

**1 Share Class:** One of the Share Classes shown in the tables above.

**2. Dividend Policy:** Share Classes can be made available as Accumulation and/ or Income Shares. Classes which declare dividends (Income Classes) are designated as “Inc” in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as “Acc” in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

**3. Dividend Frequency:** Indicates how often a dividend is normally paid.

A monthly dividend frequency will be designated with “(M)”

A quarterly dividend frequency will be designated with “(Q)”

A semiannual dividend frequency will be designated with “(S)”

An annual dividend frequency will be designated with “(A)”

Details in respect of the dividend policy are set out in the section headed “Dividend Policy” below.

**4. Currency Code:** All Share Classes include a three-letter code that indicates the Share Class Currency, which may or may not be the same as the Base Currency of the Sub-Fund.

**5. Hedging Policy:** Share Classes may be unhedged or hedged.

The above Share Classes which are not denominated in USD may be hedged or unhedged. Where hedged, it will be designated with “(H)” in the Share Class Name. Where unhedged, it will be designated with “(U)” in the Share Class name. Details in respect of the hedging to be carried out in respect of the hedged Share Classes is set out herein.

Investors in non-USD denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund to the extent that share class hedging fails to eliminate such risk. Please refer to “Share Currency Designation Risk” above. All Classes of the Fund designated in other currencies than the USD, save for those Classes designated as unhedged (ie with “(U)” in the Share Class name), will be hedged against the USD unless this policy is changed by notice to Shareholders.

The Share Classes designated as unhedged will not be hedged against the USD. Accordingly, the investors in such a Share Class will bear any currency risk associated with fluctuations between the currency in which the Share Class is designated and the USD.

**In the case of non-USD Share Classes, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Notwithstanding the foregoing, an investor may invest in Class I Shares in an initial subscription amount which does not meet or exceed the relevant initial subscription as set out above, provided that such investor undertakes to subscribe at least the minimum initial subscription for that Share Class over a reasonable period, not to exceed 1 year, and the total subscription is anticipated by the Investment Adviser, the Manager or the Distributor to reach such level within such time period. Where a Class I Shares Shareholder fails to subscribe at least the minimum initial subscription for the relevant Share Class within such time period, the Class I Shares, as the case may be, held by such Shareholder may, at the discretion of the Directors, be converted without prior notice to the relevant Shareholder to Class A Shares or Class M Shares respectively. Also, an investor who invests in Class A Shares or Class M Shares and subsequently reaches the Class I Shares minimum may, at their request and at the sole discretion of the Directors, be converted to the Class I Shares, as appropriate, but may, at the sole

discretion of the Directors and without prior notice to the relevant Shareholder, be converted back to the Class A Shares or Class M Shares if the investor's total holding subsequently falls below the Class I Shares minimum, as the case may be. Investors are cautioned that such conversions, whether voluntary or involuntary, may be taxable events in certain jurisdictions and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of USD 1,000 (or its foreign currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the "NYSE") (normally at 4:00 p.m., New York time) (the "Dealing Deadline") will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the receipt and acceptance of a subscription order (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form (and supporting documentation in relation to money laundering prevention checks) initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form

(and supporting documentation in relation to money laundering prevention checks) by post to the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to receive orders prior to the relevant Dealing Deadline. An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already received a duly completed application form by mail, subsequent applications may be made by fax, by electronic means or by telephone provided that in the case of telephone or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or by electronic communication. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that applications received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above. Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may also subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

**Class A Shares.** An investor who purchases Class A Shares of the Fund is not subject to a contingent deferred sales charge (“**CDSC**”) may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investors will also be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class C Shares.** An investor who purchases Class C Shares is not subject to an initial dealer mark-up but is subject to a CDSC as described below (see under “How to Redeem Shares – Contingent Deferred Sales Charge”). Such investors will also be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class C Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class I Shares.** An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class M Shares.** An investor who purchases Class M Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND**

EXPENSES” below. Class M Shares of the Fund shall constitute Income Classes and Accumulation Classes as set out above.

**Class P Shares.** An investor who purchases Class P Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class P Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class S Shares.** An investor who purchases Class S Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class S Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class Z Shares.** An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

The Directors currently intend to apply for UKRS status for each Class to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company's website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will qualify or that the Directors will continue to seek such status in respect of any Class. Please see the section headed “TAXATION – UNITED KINGDOM” in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

---

## HOW TO REDEEM SHARES

---

**Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Any amendments to a Shareholder's registration details or payment instructions will only be effected on receipt of original documentation.

**In the case of non-USD Share Classes, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

**Redemption by Mail, Facsimile or Electronic Communication.** Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption request or an electronic redemption request must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests, at the address, fax number or email address (as relevant), specified in the application form not later than the Dealing Deadline on the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Dealing Deadline on a Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

**Redemption by Telephone.** Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that redemption requests received by telephone after the Dealing

Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depository nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Dealing Deadline but received by the Administrator or the Company after the Dealing Deadline will be processed at the price determined on the next Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will normally be paid within three (3) Business Days of, and will be paid no later than ten (10) Business Days after, the Dealing Deadline on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depository.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depository; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his

redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

**Contingent Deferred Sales Charge (CDSC).** Where an investor purchases Class C Shares, the Manager or the Distributor pays an initial dealer mark-up charge of 1.00% of the amount invested to the dealer. Class C Shares are subject to a CDSC of 1.00%, payable by the investor to the Manager or the Distributor, on certain redemptions made at the request of the Shareholder within one year of purchase. The CDSC is calculated based on the lower of the Net Asset Value at the time of purchase or the time of redemption. Shares acquired through the reinvestment of distributions are exempt. Provided that the financial intermediary supplies the Company with the necessary data, redemptions are made first from Shares in the account which are not subject to a CDSC.

In calculating a CDSC upon the redemption of Shares acquired in an exchange, the Shares are deemed to have been acquired at the time of the original purchase of the exchanged Shares and the CDSC schedule applicable to the exchanged Shares will apply to the acquired Shares.

Class C Shares are subject to the following CDSC schedule:

<b>Age of Shares Redeemed</b>	<b>CDSC %</b>
Less than one year	1.0

The CDSC fees for Class C Shares may be waived from time to time should the Manager and/or Distributor so determine.

**For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

---

## **HOW TO EXCHANGE OR TRANSFER SHARES**

---

Shareholders may, on any Dealing Day, exchange Shares in the Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter – e.g. A, C, I, M or P) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, Shareholders may exchange Shares in Class category A in the Fund or any other Sub-Fund offering Shares in Class category A for Shares in Class category I in the Fund or any other Sub-Fund offering Shares in Class category I without the consent of the Directors (subject to the minimum subscription requirements applicable to the Shares of Class category I being complied with). In addition, where requested, exchanges of Shares of Class category A in the Fund for Shares in Class category M in the Fund or in any other Sub-Fund offering Shares in Class category M may be permitted in the sole discretion of the Directors. In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors. Notwithstanding the above, exchange of Class Z or Class S Shares for Shares in the same Class category in the same or any other Sub-Fund may only be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the relevant Class of the applicable Sub-Fund. Exchange requests for Shares must be made through the Administrator. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that exchange requests placed through them are transmitted onwards to the Administrator on a timely basis.

Shares may be exchanged by telephone by an investor provided the investor has not disclaimed in writing the use of the privilege. Such exchanges can be effected by calling the Company, c/o the Administrator, at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to 4:00 p.m. (New

York time). Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of exchange instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded. In times of drastic economic or market changes, technological failure or power interruption, a telephone redemption may be difficult to implement and the right to redeem by telephone may be suspended.

Shareholders may exchange Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shares may be exchanged by electronic communication by an investor provided the investor has not disclaimed in writing the use of the privilege.

Certain intermediaries or dealers may charge a conversion fee on the value of Shares to be converted and Shareholders should contact their intermediaries or dealers for details of any such fee prior to conversion. Any such fee will be paid by the Shareholder to the intermediary or dealer and will not be received by the Company or the Manager. No exchange fee will be charged by the Company or the Manager.

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Exchanges, transfers and conversions, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

**For additional information concerning exchanges and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed “Taxation” in the Prospectus.

---

#### **DIVIDEND POLICY**

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends out of the net income and the excess of realised and unrealised net capital gains over realised and unrealised losses of the Income Classes. The frequency of such declarations will be monthly, quarterly, semi-annually or annually, depending on the designation of the relevant Income Class as detailed herein. Dividends which are declared will be paid at the same frequency as at which they are declared by electronic transfer to the account specified in the relevant

Shareholder's application form or reinvested if requested by Shareholders in the relevant Shareholder's application. All such payments to Shareholders will be made within 10 Business Days of the end of the relevant calendar month, quarter, calendar half-year or calendar year, as appropriate).

The Directors currently intend that all income and gain attributable to Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

---

## FEES AND EXPENSES

---

### MANAGEMENT FEES

The Company will pay the Manager management fees per annum of the average daily Net Asset Value of the Fund attributable to each Share Class, based on the amount outlined in the table below. The management fees shall accrue daily and be payable quarterly in arrears on the last Dealing Day of each quarter in USD.

	Class A	Class C	Class I	Class M	Class P	Class S	Class Z
Management Fee	1.30%	1.80%	0.65%	0.80%	0.70%	0.325%	N/A

The Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

### All Classes

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

### ADMINISTRATION FEES

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of USD 50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to USD 5,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be USD 5,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of three one-hundredths of one per cent (0.03%) of the total average daily net assets of the Company is payable to the Administrator with a

service charge annual minimum of USD 150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree. The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

### **CUSTODY FEES**

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of USD 18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees, and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

### **THE INVESTMENT ADVISER**

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

### **THE DISTRIBUTOR**

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund ("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, will be paid quarterly in arrears, and will not be paid directly by the Company.

The Distributor or the Manager may, out of its fee, pay a service fee in respect of Class P Shares to platform providers where such provider has entered into a written agreement with the Distributor or the Manager.

### **SALES CHARGE**

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

### **REDEMPTION CHARGES**

Class C Shares are subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES" above.

### **ESTABLISHMENT AND OPERATING EXPENSES**

The formation expenses of the Fund of approximately EUR 50,000 will be borne by the Fund and amortised over a period not to exceed the first five years of the Fund commencing on the date of first issue of shares of the Fund. The effect of this accounting treatment is not material to the financial statements. If the effect of the accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. Certain other costs and expenses incurred in the operation of the Fund will

also be borne out of the assets of the Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Fund so that the total expense ratio (“TER”) in respect of the Class A Shares will not exceed 1.50% of their respective Net Asset Value annually. The TER in respect of the Class C Shares will not exceed 2.00% of their respective Net Asset Value annually. The TER in respect of the Class I Shares will not exceed 0.80% of their respective Net Asset Value annually. The TER in respect of the Class S Shares will not exceed 0.475% of their respective Net Asset Value annually. The TER in respect of the Class M Shares will not exceed 1.00% of Net Asset Value annually. The TER in respect of the Class P Shares will not exceed 0.90% of Net Asset Value annually. The TER in respect of the Class Z Shares will not exceed 0.15% of Net Asset Value annually.

The expense reimbursement relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. Amounts reimbursed may be recouped by the Manager or Investment Adviser to the extent actual expenses are less than the expense cap in any financial year. This subsidy may be discontinued at any time at the discretion of the Manager/Investment Adviser, as relevant, on notice to the Shareholders.

**While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion for non-USD Share Classes of the Fund will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

**Investors should refer to the “Fees and Expenses” section of the Prospectus for Directors’ fees and any other fees that may be payable and which are not specifically mentioned here.**

---

#### CANADIAN INVESTORS

---

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE

SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

### **THE OFFERING IN CANADA**

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

### **CANADIAN INVESTOR REPRESENTATIONS**

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled "Resale Restrictions" and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;

- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;
- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an “accredited investor” as such term is defined in section 1.1 of National Instrument 45-106 (“NI 45-106”) or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the “Ontario Act”), and a “permitted client” as such term is defined in section 1.1 of National Instrument 31-103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);
- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
  - (a) the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
  - (b) the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;
  - (c) acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor’s name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
  - (d) it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and

- (e) where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (i) if an individual, the investor acknowledges and agrees that:
- a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor's name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the "Personal Information");
  - b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
  - c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
  - d. the following officials can answer questions about the indirect collection of the Personal Information:

<p>Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314 Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122 Email: <a href="mailto:exemptmarketfilings@osc.gov.on.ca">exemptmarketfilings@osc.gov.on.ca</a> Public official contact regarding indirect collection of information: Inquiries Officer</p> <p>Alberta Securities Commission Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 Toll free in Canada: 1-877-355-0585 Facsimile: 403-297-2082 Public official contact regarding indirect collection of information: FOIP Coordinator</p> <p>Autorité des marchés financiers 800, rue du Square-Victoria, 22e étage C.P. 246, tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-864-6381 (For privacy requests only)</p>	<p>British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: 604-899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: 604-899-6581 Email: <a href="mailto:FOI-privacy@bcsc.bc.ca">FOI-privacy@bcsc.bc.ca</a> Public official contact regarding indirect collection of information: FOI Inquiries</p> <p>The Manitoba Securities Commission 500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330 Public official contact regarding indirect collection of information: Director</p>
---	--

Email: fonds\_dinvestissement@lautorite.qc.ca  
(For investment fund issuers)  
Public official contact regarding indirect  
collection of information: Corporate Secretary

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

#### **NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER**

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;
- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;

- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
  
- (iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:
  - i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);
  
  - ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);
  
  - iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);
  
  - iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and
  
  - v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

## **RESALE RESTRICTIONS**

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

## **TAXATION AND ELIGIBILITY FOR INVESTMENT**

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.

SFDR DISCLOSURES ANNEX

**Article 8 Pre-Contractual Disclosure**

**Product name:** *Eaton Vance International (Ireland) Emerging Markets Local Income Fund*

**Legal entity identifier:** *549300PHLJOZYNPEEC83*

**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.

Does this financial product have a sustainable investment objective?

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective:</b> __%</p> <p><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</p> <p><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</p>	<p><input type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of __% of sustainable investments</p> <p><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</p> <p><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</p> <p><input type="checkbox"/> with a social objective</p>
<p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective:</b> __%</p>	<p><input checked="" type="checkbox"/> It promotes E/S characteristics, <b>but will not make any sustainable investments</b></p>

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



## What environmental and/or social characteristics are promoted by this financial product?

The Fund promotes the social characteristic of avoiding investments in sovereign issuers that significantly violate social rights and in investments which can cause harm to human health and wellbeing. In addition, the Fund promotes the environmental characteristic of climate change mitigation by avoiding investments where thermal coal mining and extraction represents a certain percentage of a company's revenue.

Further detail on the nature of these exclusions is set out below (in response to the question, "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?").

The Fund has not designated a reference benchmark for the purposes of attaining its environmental or social characteristics.

- What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

### **Sustainability**

**indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

The sustainability indicator used to measure the attainment of the Fund's environmental and social characteristics is the Fund's exposure, in percentage market value, to countries or companies that violate any of the exclusion criteria.

Additional details on the Fund's exclusions criteria and methodology are provided below in response to the question, "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?"

- 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.

### **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 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.

- 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.*

Regulation requires that this document includes these statements. However, for the avoidance of doubt, this Fund does not: (i) take into account the EU criteria for environmentally sustainable economic activities in the EU Taxonomy or make sustainable investments; or (ii) calculate its portfolio alignment with the EU Taxonomy. As such the Fund is 0% aligned with the EU Taxonomy.



*Does this financial product consider principal adverse impacts on sustainability factors?*

Yes

No

The Fund considers PAIs only in part through its exclusionary criteria, as follows:

- The Fund excludes any sovereign issuers where there is evidence of them having caused significant harm from social violations, which the Investment Adviser defines in relation to the bottom-10% ranked countries on an indicator reflecting the fulfilment of social rights, as further explained below in response to the question, “*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?*”. The Fund therefore considers in part the PAI indicator 16: investee countries subject to social violations.
- The Fund excludes issuers which derive a certain percentage of revenue from thermal coal mining and extraction. The Fund therefore partly considers the PAI indicator 4: exposure to companies active in the fossil fuel sector.
- The Fund excludes issuers which derive any revenue from controversial weapons manufacturing or retail. The Fund therefore considers in whole the PAI indicator 14: exposure to controversial weapons.

The Fund does not consider any other PAI indicators.

The Fund will make information available on how it has incorporated the PAIs into the Fund in its periodic reports to investors.



*What investment strategy does this financial product follow?*

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

The Fund’s investment objective is to generate total return, which is defined as income plus capital appreciation, by establishing a locally denominated emerging markets (as defined below) debt pool through currencies and interest rates, while investing primarily in: (i) Fixed Income Securities of corporate, government and government related issuers located in emerging market countries or denominated in currencies of emerging markets countries and/or (ii) derivative instruments, denominated in or based on the currencies, interest rates, or issues of, emerging market countries.

As part of its investment strategy, the Fund aims at reducing exposure to sustainability risks through exclusionary screening of sovereign issuers that significantly violate social rights, as well as, for corporate issuers, of selected fossil fuels and activities which can cause dangers to human health and wellbeing.

In addition to the ESG considerations described in this document on a binding basis, the Fund integrates ESG considerations in the investment decision-making to support its environmental and social characteristics on a non-binding basis, based on the Investment Adviser’s in-house research and methodologies and on third-party data.

The investment process is subject to regular review, as part of a control and monitoring framework implemented by the Investment Adviser. The Investment Adviser’s Compliance, Risk and Portfolio Surveillance teams collaborate with the investment team to conduct regular portfolio/performance reviews and systemic checks to ensure compliance with portfolio investment objectives, investment and client guidelines, taking into account changing market conditions, information and strategy developments.

- *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?*

The binding elements of the investment strategy consist of the exclusionary screening criteria applied to the portfolio construction process, as described in the table below.

The criteria are implemented and monitored by the Investment Adviser using a combination of third-party data and in-house research.

**Binding criteria**

<p><b>The Fund will not invest in sovereign issuers which:</b></p>	<p>Are in the bottom-10% ranked countries for social violations, based on the Investment Adviser’s custom indicator.</p> <p>The social violations custom indicator is calculated by the Investment Adviser taking into consideration a country’s performance on issues including, but not limited to, the application of human rights and civil liberties, the quality of contract enforcement and security, freedom of expression, association and free media, as assessed by underlying data from third parties.</p> <p>Investments that are held by the Fund but become restricted because they breach the investment exclusions set out above, after they are acquired for the Fund, will be sold. Such sales will take place over a period of time to be determined by the Investment Adviser, taking into account the best interests of the shareholders of the Fund.</p> <p>In addition, any investments in sovereign issuers exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. For example, if a country is in the process of making significant remediation efforts, such as through electoral or policy reforms and engagement with civil society, with regard to any social violations, the Investment Adviser may not exclude the investment from the Fund, provided this assessment is kept under review by the Investment Adviser.</p>
<p><b>The Fund will not invest in corporate issuers which:</b></p>	<p><b>Derive any revenue from any of the following activities:</b></p> <ul style="list-style-type: none"> <li>• Controversial weapons manufacturing or retail (anti-personnel landmines, cluster munitions, biological or chemical weapons, and nuclear weapons);</li> <li>• Civilian firearms manufacturing or retail;</li> <li>• Tobacco manufacturing; or</li> </ul> <p><b>Derive more than 5% revenue from any of the following activities:</b></p> <ul style="list-style-type: none"> <li>• Thermal coal mining and extraction. The Fund may, as an exception, invest in labelled Sustainable Bonds issued by fossil fuel companies, which are intended to raise proceeds specifically for projects that promote positive environmental contributions mitigating the adverse sustainability impact of coal, such as renewable energy or energy efficiency, based on information available in the bond issuance documentation.</li> </ul>

The above exclusions are implemented in line with the Fund's Restriction Screening and ESG Policy which can be found on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on <https://www.eatonvance.ie/funds-overview.php>.

The Investment Adviser may apply additional ESG-related investment restrictions over time that it believes are consistent with its investment objectives and with the environmental or social

characteristics that the Fund promotes. Such additional investment restrictions will be disclosed as they are implemented on <https://www.eatonvance.ie/funds-overview.php>.

- [What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?](#)

No minimum reduction rate has been defined in relation to the Fund's scope of investments. However, the Investment Adviser anticipates that the application of the exclusions described above will reduce the scope of the Fund's investments by approximately 10%. This is measured in terms of number of countries in the sovereign investment universe.

- [What is the policy to assess good governance practices of the investee companies?](#)

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

As part of its bottom-up, fundamental research process, the Investment Adviser systematically incorporates the assessment of an issuer's corporate governance and business practices, including but not limited to evidence of sound management structures and employee relations, fair remuneration of staff, and tax compliance, in order to ensure that every investee company follows good governance practices.

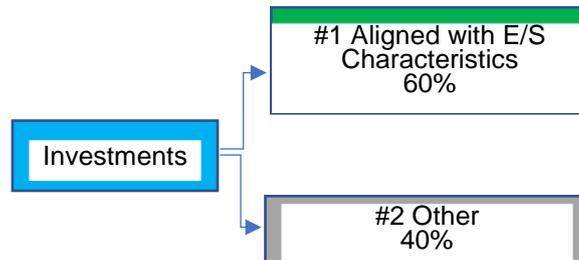
This is done through the monitoring of data on governance-related, as well as on other environmental and/or social factors and controversies, sourced from third party providers, through in-house research, and through engagement with the management of selected issuers on corporate governance and disclosure issues.

In the interests of transparency, given the Fund's primary investment focus is on sovereign bonds, the Investment Adviser notes that it also assesses investee sovereign issuers' government effectiveness, political stability, control of corruption, and regulatory quality, among other factors.



## What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.



**#1 Aligned with E/S characteristics** includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

**#2 Other** includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

**#1 Aligned with E/S characteristics** includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

**#2 Other** includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The exclusions (as described above) will be applied to at least 60% of the portfolio. A maximum of 40% of the Fund may be invested in assets that do not align with any environmental or social characteristics, as described in the response to question, “5.5 What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards” further below.

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

As explained above, any investments that are held by the Fund but become restricted because they breach the investment exclusions set out above, after they are acquired for the Fund, will be sold. Such sales will take place over a period of time to be determined by the Investment Adviser, taking into account the best interests of the shareholders of the Fund. Such investments are included in the “#2 Other” category.

These percentages are measured according to the value of the investments.

- [How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?](#)

Derivatives may be used by the Fund for investment or efficient portfolio management (including hedging) purposes. In certain instances, it may be more appropriate operationally or more efficient to gain exposure to

targeted investments synthetically rather than investing in such securities directly. In such instances, the Fund may employ derivatives, subject to the conditions and within the limits laid down by the Central Bank and in accordance with the Prospectus. The purpose of investing using such instruments is not directly related to attaining the environmental or social characteristics promoted by the Fund.



To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy <sup>2</sup>**

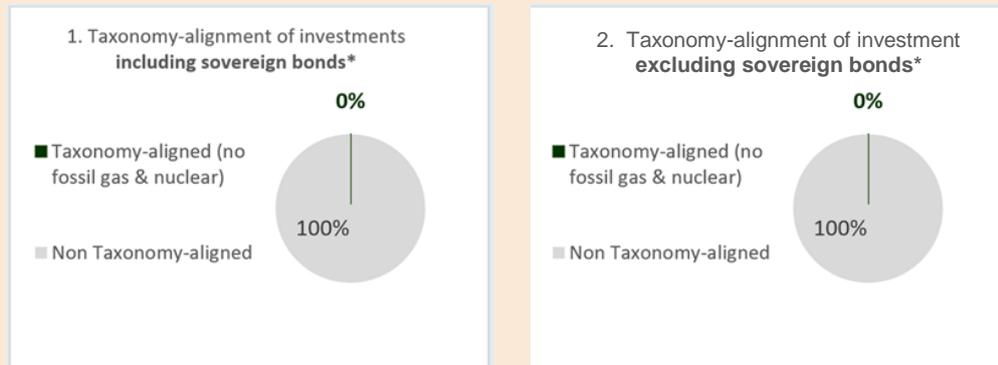
- Yes
- In fossil gas       In nuclear energy
- No

**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.

---

2. Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limited 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 Regulations (EU) 2022/1214.

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.

are sustainable investments with an environmental objective that **do not take into account** the criteria for environmentally sustainable economic activities under the EU Taxonomy.



What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

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?

The Fund may invest in derivatives (including interest rate and foreign exchange derivatives) both for investment and for efficient portfolio management purposes, and in

cash as ancillary liquidity. These instruments are included in the “#2 Other” category and are not subject to any minimum environmental or social safeguards.

The Fund aims, nevertheless, not to invest in derivatives associated with underlying assets, currencies, or interest rates related to countries that would otherwise be subject to the social violations exclusion described under the binding characteristics of the Fund.



*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?*

*Not applicable*



*Where can I find more product specific information online?*

More product-specific information can be found on the website:

[https://www.eatonvance.ie/sfdrwebsite\\_emlocalincome.pdf](https://www.eatonvance.ie/sfdrwebsite_emlocalincome.pdf)

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

## **EATON VANCE INTERNATIONAL (IRELAND) EMERGING MARKETS DEBT OPPORTUNITIES FUND**

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

**SUPPLEMENT DATED 2 JUNE 2023  
TO THE PROSPECTUS DATED 13 DECEMBER 2021**

### **MANAGER**

### **MSIM FUND MANAGEMENT (IRELAND) LIMITED**

---

This Supplement forms part of, and should be read in the context of, and together with the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Emerging Markets Debt Opportunities Fund (the “Fund”) which is a separate portfolio of the Company.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## CONTENTS

### Page No

Definitions .....	213
Investment Objective and Policies.....	213
Investment Adviser .....	222
How to Buy Shares .....	223
How to Redeem Shares .....	230
How To Exchange or Transfer Shares .....	232
Dividend Policy .....	233
Fees and Expenses .....	233
Canadian Investors.....	236

---

## DEFINITIONS

---

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, “Dealing Day” shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, “Valuation Point” shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a “Recognised Market” means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

The Base Currency for the Fund shall be U.S. Dollars (“USD”) or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as “Eaton Vance Emerging Markets Debt Opportunities Fund” in certain marketing materials, advertisements, fund information websites or other publications.

---

## INVESTMENT OBJECTIVE AND POLICIES

---

The investment objective of the Fund is to generate total return. Total return is defined as income plus capital appreciation.

The Fund will be actively managed and seeks its investment objective by investing in instruments (as detailed below) to establish long and short investment exposures to emerging markets. The Fund will invest at least 80% of its Net Asset Value in: (i) fixed income securities (as set out below) issued by emerging market entities or emerging market sovereign nations; and/or (ii) derivative instruments (as detailed below) denominated in or based on the currencies, interest rates, or issues of emerging market countries.

An emerging market country is any country determined by the Investment Adviser to have an emerging market economy, considering factors such as the country’s political and economic stability, and the development of its financial and capital markets. An emerging market entity is an entity that is located in, or issues securities or other investments denominated in the currency of an emerging market country or has significant economic exposure to an emerging market, including but not limited to corporate, national and local government, and quasi-government entities. Emerging market countries include so-called frontier market countries. Frontier markets are a sub-category of emerging markets and are generally considered by the Investment Adviser to be countries which are not developed countries and (i) are not included in the J.P. Morgan EMB (JEMB) Hard Currency/Local currency 50-50 (the “Index”); or (ii) represent 2% or less of the Index. The Fund does not invest in developed countries except for purposes of hedging, gaining exposure to fixed-income securities denominated in currencies of emerging market countries and investments (including through derivative instruments) in U.S treasuries and U.S. government and agency securities and agency mortgage backed securities. The Fund may have significant investment in a geographic region or country and, subject to the foregoing in this paragraph, there is no limit on the Fund’s exposure to any geographic region or country. It is not intended that the Fund will have a particular sector or industry focus.

The Fund will invest in fixed income securities listed, traded or dealt on Recognised Markets (such as sovereign bonds and debentures, mortgage-backed securities (“MBS”) and asset-backed securities, convertible debt securities (which may embed derivatives), contingent convertible bonds (“CoCos”), municipal obligations, corporate bonds and debentures, fixed-income and floating rate debt securities (as outlined below) and participation notes (such participation notes may be listed or unlisted and the Fund will invest no more than 10% of its Net Asset Value in participation notes. The issuers of the participation notes in which the Fund will invest will be special purpose vehicles or major investment banks and such participation notes will provide access to investments in emerging markets). CoCos will be used to assist the Fund in obtaining its investment objective and the Fund will invest no more than 5% of its Net Asset Value in CoCos. The Fund may invest in instruments of any credit rating, including those rated below investment grade (rated below BBB by either Standard & Poor’s Ratings Services or Fitch Ratings, or below Baa by Moody’s Investors Service, Inc.) or in unrated instruments considered to be of comparable quality by the Investment Adviser (often referred to as “junk” instruments). Subject to compliance with the UCITS investment restrictions as set out in the section of the Prospectus headed “Investment Objective and Policies – Investment Restrictions”, there is no limit on the percentage of the Fund’s Net Asset Value which may be invested in such lower-rated or unrated investments.

The Fund will have significant exposure to non-USD currencies and duration (the sensitivity of the price of a fixed-income investment to a change in interest rates) through investments in the instruments outlined herein.

The Fund is actively managed in reference to the Index. The Fund does not intend to track the Index. The Investment Adviser has discretion in its choices of investments and may invest in instruments which are not included in the Index, and it is generally expected that a significant portion of its investments will be non-Index constituents at any given time. The Fund targets a tracking error relative to the Index of between 300 and 600 basis points and a 200 to 300 basis point return above the Index and the Investment Adviser has also set guidelines in respect of volatility, correlation and beta relative to the Index.

The Fund expects to achieve certain exposures through purchasing and selling derivative instruments, including forward foreign currency exchange contracts; futures on securities, indices, currencies and swaps; options; and interest rate swaps, cross-currency swaps, total return swaps and credit default swaps (“CDS”), which may create economic leverage in the Fund. The Fund may engage in these derivative transactions to seek to enhance total return; to hedge against fluctuations in securities prices, interest rates or currency exchange rates; to change the effective duration of its portfolio; to manage certain investment risks; and/or as a substitute for the purchase or sale of securities or currencies. Please see the sub-section headed “Information on Financial Derivatives” for a description of the aforementioned derivative instruments. The Fund will also utilise the above derivative instruments to take short positions in underlying assets and non-USD currencies to hedge certain risk factors. It is expected that the Fund will not have speculative short positions under normal circumstances. There may be times, however, that market conditions or perceived speculative opportunities present compelling reasons for the Fund to hold short positions where it is determined that holding such positions will contribute to the investment performance of the Fund. For example, where the Investment Adviser believes that broad macroeconomic conditions may have adverse consequences for the performance of the Fund’s investment universe. In such situations, the Fund may hold synthetic short positions to either limit the Fund’s downside losses or to take advantage of expected negative investment returns. Similarly, the Investment Adviser may believe that speculative opportunities may exist as a result of situations that adversely affect a particular region, country, or economic entity within the Fund’s investment universe. In these situations, the Investment Adviser may wish to limit negative performance contributions or to take advantage of the perceived downside opportunity by holding synthetic short positions in a narrow set of exposures.

It is not the Fund’s current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund may engage in securities lending in respect of the securities in which the Fund may invest (as outlined herein) for efficient portfolio management purpose and may also engage in forward commitments and synthetic short sales. Forward commitments involve the purchase or sale of securities on a “forward commitment” basis. The price, which is generally expressed in yield terms, is fixed at the time the commitment is made, but delivery and payment for the securities takes place at a later date. Forward commitments may be closed prior to the settlement date. If the Fund disposes of its right to deliver or receive against a forward commitment, the Fund may incur a gain or loss. The use

of forward commitment securities is subject to the investment restrictions and the restrictions on use of financial derivative instruments.

In managing the Fund, the Investment Adviser performs macroeconomic and political research and analysis on individual countries. It considers such factors as a country's political system and environment, fiscal policy, monetary policy, incomes policy (i.e. any government policy that affects corporate or individual earnings in the particular country subject to the policy (such as tax policy, subsidies in particular economic sectors, minimum wage laws, or industry regulations)) and trade policy, among other factors. Based on this research and analysis, the Investment Adviser seeks to identify countries and currencies it believes have potential to outperform investments in other countries and currencies, and to anticipate changes in global economies, markets, political conditions and other factors for this purpose. The Investment Adviser selects and adjusts investments in an effort to take advantage of differences in the perceived values of countries' currencies, interest rates and credit spreads. To implement investment decisions, the Investment Adviser selects an asset class and specific instrument that most optimally and efficiently expresses the Investment Adviser's view of that particular country. The Investment Adviser considers the relative risk/return characteristics of prospective investments in determining the most efficient means for achieving desired exposures.

The principal risk factors in analysing emerging markets debt are credit, duration, currency exchange and sustainability risk. Any or all of these factors may be identified as having the potential to contribute to outperformance. Therefore, in some cases, the Investment Adviser will take the view that a country's currency will appreciate and will seek to obtain exposure to that currency through the derivative instruments referenced above or investment in the securities denominated in such currency.

In evaluating the fixed income securities issued by emerging market corporates and in its engagement with issuers, the Investment Adviser incorporates an assessment of sustainability-related risks and opportunities into the assessment process to determine impacts on credit fundamentals, implications for valuation and spreads, currency and duration / local rates, and any material aspects that may affect the trading technicalities of the fixed income securities. These criteria may include, but are not limited to environmental, social and governance ("**ESG**") themes such as carbon emissions, climate vulnerability, forestry conservation, life expectancy & health, education, living standards, voice & accountability, political stability, effective government, regulatory quality, rule of law, corruption, and violence/terrorism. The Investment Adviser will monitor core sustainability indicators, including ESG assessments from third-party providers, in order to measure and evaluate the contribution of the fixed income securities to the ESG themes described above. The indicators will be measured and evaluated at least annually.

The Investment Adviser also deploys a proprietary assessment framework for labelled thematic sustainable bonds, through which the robustness, impact and transparency of such instruments are evaluated.

The Investment Adviser promotes good governance and social practices among corporate issuers. Consequently, the Investment Adviser will not make any new investments in issuers where there is evidence that the relevant issuer has engaged in significant social violations (being activities which infringe significantly on an individual or a group's rights). Any issuers exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. The Investment Adviser shall disclose the methodology used to evaluate significant social violations on its website.

With respect to investment in fixed income securities issued by corporates, investments shall not knowingly include any company whose business activity involves the following:

- manufacturing or production of controversial weapons;
- manufacturing or production of civilian firearms;
- manufacturing or production of tobacco; and
- *mining and extraction of thermal coal, where the company derives 5% or more revenue from such business activity.*

*The exceptions to the above coal exclusion are that the Fund may invest in labelled thematic Green and Sustainability bonds, which are issued to raise capital specifically for climate-related projects, so long as it has been determined that the objectives of such instruments are consistent with a reduction by the issuer in its carbon emissions. Investment in such instruments will be subject to diligence by the Investment Adviser. The Investment Adviser may also engage company management around the topics of decarbonisation and climate risk, as well as corporate governance practices and what it deems to be materially important other environmental and/or social issues facing a company.*

*In addition to the above sectoral exclusions, the Investment Adviser monitors business practices of issuers on an ongoing basis, through data on ESG controversies and standards screening sourced from third party providers. The Investment Adviser will consider controversy cases that it views as being very severe based on ratings by relevant ESG data providers, and failures to comply with the UN Global Compact or the ILO Fundamental Principles, although such incidents will not automatically result in exclusion from the portfolio.*

The Investment Adviser also promotes good governance and social practices among sovereigns. Consequently, the Investment Adviser will not make any new investments in countries where there is evidence of significant social violations (being significant failures by the government to ensure that an individual or a group's social rights are protected). Any countries exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. The Investment Adviser shall disclose the methodology used to evaluate significant social violations on its website.

Further to the above, the Investment Adviser may, at its discretion, elect to apply additional ESG-related investment restrictions over time that it believes are consistent with the investment objective of the Fund. Such additional restrictions will be disclosed as they are implemented on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

Investments that are held by the Fund which as a result of the application of the ESG criteria above become restricted after they are acquired for the Fund, will be sold. Such sales will take place over a time period to be determined by the Investment Adviser, taking into account the best interests of the Shareholders. The Investment Adviser uses third-party data and in some cases data on specific issuers, ESG themes or the exclusions noted above may not be available and/or may be estimated by the Investment Adviser using internal methodologies or reasonable estimates. The methodologies used by different data providers may also vary and may result in different scores. The Fund may take exposure to issuers who may not themselves contribute to the specific environmental or social characteristics promoted by the Fund such as hedging instruments, unscreened investments for diversification purposes, investments for which data is lacking or cash held as ancillary liquidity.

The Investment Adviser believes that as sustainability issues are sources of long-term risk and return, the integration of sustainability risks as outlined above may assist in enhancing the returns of the Fund over the long term. Further information in respect of the integration of sustainability risks in relation to the Company is included in the section of the Prospectus headed "Disclosures under the Sustainable Finance Disclosure Regulation".

Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment ("**EU Taxonomy**"), requires a financial product to disclose (i) how and to what extent it has used the EU Taxonomy to determine the sustainability of its underlying investments; and (ii) to what environmental objective(s) (as defined in the EU Taxonomy) the underlying investments contribute.

While the Fund promotes environmental characteristics as described above, it is not committing to make environmentally sustainable investments. As such, while the Manager and the Investment Manager have a commitment to complying with all applicable sustainable investment legislation, the Fund will not take into account the criteria for environmentally sustainable economic activities established under the EU Taxonomy and its portfolio alignment with such EU Taxonomy is 0%.

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.

The Fund is classified as “promoting, 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” within the meaning of Article 8 of SFDR (sometimes referred to as “light green investment”). **Further information in respect of how the environmental or social characteristics, or a combination of those characteristics, are met can be found in the SFDR Disclosures Annex hereto.**

The Fund may invest up to 5% of its Net Asset Value in equity securities consistent with the Fund’s investment objective, for example, where an equity position will offer more value than a bond of a company which the Fund seeks exposure to, where an equity position is acquired as a result of debt restructuring or reorganisation, or where positions are subject to a debt to equity conversion and the Fund continues to hold those equity positions. The Fund may also receive warrants as a result of corporate actions. No more than 5% of the Net Asset Value of the Fund will be held in warrants.

The Fund may invest in open-ended UCITS and eligible alternative investment funds (including exchange traded funds) which are consistent with the investment objective of the Fund. Investment in aggregate in collective investment schemes and investment in any one collective investment scheme will not exceed 10% of the Net Asset Value of the Fund.

Pending investment of subscription proceeds or where market or other factors so warrant, the Fund may, subject to the investment restrictions set out in the Prospectus, hold cash and/or ancillary liquid assets such as money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers’ acceptances) and cash deposits.

The Fund may also invest in fixed-income debt securities or floating rate debt securities that include zero coupon bonds, preferred stocks, deferred interest bonds and notes and bonds and notes on which the interest is payable in the form of additional stocks, bonds or notes of the same kind (“PIK securities”). Zero coupon and deferred interest bonds are debt obligations which are issued at a significant discount from face value. While zero coupon bonds do not require the periodic payment of interest, deferred interest bonds provide for a period of delay before the regular payment of interest begins. PIK securities are debt obligations which provide that the issuer thereof may, at its option, pay interest in cash or in the form of additional debt securities. Such investments may, due to changes in interest rates, experience greater volatility in market value than debt obligations which make regular payments of interest. The Fund may also invest in exchange traded notes (which will not embed derivatives) which are senior, unsecured, unsubordinated debt securities designed to provide investors access to the returns of various market benchmarks.

The Fund may invest a maximum of 10% of its Net Asset Value in stripped bonds to utilize as collateral for its derivative positions and also to manage duration. Stripped bonds are usually structured with classes that receive different proportions of the interest and principal distributions from an underlying asset or pool of assets. Some structures may have a class that receives only interest from the underlying assets, interest-only (“IO”) class, while another class may receive only principal, principal-only (“PO”) class. IO and PO stripped bonds may be purchased for their return and/or hedging characteristics. Because of their structure, IO stripped bonds may move differently than typical fixed-income securities in relation to changes in interest rates. In addition to stripped bonds issued by the governments, their agencies or instrumentalities, stripped bonds may also be issued by non-government issuers, including depository institutions, banks, investment banks and subsidiaries of these entities.

The Fund may invest in loans issued, guaranteed or backed by sovereign or government entities where such loans qualify as transferable securities or money market instruments. Such loans may be primary, direct investments or investments in loan assignments or participation interests. Such loans, loan assignments and participation interests may be securitised and unsecuritised. Investment in unsecuritised loans, together with investment in other unlisted securities, will not exceed 10% of the Net Asset Value of the Fund. A loan assignment represents a portion of the entirety of a loan and a portion or the entirety of a position previously attributable to a different lender. The purchaser of an assignment typically succeeds to all the rights and obligations under the loan agreement and has the same rights and obligations as the assigning investor. However, assignments through private negotiations may cause the purchaser of an assignment to have different and more limited rights than those held by the assigning investor. Loan participation interests are interests issued by a lender or other entity and represent a fractional interest in a loan. The Fund typically will have a contractual relationship only with

the financial institution that issued the participation interest. As a result, the Fund may have the right to receive payments of principal, interest and any fees to which it is entitled only from the financial institution and only upon receipt by such entity of such payments from the borrower. Most loans are rated below investment grade or, if unrated, are of similar credit quality.

Debt securities in which the Fund invests may bear fixed, fixed and contingent (meaning a floating rate of interest based on an underlying reference rate such as a specified index interest rate or a defined measure of inflation), or variable rates of interest.

**Exposure to securities financing transactions**

It is not the Fund’s current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund’s exposure to total return swaps and securities lending transactions is as set out below (in each case as a percentage of Net Asset Value):

<b>Instrument</b>	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps	3%	30%
Securities Lending	0%	15%

The Fund may utilise derivatives as a substitute for the purchase or sale of securities. The Fund’s total market exposure (excluding any hedges put in place) may vary in time and typically ranges between 0%-50%. Derivative positions may be 0% - 150% for long positions and 0% - 150% for short positions, as a percentage of the Net Asset Value of the Fund, depending on the Investment Adviser’s analysis of the prevailing market conditions and considered in light of the investment objective of the Fund. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

Where the Fund invests indirectly in UCITS eligible indices through FDI, where index weightings exceed the permitted UCITS investment restrictions, the Investment Adviser will rebalance the exposure to the index by decreasing the Fund’s exposure to the index until it complies with the diversification limits. Details of such indices will be included in the annual report of the Company.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See “SPECIAL CONSIDERATIONS AND RISK FACTORS - Lower Quality Debt Securities” in the Prospectus for the risks associated with lower rated and unrated obligations.

**Investors should note that there can be no guarantee that the Fund will achieve its investment objective.**

**Risk factors for an investor in the Fund to consider are set out under “Special Considerations and Risk Factors” in the Prospectus and herein.**

The Fund will invest in transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under “Investment Objectives and Policies” in the Prospectus. If it is proposed to employ derivative instruments other than those set out herein, the Directors of the Company will notify the Central Bank in advance and will submit an updated risk management process to the Central Bank in accordance with the Central Bank UCITS Regulations prior to the Company engaging in the use of such other derivatives for efficient portfolio management purposes and/or for investment purposes on behalf of the Fund, and shall update this Supplement to reflect this.

**Investors should note that the Fund may or may not use currency forward contracts and spot contracts to hedge currency exposure arising from the Fund's investments in assets denominated in currencies other than the Base Currency. The Fund intends to hedge the currency risk on Classes of Shares of the Fund which are designated in a currency other than**

**the Base Currency (save where such Share Classes are specified as unhedged) using forward contracts and spot contracts.**

## **Risk Management**

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with financial derivative instruments ("FDI"). A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Sub-Fund, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments.

The Fund is subject to an advanced risk management process in compliance with the Central Bank UCITS Regulations. The Fund will utilise a "Relative VAR" approach, calculated daily, which aims to ensure that the value-at-risk of the Fund will be no greater than twice the value-at-risk of a comparable benchmark portfolio, in this case, the Index. The Fund may be leveraged as a result of its use of FDI. The level of leverage to be incurred through the use of FDI (as measured by the sum of the notional of derivatives positions) is generally expected to be between 100% and 200% of the Net Asset Value of the Fund. The level of leverage in the Fund may exceed this range in certain market conditions or where the Investment Adviser believes that the use of additional derivatives is appropriate to achieve the investment objectives of the Fund. However, in such circumstances the level of leverage is not expected to exceed 250% of the Net Asset Value of the Fund.

The Fund will utilize FDI for both hedging and investment purposes. Use of FDI to achieve investment exposures is not intended to, but may, increase the risk or volatility of the Fund as compared to a security investment used to achieve the equivalent exposure.

## **Information on Financial Derivative Instruments**

### **Swaps**

These include total return swaps, CDS, cross-currency swaps and interest rate swaps.

A total return swap is a bilateral financial contract, which allows one party to enjoy all of the cash flow benefits of an asset without actually owning this asset. The underlying reference assets of the swaps can be single name equity or fixed income securities, equity or fixed income indices or custom baskets of equity or fixed income securities or currencies, emerging market debt indices, interest rate indices or volatility indices. Exposure to such indices is obtained in order to achieve the investment objective of the Fund or to hedge the exposure of the Fund.

A CDS is a swap used to transfer the risk of default on an underlying security from the holder of the security to the seller of the swap. For example, if a fund buys a CDS, it will be entitled to receive the value of the security from the seller of the CDS, should the security's issuer default on its payment obligations under the security. Where a fund sells a CDS, it will receive a fee from the purchaser and hope to profit from that fee in the event that the issuer of the relevant security does not default on its payment obligations.

An interest rate swap is an agreement between two parties in which one stream of future interest payments is exchanged for another based on a specified principal amount. Interest rate swaps usually involve the exchange of a fixed interest rate for a floating rate, or vice versa.

A currency swap is a foreign exchange agreement between two parties to exchange notional and interest payments (fixed or floating) in one currency for notional and interest payments (fixed or floating) in another currency.

The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the assets of the Fund.

## **Options**

The Fund may also enter into exchange-traded put and call options and put and call options traded over-the-counter (or OTC options) in respect of securities. Unlike exchange traded options, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC options are generally established through negotiation with the other party to the option contract. A call option on an investment is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms. A put option is a contract that gives the purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price at either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms.

## **Futures**

The Fund may enter into futures on securities, UCITS eligible indices (emerging market debt indices, interest rate indices and volatility indices), currencies, swaps and other investments. Exposure to such indices is obtained in order to achieve the investment objective of the Fund or to hedge the exposure of the Fund. The sale of a futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

## **Forward Currency Exchange Contracts.**

A forward currency exchange contract involves an obligation to purchase or sell a specific currency at a future date at a price set at the time of the contract.

## **Risks associated with Forward Currency Contracts**

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist. These factors restrict the ability to hedge against the risk of devaluation of currencies in which a substantial quantity of securities are being held for the Fund and are unrelated to the qualitative rating that may be assigned to any particular security.

## **Share Currency Designation Risk**

A Class of Shares of the Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Fund intends to attempt to hedge out the currency risk of the non-USD Shares (save where such Share Classes are specified to be unhedged) by hedging them back to USD by using currency forward contracts and spot contracts. Save as specified in this paragraph, a Class of Shares may not be leveraged as a result of the use of such techniques and instruments. Such hedging shall be limited to the extent of the relevant Class of Share's currency exposure. In no case will the hedging of the currency exposure be permitted to exceed 105% of the Net Asset Value of the particular Class of Shares or to be below 95% of that portion of the Net Asset Value of the particular Class of Shares which is to be hedged against currency risk. Hedging will be monitored with the aim of ensuring that over-hedged positions do not exceed the 105% limit and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged and are not carried forward from month to month. Such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value or any under-hedged positions attributable to the relevant Class will not be carried forward from month to month. While not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Fund. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class of Shares from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances, Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the

gains/loss on and the costs of the relevant financial instruments. **While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

Although hedging strategies will only be used with respect to the non-USD Share Classes of the Fund, the financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments relating to Class hedging will accrue solely to the relevant Class of Shares of the Fund. Any currency exposure of this Class of Shares may not be combined with or offset with that of any other Class of Shares of the Fund. The currency exposures of the assets of the Fund will not be allocated to separate Classes of Shares.

### **Profile of a Typical Investor**

The Fund is suitable for investors who are seeking total return by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but can be less depending upon individual risk profiles.

### **Securities Financing Transaction Risk, Collateral Reinvestment Risk and Re-use Risk**

Securities lending and swaps may be subject to various types of risks, including operational, liquidity, counterparty, custody and legal risks.

The Fund could receive cash collateral as a result of its securities lending, derivatives or other trading activities. Where such cash collateral is reinvested there is a risk that the capital value of the collateral could decline due to a decline in the value of the underlying investment. This in turn may cause losses to the Fund because it is obliged to return collateral to the counterparty.

The risks arising in respect of the re-use of collateral are those which apply in respect of direct investment as set out in section of the Prospectus headed "SPECIAL CONSIDERATIONS AND RISK FACTORS".

### **Swing Pricing**

As described below, the Directors may, where they so determine, "swing" the Net Asset Value of the Fund to attempt to mitigate the costs of issuing and redeeming shares.

For Dealing Days on which there are net subscriptions and redemptions and swing pricing is applied, investors should be aware that it may not always prevent the dilution of the Net Asset Value, and the adjustments made to the Net Asset Value, for the purposes of calculating the price at which the Fund issues and redeems shares on that Dealing Day, may also benefit certain investors relative to the Shareholders in the Fund as a whole. For example, a subscriber into the Fund on a day on which the Net Asset Value is swung downwards as a result of net redemptions from the Fund may benefit from paying a lower Net Asset Value per Share in respect of his subscription than he would otherwise have been charged on an unswung Dealing Day. In addition, the Fund's Net Asset Value and short-term performance may experience greater volatility as a result of this pricing methodology.

### **CoCos**

The performance of CoCo bonds is dependent on a number of factors including interest rates, credit and equity performance, and the correlations between factors. As such these securities introduce significant additional risk to an investment in the Fund.

CoCos may also have unique equity conversion, principal write-down or coupon cancellation features which are tailored to the issuing banking institution and its regulatory requirements. Where such triggers or features are invoked, the Fund may suffer losses ahead of equity holders or when equity holders do not suffer losses and may lose some or all of its original investment. In addition, while certain CoCos are issued as perpetual instruments which are callable at pre-determined levels, it cannot be assumed

that such CoCos will be called on the relevant call date and accordingly, the Fund may not receive a return of principal on the relevant call date and may suffer losses as a result.

As CoCos are relatively new complex investments, their behaviour under a stressed financial environment is thus unknown. Investors in CoCos may experience a reduced income rate, and the Fund may lose some or all of its original investment. Any future regulatory change impacting European banking institutions or CoCos could have substantial and adverse effects on the financial institutions issuing the CoCos, or the ability of the Fund or other investors to invest in CoCos.

---

## INVESTMENT ADVISER

---

The Manager has appointed Eaton Vance Management, Two International Place, Boston, MA 02110, USA (“**Eaton Vance**” or the “**Investment Adviser**”) as sole investment adviser to the Fund. Eaton Vance is a Massachusetts business trust and an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

The Investment Advisory Agreement dated 30 September 2021 between the Company, the Manager and the Investment Adviser, as may be amended from time to time (the “**Investment Advisory Agreement**”), provides that neither the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Investment Adviser of its obligations and duties under the Investment Advisory Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Adviser and its directors, officers, employees and agents, arising from or in connection with the performance of its obligations and duties under the Investment Advisory Agreement in the absence of any such negligence, wilful default, bad faith or fraud by the Investment Adviser in the performance of its duties under the Investment Advisory Agreement or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Advisory Agreement may be terminated by any party thereto upon ninety (90) days' prior written notice. In addition, the Investment Advisory Agreement may be terminated immediately by one of the parties if: (i) any other party commits any material breach of the agreement or commits persistent breaches of the agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the notice being served upon the defaulting party requiring it to remedy same; (ii) any other party is unable to perform its duties under the Agreement due to any change in law or regulatory practice; (iii) any other party is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) any other party is the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) any other party has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) any other party is the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or (vii) any other party is the subject of a court order for its winding up or liquidation. The Investment Advisory Agreement shall also terminate automatically on termination of the Management Agreement.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the Index. The Index is an emerging markets debt benchmark that tracks a combination of government and corporate bonds with USD and EUR dominated debt and local currency bonds issued by emerging market governments and corporates. Any change in the use of the Index will be disclosed to Shareholders via the Accounts.

---

## HOW TO BUY SHARES

---

**Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Manager or the Distributor for a list of the Classes of Shares available to them.**

All launched Share Classes of the Fund will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in “FEES AND EXPENSES” below.

All unlaunched Share Classes of the Fund will be made available for subscription at the respective initial price of USD 10, GBP 10, EUR 10, JPY 1,000, CHF10, AUD 10, CAD 10, SGD 10, DKK 10, NOK 10 SEK 10 per Share from 9:00 a.m. (New York time) on 2 October 2021 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 1 December 2023, or, in respect of each such Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of such Class of Shares, if no application has been received for such Class of Shares by 4:00 p.m. (New York time) on 1 December 2023, such other date as the Directors may determine and notify to the Central Bank (the “Closing Date”), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Class of Shares will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described below.

The Company can create and issue Share Classes with various characteristics and investor eligibility requirements.:

### Share Classes and their eligibility

Share Class	Eligibility
<b>Class A</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class C</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class I</b>	Offered primarily for direct investment by institutional investors such as pension funds, sovereign wealth funds, foundations, charities and official institutions. It may also be offered through certain financial intermediaries who have entered into a written agreement with the Distributor to offer such shares.
<b>Class M</b>	Offered primarily by financial intermediaries who charge such clients an ongoing fee for advisory, investment, consulting or similar services.

<b>Class P</b>	Available for investment by the following types of investors: (i) financial intermediaries (including institutional investors) that are prohibited by local laws or regulations applicable to them to receive and/or retain any rebate/commission; (ii) distributors providing portfolio management and investment advice on an independent basis (as defined by MiFID II) within the EU; or (iii) distributors providing non-independent advice (as defined by MiFID II) within the EU who have agreed with their clients not to receive and retain any rebate/commission.
<b>Class S</b>	Available for initial investors and therefore it is expected that Class S shares will only be available for new investors to those Share Classes until such time as the Net Asset Value of Class S shares reaches USD 100 million, or such other amount as may be determined by the Directors from time to time in their absolute discretion. After that point, no new investors shall be permitted into Class S shares (save for new investors investing through the same distribution channels as existing investors in such Share Classes), however, an existing investor in the Share Class will be permitted to make additional subscriptions into the Share Classes after that point.
<b>Class Z</b>	Only available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Details in respect of the Share Classes are set out in the tables below:

	<b>Class A</b>	<b>Class C</b>	<b>Class I</b>	<b>Class M</b>	<b>Class P</b>	<b>Class S</b>	<b>Class Z</b>
<b>Management Fee</b>	1.30%	1.80%	0.65%	0.80%	0.70%	0.325%	N/A
<b>Initial Dealer Mark Up<sup>1</sup></b>	Max. 5%	N/A	N/A	N/A	N/A	N/A	N/A
<b>Base Currency of the Fund</b>	USD						
<b>Other Currencies Available as Hedged and Unhedged</b>	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK
<b>Accumulation Shares</b>	Yes						
<b>Distribution Shares</b>	Yes (Monthly, Quarterly, Semi Annual or Annual)						

<b>Contingent Deferred Sales Charge (CDSC)<sup>2</sup></b>	N/A	1.00%	N/A	N/A	N/A	N/A	N/A
--	-----	-------	-----	-----	-----	-----	-----

<sup>1</sup> Investors may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer.

<sup>2</sup> Subject to CDSC payments as described in the section headed “HOW TO REDEEM SHARES – Contingent Deferred Sales Charge”

<b>Share Class</b>	<b>Currency</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Subsequent Subscription</b>
Class A Class C Class M Class P	U.S. Dollar (USD)	USD 1,000	USD 100
	Sterling (GBP)	GBP 1,000	GBP 100
	Euro (EUR)	EUR 1,000	EUR 100
	Japanese Yen (JPY)	JPY 150,000	JPY 15,000
	Swiss Franc (CHF)	CHF 1,000	CHF 100
	Singapore Dollar (SGD)	SGD 1,000	SGD 100
	Australian Dollar (AUD)	AUD 1,000	AUD 100
	Canadian Dollar (CAD)	CAD 1,000	CAD 100
	Danish Krone (DKK)	DKK 10,000	DKK 1,000
	Norwegian Krone (NOK)	NOK 10,000	NOK 1,000
	Swedish Krona (SEK)	SEK 10,000	SEK 1,000
Class I Class S	U.S. Dollar (USD)	USD 5 million	USD 1,000
	Sterling (GBP)	GBP 5 million	GBP 1,000
	Euro (EUR)	EUR 5 million	EUR 1,000
	Japanese Yen (JPY)	JPY 500 million	JPY 100,000
	Swiss Franc (CHF)	CHF 5 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 5 million	SGD 1,000
	Australian Dollar (AUD)	AUD 5 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 5 million	CAD 1,000
Danish Krone (DKK)	DKK 10 million	DKK 10,000	

	Norwegian Krone (NOK)	NOK 10 million	NOK 10,000
	Swedish Krona (SEK)	SEK 10 million	SEK 10,000
Class Z	U.S. Dollar (USD)	USD 10 million	USD 1,000
	Sterling (GBP)	GBP 10 million	GBP 1,000
	Euro (EUR)	EUR 10 million	EUR 1,000
	Japanese Yen (JPY)	JPY 1,000 million	JPY 100,000
	Swiss Franc (CHF)	CHF 10 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 10 million	SGD 1,000
	Australian Dollar (AUD)	AUD 10 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 10 million	CAD 1,000
	Danish Krone (DKK)	DKK 20 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 20 million	NOK 10,000
	Swedish Krona (SEK)	SEK 20 million	SEK 10,000

### Share Class Naming Conventions

Share Class names are structured as follows: Share Class + one or more suffixes, as appropriate. All of these elements are explained below.

Class	Type	If applicable, Distribution Frequency	Currency	If applicable, Hedged or Unhedged
Class S	Inc	(M)	GBP	(U)
1	2	3	4	5

**1. Share Class:** One of the Share Classes shown in the tables above.

**2. Dividend Policy:** Share Classes can be made available as Accumulation and/ or Income Shares. Classes which declare dividends (Income Classes) are designated as “Inc” in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as “Acc” in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

**3. Dividend Frequency:** Indicates how often a dividend is normally paid.

A monthly dividend frequency will be designated with “(M)”

A quarterly dividend frequency will be designated with “(Q)” A semiannual dividend frequency will be designated with “(S)”

An annual dividend frequency will be designated with “(A)”

Details in respect of the dividend policy are set out in the section headed “Dividend Policy” below.

**4. Currency Code:** All Share Classes include a three-letter code that indicates the Share Class Currency, which may or may not be the same as the Base Currency of the Sub-Fund.

**5. Hedging Policy:** Share Classes may be unhedged or hedged.

The above Share Classes which are not denominated in USD may be hedged or unhedged. Where hedged, it will be designated with “(H)” in the Share Class Name. Where unhedged, it will be designated with “(U)” in the Share Class name. Details in respect of the hedging to be carried out in respect of the hedged Share Classes is set out herein.

Investors in non-USD denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund to the extent that share class hedging fails to eliminate such risk. Please refer to “Share Currency Designation Risk” above. All Classes of the Fund designated in other currencies than the USD, save for those Classes designated as unhedged (ie with “(U)” in the Share Class name), will be hedged against the USD, unless this policy is changed by notice to Shareholders.

The Share Classes designated as unhedged will not be hedged against the USD. Accordingly, investors in such a Share Class will bear any currency risk associated with fluctuations between the currency in which such Share Class is designated and the USD.

**In the case of non-USD Share Classes, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Notwithstanding the foregoing, an investor may invest in Class I Shares in an initial subscription amount which does not meet or exceed the relevant minimum initial subscription as set out above, provided that such investor undertakes to subscribe at least the minimum initial subscription for that Share Class over a reasonable period, not to exceed 1 year, and the total subscription is anticipated by the Investment Adviser, the Manager or the Distributor to reach such level within such time period. Where a Class I Shares Shareholder fails to subscribe at least the minimum initial subscription for the relevant Share Class within such time period, the Class I Shares, as the case may be, held by such Shareholder may, at the discretion of the Directors, be converted without prior notice to the relevant Shareholder to Class A Shares or Class M Shares designated in the same Class Currency. Also, an investor who invests in Class A Shares or Class M Shares and subsequently reaches the Class I Shares minimum may, at their request and at the sole discretion of the Directors, be converted to the relevant Class I Shares, as appropriate, but may, at the sole discretion of the Directors and without prior notice to the relevant Shareholder, be converted back to the relevant Class A Shares or Class M Shares if the investor’s total holding subsequently falls below the relevant Class I Shares minimum, as the case may be. Investors are cautioned that such conversions, whether voluntary or involuntary, may be taxable events in certain jurisdictions and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of USD 1,000 (or its non-USD currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the "NYSE") (normally at 4:00 p.m., New York time) (the "Dealing Deadline") will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the receipt and acceptance of a subscription order (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form (and supporting documentation in relation to money laundering prevention checks) initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form (and supporting documentation in relation to money laundering prevention checks) by post to the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to receive orders prior to the relevant Dealing Deadline. An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already received a duly completed application form by mail, subsequent applications may be made by fax, by electronic means or by telephone provided that in the case of telephone or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or by electronic communication. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that applications received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable

procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above. Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may also subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

**Class A Shares.** An investor who purchases Class A Shares of the Fund is not subject to a contingent deferred sales charge (“**CDSC**”) but may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class C Shares.** An investor who purchases Class C Shares is not subject to an initial dealer mark-up but is subject to a CDSC as described below (see under “How to Redeem Shares – Contingent Deferred Sales Charge”). Such investors will also be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class C Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class I Shares.** An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class M Shares.** An investor who purchases Class M Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class M Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class P Shares.** An investor who purchases Class P Shares is not subject to a CDSC or an initial dealer mark-up. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class P Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class S Shares.** An investor who purchases Class S Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class S Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class Z Shares.** An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the

Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

The Directors currently intend to apply for UKRS status for each Class to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company's website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will qualify or that the Directors will continue to seek such status in respect of any Class. Please see the section headed "TAXATION – UNITED KINGDOM" in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

---

## HOW TO REDEEM SHARES

---

**Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Any amendments to a Shareholder's registration details or payment instructions will only be effected on receipt of original documentation.

**In the case of non-USD Share Classes, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See "Share Currency Designation Risk" above.**

**Redemption by Mail, Facsimile or Electronic Communication.** Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption request or an electronic redemption request must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests, at the address, fax number or email address (as relevant), specified in the application form not later than the Dealing Deadline on the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Dealing Deadline on a Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

**Redemption by Telephone.** Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that redemption requests received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Dealing Deadline but received by the Administrator or the Company after the Dealing Deadline will be processed at the price determined on the next Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will normally be paid within three (3) Business Days of, and will be paid no later than ten (10) Business Days after, the Dealing Deadline on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depositary; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

**Contingent Deferred Sales Charge (CDSC).** Where an investor purchases Class C Shares, the Manager or the Distributor pays an initial dealer mark-up charge of 1.00% of the amount invested to the dealer. Class C Shares are subject to a CDSC of 1.00%, payable by the investor to the Manager or the Distributor, on certain redemptions made at the request of the Shareholder within one year of purchase. The CDSC is calculated based on the lower of the Net Asset Value at the time of purchase or the time of redemption. Shares acquired through the reinvestment of distributions are exempt. Provided that the financial intermediary supplies the Company with the necessary data, redemptions are made first from Shares in the account which are not subject to a CDSC.

In calculating a CDSC upon the redemption of Shares acquired in an exchange, the Shares are deemed to have been acquired at the time of the original purchase of the exchanged Shares and the CDSC schedule applicable to the exchanged Shares will apply to the acquired Shares.

Class C Shares are subject to the following CDSC schedule:

<b>Age of Shares Redeemed</b>	<b>CDSC %</b>
Less than one year	1.0

The CDSC fees for Class C Shares may be waived from time to time should the Manager and/or Distributor so determine.

**For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

---

## HOW TO EXCHANGE OR TRANSFER SHARES

---

Shareholders may, on any Dealing Day, exchange Shares in the Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter – e.g. A, C, I, M or P) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, Shareholders may exchange Shares in Class category A in the Fund or any other Sub-Fund offering Shares in Class category A for Shares in Class category I in the Fund or any other Sub-Fund offering Shares in Class category I without the consent of the Directors (subject to the minimum subscription requirements applicable to the Shares of Class category I being complied with). In addition, where requested, exchanges of Shares of Class category A in the Fund for Shares in Class category M in the Fund or in any other Sub-Fund offering Shares in Class category M may be permitted in the sole discretion of the Directors. In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors. Notwithstanding the above, exchange of Class S Shares or Class Z Shares for Shares in the same Class category in the same or any other Sub-Fund may only be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the relevant Class of the applicable Sub-Fund. Exchange requests for Shares must be made through the Administrator. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that exchange requests placed through them are transmitted onwards to the Administrator on a timely basis.

Shares may be exchanged by telephone by an investor provided the investor has not disclaimed in writing the use of the privilege. Such exchanges can be effected by calling the Company, c/o the Administrator, at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to 4:00 p.m. (New York time). Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of exchange instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded. In times of drastic economic or market changes, technological failure or power interruption, a telephone redemption may be difficult to implement and the right to redeem by telephone may be suspended.

Shareholders may exchange Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shares may be exchanged by electronic communication by an investor provided the investor has not disclaimed in writing the use of the privilege.

Certain intermediaries or dealers may charge a conversion fee on the value of Shares to be converted and Shareholders should contact their intermediaries or dealers for details of any such fee prior to conversion. Any such fee will be paid by the Shareholder to the intermediary or dealer and will not be received by the Company or the Manager. No exchange fee will be charged by the Company or the Manager.

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor.

The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Exchanges, transfers and conversions, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

**For additional information concerning exchanges and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed “Taxation” in the Prospectus.

---

#### **DIVIDEND POLICY**

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends out of the net income and the excess of realised and unrealised net capital gains over realised and unrealised losses of the Income Classes. The frequency of such declarations will be monthly, quarterly, semi-annually or annually, depending on the designation of the relevant Income Class as detailed herein. Dividends which are declared will be paid at the same frequency as at which they are declared by electronic transfer to the account specified in the relevant Shareholder’s application form or reinvested if requested by Shareholders in the relevant Shareholder’s application. All such payments to Shareholders will be made within 10 Business Days of the end of the relevant calendar month, quarter, calendar half-year or calendar year, as appropriate).

The Directors currently intend that all income and gain attributable to the Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

---

#### **FEES AND EXPENSES**

---

##### **MANAGEMENT FEES**

The Company will pay the Manager management fees per annum of the average daily Net Asset Value of the Fund attributable to each Share Class, based on the amount outlined in the table below. The

management fees shall accrue daily and be payable quarterly in arrears on the last Dealing Day of each quarter in USD.

	<b>Class A</b>	<b>Class C</b>	<b>Class I</b>	<b>Class M</b>	<b>Class P</b>	<b>Class S</b>	<b>Class Z</b>
<b>Management Fee</b>	1.30%	1.80%	0.65%	0.80%	0.70%	0.325%	N/A

The Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

### **All Classes**

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

### **ADMINISTRATION FEES**

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of USD 50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to USD 5,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be USD 5,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of three one-hundredths of one per cent (0.03%) of the total average daily net assets of the Company is payable to the Administrator with a service charge annual minimum of USD 150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree. The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

### **CUSTODY FEES**

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of USD 18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees, and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

#### **THE INVESTMENT ADVISER**

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

#### **THE DISTRIBUTOR**

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund ("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, will be paid quarterly in arrears, and will not be paid directly by the Company.

The Distributor or the Manager may, out of its fee, pay a service fee in respect of Class P Shares to platform providers where such provider has entered into a written agreement with the Distributor or the Manager.

#### **SALES CHARGE**

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

#### **REDEMPTION CHARGES**

No redemption charges are payable in respect of the Classes of Shares established in the Fund, except for the Class C Shares which are subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES – Contingent Deferred Sales Charge" above.

#### **ESTABLISHMENT AND OPERATING EXPENSES**

The formation expenses of the Fund of approximately EUR 50,000 will be borne by the Fund and amortised over a period not to exceed the first five years of the Fund commencing on the date of first issue of shares of the Fund. The effect of this accounting treatment is not material to the financial statements. If the effect of the accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. Certain other costs and expenses incurred in the operation of the Fund will also be borne out of the assets of the Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the

expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Fund so that the total expense ratio ("TER") in respect of the Class A Shares will not exceed 1.50% of their respective Net Asset Value annually. The TER in respect of the Class C Shares will not exceed 2.00% of their respective Net Asset Value annually. The TER in respect of the Class I Shares will not exceed 0.80% of their respective Net Asset Value annually. The TER in respect of the Class M Shares will not exceed 1.00% of their respective Net Asset Value annually. The TER in respect of the Class P Shares will not exceed 0.90% of their respective Net Asset Value annually. The TER in respect of the Class S Shares will not exceed 0.475% of their respective Net Asset Value annually. The TER in respect of the Class Z Shares will not exceed 0.15% of their respective Net Asset Value annually.

The expense reimbursement relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. Amounts reimbursed may be recouped by the Manager or Investment Adviser to the extent actual expenses are less than the expense cap in any financial year. This subsidy may be discontinued at any time at the discretion of the Manager/Investment Adviser, as relevant, on notice to the Shareholders.

**While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion for non-USD Share Classes will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

**Investors should refer to the "Fees and Expenses" section of the Prospectus for Directors' fees and any other fees that may be payable and which are not specifically mentioned here.**

---

## CANADIAN INVESTORS

---

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

## **THE OFFERING IN CANADA**

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

## **CANADIAN INVESTOR REPRESENTATIONS**

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled "Resale Restrictions" and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;
- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;
- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an "accredited investor" as such term is defined in section 1.1 of

National Instrument 45-106 (“NI 45-106”) or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the “Ontario Act”), and a “permitted client” as such term is defined in section 1.1 of National Instrument 31-103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);

- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
  - (a) the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
  - (b) the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;
  - (c) acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor’s name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
  - (d) it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and
  - (e) where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its

authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;

- (i) if an individual, the investor acknowledges and agrees that:
- a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor's name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the "Personal Information");
  - b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
  - c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
  - d. the following officials can answer questions about the indirect collection of the Personal Information:

Ontario Securities Commission  
20 Queen Street West, 22nd Floor  
Toronto, Ontario M5H 3S8  
Telephone: 416-593-8314  
Toll free in Canada: 1-877-785-1555  
Facsimile: 416-593-8122  
Email: [exemptmarketfilings@osc.gov.on.ca](mailto:exemptmarketfilings@osc.gov.on.ca)  
Public official contact regarding indirect collection of information: Inquiries Officer

Alberta Securities Commission  
Suite 600, 250 – 5th Street SW  
Calgary, Alberta T2P 0R4  
Telephone: 403-297-6454  
Toll free in Canada: 1-877-355-0585  
Facsimile: 403-297-2082  
Public official contact regarding indirect collection of information: FOIP Coordinator

Autorité des marchés financiers  
800, rue du Square-Victoria, 22e étage  
C.P. 246, tour de la Bourse  
Montréal, Québec H4Z 1G3  
Telephone: 514-395-0337 or 1-877-525-0337  
Facsimile: 514-864-6381 (For privacy requests only)  
Email: [fonds\\_dinvestissement@lautorite.qc.ca](mailto:fonds_dinvestissement@lautorite.qc.ca)  
(For investment fund issuers)  
Public official contact regarding indirect collection of information: Corporate Secretary

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Inquiries: 604-899-6854  
Toll free in Canada: 1-800-373-6393  
Facsimile: 604-899-6581  
Email: [FOI-privacy@bcsc.bc.ca](mailto:FOI-privacy@bcsc.bc.ca)  
Public official contact regarding indirect collection of information: FOI Inquiries

The Manitoba Securities Commission  
500 – 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: 204-945-2561  
Toll free in Manitoba: 1-800-655-5244  
Facsimile: 204-945-0330  
Public official contact regarding indirect collection of information: Director

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by

the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

## **NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER**

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;
- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;
- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:

- i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);

- ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);
- iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);
- iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and
- v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

### **RESALE RESTRICTIONS**

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

### **TAXATION AND ELIGIBILITY FOR INVESTMENT**

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.

SFDR DISCLOSURES ANNEX

**Article 8 Pre-Contractual Disclosure**

**Product name:** *Eaton Vance International (Ireland) Emerging Markets Debt Opportunities Fund*

**Legal entity identifier:** 549300KJC6URJ8X79E57

**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.

*Does this financial product have a sustainable investment objective?*

<input type="checkbox"/> <b>Yes</b>	<input checked="" type="checkbox"/> <b>No</b>
<p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective</b>: __%</p> <p><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</p> <p><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</p> <p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective</b>: __%</p>	<p><input type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of __% of sustainable investments</p> <p><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</p> <p><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</p> <p><input type="checkbox"/> with a social objective</p> <p><input checked="" type="checkbox"/> It promotes E/S characteristics, <b>but will not make any sustainable investments</b></p>



### What environmental and/or social characteristics are promoted by this financial product?

The Fund promotes the social characteristic of avoiding investments in sovereign issuers that significantly violate social rights and in investments which can cause harm to human health and wellbeing. In addition, the Fund promotes the environmental characteristic of climate change mitigation by avoiding investments where thermal coal mining and extraction represents a certain percentage of a company's revenue.

Further detail on the nature of these exclusions is set out below (in response to the question, "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?").

The Fund has not designated a reference benchmark for the purposes of attaining its environmental or social characteristics.

- What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The sustainability indicator used to measure the attainment of the Fund's environmental and social characteristics is the Fund's exposure, in percentage market value, to countries or companies that violate any of the exclusion criteria.

Additional details on the Fund's exclusions criteria and methodology are provided below in response to the question, "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?"

- 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.

- How have the indicators for adverse impacts on sustainability factors been taken into account?

Not applicable.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

**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 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.*

Regulation requires that this document includes these statements. However, for the avoidance of doubt, this Fund does not: (i) take into account the EU criteria for environmentally sustainable economic activities in the EU Taxonomy or make sustainable investments; or (ii) calculate its portfolio alignment with the EU Taxonomy. As such the Fund is 0% aligned with the EU Taxonomy.



*Does this financial product consider principal adverse impacts on sustainability factors?*

Yes

No

The Fund considers PAIs only in part through its exclusionary criteria, as follows:

- The Fund excludes any sovereign issuers where there is evidence of them having caused significant harm from social violations, which the Investment Adviser defines in relation to the bottom-10% ranked countries on an indicator reflecting the fulfilment of social rights, as further explained below in response to the question, “*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?*”. The Fund therefore considers in part the PAI indicator 16: investee countries subject to social violations.
- The Fund excludes issuers which derive a certain percentage of revenue from thermal coal mining and extraction. The Fund therefore partly considers the PAI indicator 4: exposure to companies active in the fossil fuel sector.

- The Fund excludes issuers which derive any revenue from controversial weapons manufacturing or retail. The Fund therefore considers in whole the PAI indicator 14: exposure to controversial weapons.

The Fund does not consider any other PAI indicators.

The Fund will make information available on how it has incorporated the PAIs into the Fund in its periodic reports to investors.



**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 Fund's investment objective is generate total return, which is defined as income plus capital appreciation, by establishing long and short investment exposures to a blended emerging markets debt pool through currencies, local interest rates, and sovereign and corporate credit, while investing primarily in (i) Fixed Income Securities of corporate, government and government-related issuers located in emerging market countries; and/or (ii) derivative instruments denominated in or based on the currencies, interest rates, or issuers of emerging market countries. Fixed Income Securities may include zero coupon bonds, preferred stocks, deferred interest bonds and notes and bonds and notes on which the interest is payable in the form of additional eligible stocks, bonds or notes of the same kind (Payment-in-Kind (PIK) securities).

As part of its investment strategy, the Fund aims at reducing exposure to sustainability risks through exclusionary screening of sovereign issuers that significantly violate social rights, as well as, for corporate issuers, of selected fossil fuels and activities which can cause dangers to human health and wellbeing.

In addition to the ESG considerations described in this document on a binding basis, the Fund integrates ESG considerations in the investment decision-making to support its environmental and social characteristics on a non-binding basis, based on the Investment Adviser's in-house research and methodologies and on third-party data.

The investment process is subject to regular review, as part of a control and monitoring framework implemented by the Investment Adviser. The Investment Adviser's Compliance, Risk and Portfolio Surveillance teams collaborate with the investment team to conduct regular portfolio/performance reviews and systemic checks to ensure compliance with portfolio investment objectives, investment and client guidelines, taking into account changing market conditions, information and strategy developments.

- *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?*

The binding elements of the investment strategy consist of the exclusionary screening criteria applied to the portfolio construction process, as described in the table below.

The criteria are implemented and monitored by the Investment Adviser using a combination of third-party data and in-house research.

<b>Binding criteria</b>	
<p><b>The Fund will not invest in sovereign issuers which:</b></p>	<p>Are in the bottom-10% ranked countries for social violations, based on the Investment Adviser’s custom indicator.</p> <p>The social violations custom indicator is calculated by the Investment Adviser taking into consideration a country’s performance on issues including, but not limited to, the application of human rights and civil liberties, the quality of contract enforcement and security, freedom of expression, association and free media, as assessed by underlying data from third parties.</p> <p>Investments that are held by the Fund but become restricted because they breach the investment exclusions set out above, after they are acquired for the Fund, will be sold. Such sales will take place over a period of time to be determined by the Investment Adviser, taking into account the best interests of the shareholders of the Fund.</p> <p>In addition, any investments in sovereign issuers exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. For example, if a country is in the process of making significant remediation efforts, such as through electoral or policy reforms and engagement with civil society, with regard to any social violations, the Investment Adviser may not exclude the investment from the Fund, provided this assessment is kept under review by the Investment Adviser.</p>
<p><b>The Fund will not invest in corporate issuers which:</b></p>	<p><b>Derive any revenue from any of the following activities:</b></p> <ul style="list-style-type: none"> <li>• Controversial weapons manufacturing or retail (anti-personnel landmines, cluster munitions, biological or chemical weapons, and nuclear weapons);</li> <li>• Civilian firearms manufacturing or retail;</li> <li>• Tobacco manufacturing; or</li> </ul> <p><b>Derive more than 5% revenue from any of the following activities:</b></p> <ul style="list-style-type: none"> <li>• Thermal coal mining and extraction. The Fund may, as an exception, invest in labelled Sustainable Bonds issued by fossil fuel companies, which are intended to raise proceeds specifically for projects that promote positive environmental contributions mitigating the adverse sustainability impact of coal, such as renewable energy or energy efficiency, based on information available in the bond issuance documentation.</li> </ul>

The above exclusions are implemented in line with the Fund's Restriction Screening and ESG Policy which can be found on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on <https://www.eatonvance.ie/funds-overview.php>.

The Investment Adviser may apply additional ESG-related investment restrictions over time that it believes are consistent with its investment objectives and with the environmental or social characteristics that the Fund promotes. Such additional investment restrictions will be disclosed as they are implemented on <https://www.eatonvance.ie/funds-overview.php>.

- [What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?](#)

No minimum reduction rate has been defined in relation to the Fund's scope of investments. However, the Investment Adviser anticipates that the application of the exclusions described above will reduce the scope of the Fund's investments by approximately 10%. This is measured in terms of number of countries in the sovereign investment universe.

- [What is the policy to assess good governance practices of the investee companies?](#)

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

As part of its bottom-up, fundamental research process, the Investment Adviser systematically incorporates the assessment of an issuer's corporate governance and business practices, including but not limited to evidence of sound management structures and employee relations, fair remuneration of staff, and tax compliance, in order to ensure that every investee company follows good governance practices.

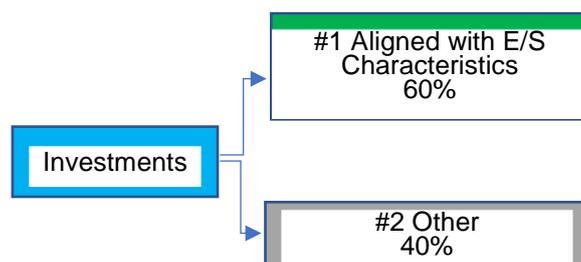
This is done through the monitoring of data on governance-related, as well as on other environmental and/or social factors and controversies, sourced from third party providers, through in-house research, and through engagement with the management of selected issuers on corporate governance and disclosure issues.

In the interests of transparency, given the Fund's primary investment focus is on sovereign bonds, the Investment Adviser notes that it also assesses investee sovereign issuers' government effectiveness, political stability, control of corruption, and regulatory quality, among other factors.



## What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.



**#1 Aligned with E/S characteristics** includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

**#2 Other** includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

**#1 Aligned with E/S characteristics** includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

**#2 Other** includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The exclusions (as described above) will be applied to at least 60% of the portfolio. A maximum of 40% of the Fund may be invested in assets that do not align with any environmental or social characteristics, as described in the response to question, “5.5 *What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards”* further below.

As explained above, any investments that are held by the Fund but become restricted because they breach the investment exclusions set out above, after they are acquired for the Fund, will be sold. Such sales will take place over a period of time to be determined by the Investment Adviser, taking into account the best interests of the shareholders of the Fund. Such investments are included in the “#2 Other” category.

These percentages are measured according to the value of the investments.

- [How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?](#)

Derivatives may be used by the Fund for investment or efficient portfolio management (including hedging) purposes. In certain instances, it may be more appropriate operationally or more efficient to gain exposure to targeted investments synthetically rather than investing in such securities directly. In such instances, the Fund may employ derivatives, subject to the conditions and within the limits laid down by the Central Bank and in accordance with the Prospectus. The purpose of investing using such instruments is not directly related to attaining the environmental or social characteristics promoted by the Fund.

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.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>2</sup>**

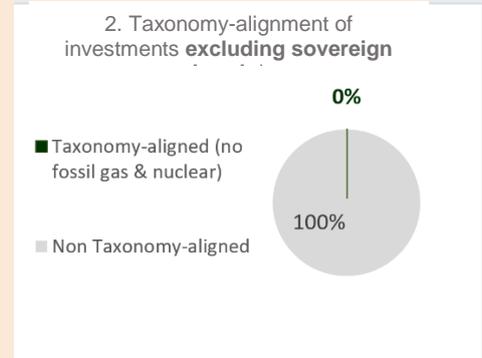
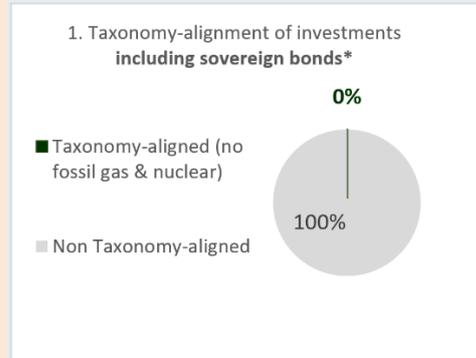
- Yes
- In fossil gas       In nuclear energy
- No

**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.

---

2 Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limited 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 Regulations (EU) 2022/1214.

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?

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?

The Fund may invest in derivatives (including interest rate and foreign exchange derivatives) both for investment and for efficient portfolio management purposes, and in cash as ancillary liquidity. These instruments are included in the “#2 Other” category and are not subject to any minimum environmental or social safeguards.

are sustainable investments with an environmental objective that **do not take into account** the criteria for environmentally sustainable economic activities under the EU Taxonomy.

The Fund aims, nevertheless, not to invest in derivatives associated with underlying assets, currencies, or interest rates related to countries that would otherwise be subject to the social violations exclusion described under the binding characteristics of the Fund.



*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?*

*Not applicable*



*Where can I find more product specific information online?*

More product-specific information can be found on the website:  
[https://www.eatonvance.ie/sfdrwebsite\\_emdebttopp.pdf](https://www.eatonvance.ie/sfdrwebsite_emdebttopp.pdf)

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

## **EATON VANCE INTERNATIONAL (IRELAND) EMERGING MARKETS DEBT FUND**

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

**SUPPLEMENT DATED 13 DECEMBER 2021  
TO THE PROSPECTUS DATED 13 DECEMBER 2021**

### **MANAGER**

#### **MSIM FUND MANAGEMENT (IRELAND) LIMITED**

---

This Supplement forms part of, and should be read in the context of, and together with the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Emerging Markets Debt Fund (the “Fund”) which is a separate portfolio of the Company.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## CONTENTS

	<b>Page No</b>
Definitions .....	254
Investment Objective and Policies.....	254
Investment Adviser .....	261
How to Buy Shares .....	262
How to Redeem Shares .....	269
How To Exchange or Transfer Shares .....	271
Dividend Policy .....	272
Fees and Expenses .....	273
Canadian Investors.....	275

---

## DEFINITIONS

---

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, “Dealing Day” shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, “Valuation Point” shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a “Recognised Market” means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

The Base Currency for the Fund shall be U.S. Dollars (“USD”) or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as “Eaton Vance Emerging Markets Debt Fund” in certain marketing materials, advertisements, fund information websites or other publications.

---

## INVESTMENT OBJECTIVE AND POLICIES

---

The investment objective of the Fund is to generate total return. Total return is defined as income plus capital appreciation.

The Fund will be actively managed and seeks its investment objective by investing in instruments (as detailed below) to establish long and short investment exposures to emerging markets. The Fund will invest at least 80% of its Net Asset Value in: (i) fixed income securities (as set out below) issued by emerging market entities or emerging market sovereign nations; and/or (ii) derivative instruments (as detailed below), based on the currencies, interest rates, or issues of, emerging market countries.

An emerging market country is any country determined by the Investment Adviser to have an emerging market economy, considering factors such as the country’s political and economic stability, and the development of its financial and capital markets. An emerging market entity is an entity that is located in an emerging market country or has significant economic exposure to an emerging market, including corporate, national and local government, and quasi-government entities. Emerging market countries include so-called frontier market countries. Frontier markets are generally considered by the Investment Adviser to be countries which are not developed countries and (i) are not included in the JPMorgan Emerging Markets Bond Index Global Diversified (JPM EMBI GIBI Div) (the “Index”); or (ii) represent 2% or less of the Index. The Fund may have significant investment in a geographic region or country and, subject to the foregoing in this paragraph, there is no limit on the Fund’s exposure to any geographic region or country. It is not intended that the Fund will have a particular sector or industry focus.

The Fund will invest in fixed income securities listed, traded or dealt on Recognised Markets (such as sovereign bonds and debentures, mortgage-backed securities (“MBS”) and asset-backed securities, convertible debt securities (which may embed derivatives), contingent convertible bonds (“CoCos”), municipal obligations, corporate bonds and debentures, fixed-income and floating rate debt securities (as outlined below) and participation notes (such participation notes may be listed or unlisted and the Fund will invest no more than 10% of its Net Asset Value in participation notes. The issuers of the participation notes in which the Fund will invest will be special purpose vehicles or major investment

banks and such participation notes will provide access to investments in emerging markets)). CoCos will be used to assist the Fund in obtaining its investment objective and the Fund will invest no more than 5% of its Net Asset Value in CoCos. The Fund may invest in instruments of any credit rating, including those rated below investment grade (rated below BBB by either Standard & Poor's Ratings Services or Fitch Ratings, or below Baa by Moody's Investors Service, Inc.) or in unrated instruments considered to be of comparable quality by the Investment Adviser (often referred to as "junk" instruments). Subject to compliance with the UCITS investment restrictions as set out in the section of the Prospectus headed "Investment Objective and Policies – Investment Restrictions", there is no limit on the percentage of the Fund's Net Asset Value which may be invested in such lower-rated or unrated investments.

The Fund will gain exposure to sovereign nations (including currencies, interest rates and debt instruments issued or guaranteed by sovereign entities) and duration (the sensitivity of the price of a fixed-income investment to a change in interest rates) through investments in the instruments outlined herein.

The Fund is actively managed in reference to the Index. The Fund does not intend to track the Index. The Investment Adviser has discretion in its choices of investments and may invest in instruments which are not included in the Index. It is generally expected that a material portion of its investments will be non-Index constituents at any given time. The Fund targets a tracking error relative to the Index of between 150 and 350 basis points and a 200 to 300 basis point return above the Index and the Investment Adviser has also set guidelines in respect of volatility, correlation and beta relative to the Index.

The Fund expects to achieve certain exposures through purchasing and selling derivative instruments, including forward foreign currency exchange contracts; futures on securities, indices, currencies and swaps; options; and interest rate swaps, cross-currency swaps, total return swaps and credit default swaps ("CDS"), which may create economic leverage in the Fund. The Fund may engage in these derivative transactions to seek to enhance total return; to hedge against fluctuations in securities prices, interest rates or currency exchange rates; to change the effective duration of its portfolio; to manage certain investment risks; and/or as a substitute for the purchase or sale of securities or currencies. Please see the sub-section headed "Information on Financial Derivatives" for a description of the aforementioned derivative instruments. . The Fund will also utilise the above derivative instruments to take short positions in underlying assets and non-USD currencies to hedge certain risk factors. It is expected that the Fund will not have speculative short positions under normal circumstances. There may be times, however, that market conditions or perceived speculative opportunities present compelling reasons for the Fund to hold short positions where it is determined that holding such positions will contribute to the investment performance of the Fund. For example, where the Investment Adviser believes that broad macroeconomic conditions may have adverse consequences for the performance of the Fund's investment universe. In such situations, the Fund may hold synthetic short positions to either limit the Fund's downside losses or to take advantage of expected negative investment returns. Similarly, the Investment Adviser may believe that speculative opportunities may exist as a result of situations that adversely affect a particular region, country, or economic entity within the Fund's investment universe. In these situations, the Investment Adviser may wish to limit negative performance contributions or to take advantage of the perceived downside opportunity by holding synthetic short positions in a narrow set of exposures.

It is not the Fund's current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund may engage in securities lending in respect of the securities in which the Fund may invest (as outlined herein) for efficient portfolio management purpose and may also engage in forward commitments and synthetic short sales. Forward commitments involve the purchase or sale of securities on a "forward commitment" basis. The price, which is generally expressed in yield terms, is fixed at the time the commitment is made, but delivery and payment for the securities takes place at a later date. Forward commitments may be closed prior to the settlement date. If the Fund disposes of its right to deliver or receive against a forward commitment, the Fund may incur a gain or loss. The use of forward commitment securities is subject to the investment restrictions and the restrictions on use of financial derivative instruments.

In managing the Fund, the Investment Adviser performs macroeconomic and political research and analysis on individual countries. It considers such factors as a country's political system and

environment, fiscal policy, monetary policy, incomes policy (i.e. any government policy that affects corporate or individual earnings in the particular country subject to the policy (such as tax policy, subsidies in particular economic sectors, minimum wage laws, or industry regulations)) and trade policy, among other factors. Based on this research and analysis, the Investment Adviser seeks to identify countries and entities it believes have potential to outperform investments in other countries and entities, and to anticipate changes in global economies, markets, political conditions and other factors for this purpose. The Investment Adviser selects and adjusts investments in an effort to take advantage of differences in the perceived values of countries' and entities' credit spreads. To implement investment decisions, the Investment Adviser selects an asset class and specific instrument that most optimally and efficiently expresses the Investment Adviser's view of that particular country. The Investment Adviser considers the relative risk/return characteristics of prospective investments in determining the most efficient means for achieving desired exposures.

The investment process and strategy seeks to identify emerging markets that will outperform on a relative basis other comparable emerging markets. The principal risk factor in analysing emerging markets debt is credit and may be identified as having the potential to contribute to outperformance. Therefore, in some cases, the Investment Adviser will take the view that a country's credit spreads will tighten and will seek to obtain exposure to that credit spread through the derivative instruments referenced above or investment in the emerging market issuers giving exposure to such spreads

The Fund may invest up to 5% of its Net Asset Value in equity securities consistent with the Fund's investment objective, for example, where an equity position will offer more value than a bond of a company which the Fund seeks exposure to, where an equity position is acquired as a result of debt restructuring or reorganisation, or where positions are subject to a debt to equity conversion and the Fund continues to hold those equity positions. The Fund may also receive warrants as a result of corporate actions. No more than 5% of the Net Asset Value of the Fund will be held in warrants.

The Fund may invest in open-ended UCITS and eligible alternative investment funds (including exchange traded funds) which are consistent with the investment objective of the Fund. Investment in aggregate in collective investment schemes and investment in any one collective investment scheme will not exceed 10% of the Net Asset Value of the Fund.

Pending investment of subscription proceeds or where market or other factors so warrant, the Fund may, subject to the investment restrictions set out in the Prospectus, hold cash and/or ancillary liquid assets such as money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers' acceptances) and cash deposits.

The Fund may also invest in fixed-income debt securities or floating rate debt securities that include zero coupon bonds, preferred stocks, deferred interest bonds and notes, and bonds and notes on which the interest is payable in the form of additional stocks, bonds or notes of the same kind ("PIK securities"). Zero coupon and deferred interest bonds are debt obligations which are issued at a significant discount from face value. While zero coupon bonds do not require the periodic payment of interest, deferred interest bonds provide for a period of delay before the regular payment of interest begins. PIK securities are debt obligations which provide that the issuer thereof may, at its option, pay interest in cash or in the form of additional debt securities. Such investments may, due to changes in interest rates, experience greater volatility in market value than debt obligations which make regular payments of interest. The Fund may also invest in exchange traded notes (which will not embed derivatives) which are senior, unsecured, unsubordinated debt securities designed to provide investors access to the returns of various market benchmarks.

The Fund may invest a maximum of 10% of its Net Asset Value in stripped bonds to utilize as collateral for its derivative positions and also to manage duration. Stripped bonds are usually structured with classes that receive different proportions of the interest and principal distributions from an underlying asset or pool of assets. Some structures may have a class that receives only interest from the underlying assets, interest-only ("IO") class, while another class may receive only principal, principal-only ("PO") class. IO and PO stripped bonds may be purchased for their return and/or hedging characteristics. Because of their structure, IO stripped bonds may move differently than typical fixed-income securities in relation to changes in interest rates. In addition to stripped bonds issued by the governments, their agencies or instrumentalities, stripped bonds may also be issued by non-government issuers, including depository institutions, banks, investment banks and subsidiaries of these entities.

The Fund may invest in loans issued, guaranteed or backed by sovereign or government entities where such loans qualify as transferable securities or money market instruments. Such loans, may be primary, direct investments or investments in, loan assignments or participation interests. Such loans, loan assignments and participation interests may be securitised and unsecuritised. Investment in unsecuritised loans, together with investment in other unlisted securities, will not exceed 10% of the Net Asset Value of the Fund. A loan assignment represents a portion of the entirety of a loan and a portion or the entirety of a position previously attributable to a different lender. The purchaser of an assignment typically succeeds to all the rights and obligations under the loan agreement and has the same rights and obligations as the assigning investor. However, assignments through private negotiations may cause the purchaser of an assignment to have different and more limited rights than those held by the assigning investor. Loan participation interests are interests issued by a lender or other entity and represent a fractional interest in a loan. The Fund typically will have a contractual relationship only with the financial institution that issued the participation interest. As a result, the Fund may have the right to receive payments of principal, interest and any fees to which it is entitled only from the financial institution and only upon receipt by such entity of such payments from the borrower. Most loans are rated below investment grade or, if unrated, are of similar credit quality.

Debt securities in which the Fund invests may bear fixed, fixed and contingent (meaning a floating rate of interest based on an underlying reference rate such as a specified index interest rate or a defined measure of inflation), or variable rates of interest.

In evaluating the fixed income securities issued by emerging market sovereign nations, the Investment Adviser will integrate environmental, social and governance (“**ESG**”) criteria. The Investment Adviser, as part of its research and asset selection process in respect of such debt securities, will consider the ESG issues in respect of each country and will carry out a qualitative analysis of each country, rating the ESG factors for each country based on information gathered by the research staff of the Investment Adviser, sub-adviser (if applicable) and/or their affiliates as well as third party sources. Such qualitative analysis will be supplemented by quantitative ESG scores attributed by the Investment Adviser to each country and the ESG scores allow for cross-country comparisons. As part of the Investment Adviser’s analysis, the Investment Adviser may have regard to ESG factors comprising ESG risks or opportunities likely to affect the financial condition or performance of the country over a long term investment horizon, including, without limitation, pollution/environmental/ecosystem health, risk of social unrest, human development, democracy and rights and freedoms. Further information in respect of the integration of sustainability risks in relation to the Company is included in the section of the Prospectus headed “Disclosures under the Sustainable Finance Disclosure Regulation”.

The Investment Adviser believes that as sustainability issues are sources of long-term risk and return, the integration of sustainability risks as outlined above may assist in enhancing the returns of the Fund over the long term.

**Exposure to securities financing transactions**

It is not the Fund’s current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund’s exposure to total return swaps and securities lending transactions is as set out below (in each case as a percentage of Net Asset Value):

<b>Instrument</b>	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps	0%	10%
Securities Lending	0%	10%

The Fund may utilise derivatives as a substitute for the purchase or sale of securities. The Fund’s total market exposure (excluding any hedges put in place) may vary in time and typically ranges between 0%-50%. Derivative positions may be 0% - 100% for long positions and 0%- 100% for short positions, as a percentage of the Net Asset Value of the Fund, depending on the Investment Adviser’s analysis of the prevailing market conditions and considered in light of the investment objective of the Fund. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

Where the Fund invests indirectly in UCITS eligible indices through FDI, where index weightings exceed the permitted UCITS investment restrictions, the Investment Adviser will rebalance the exposure to the index by decreasing the Fund's exposure to the index until it complies with the diversification limits. Details of such indices will be included in the annual report of the Company.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See "SPECIAL CONSIDERATIONS AND RISK FACTORS - Lower Quality Debt Securities" in the Prospectus for the risks associated with lower rated and unrated obligations.

**Investors should note that there can be no guarantee that the Fund will achieve its investment objective.**

**Risk factors for an investor in the Fund to consider are set out under "Special Considerations and Risk Factors" in the Prospectus and herein.**

The Fund will invest in transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under "Investment Objectives and Policies" in the Prospectus. If it is proposed to employ derivative instruments other than those set out herein, the Directors of the Company will notify the Central Bank in advance, and will submit an updated risk management process to the Central Bank in accordance with the Central Bank UCITS Regulations prior to the Company engaging in the use of such other derivatives for efficient portfolio management purposes and/or for investment purposes on behalf of the Fund, and shall update this Supplement to reflect this.

**Investors should note that the Fund may or may not use currency forward contracts and spot contracts to hedge currency exposure arising from the Fund's investments in assets denominated in currencies other than the Base Currency. The Fund intends to hedge the currency risk on Classes of Shares of the Fund which are designated in a currency other than the Base Currency (save where such Share Classes are specified as unhedged) using forward contracts and spot contracts.**

## **Risk Management**

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with financial derivative instruments ("FDI"). A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Sub-Fund, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments.

The Fund is subject to an advanced risk management process in compliance with the Central Bank UCITS Regulations. The Fund will utilise a "Relative VAR" approach, calculated daily, which aims to ensure that the value-at-risk of the Fund will be no greater than twice the value-at-risk of a comparable benchmark portfolio, in this case, the Index. The Fund may be leveraged as a result of its use of FDI. The level of leverage to be incurred through the use of FDI (as measured by the sum of the notional of derivatives positions) is generally expected to be between 0% and 50% of the Net Asset Value of the Fund. The level of leverage in the Fund may exceed this range in certain market conditions or where the Investment Adviser believes that the use of additional derivatives is appropriate to achieve the investment objectives of the Fund. However, in such circumstances the level of leverage is not expected to exceed 200% of the Net Asset Value of the Fund.

The Fund will utilize FDI for both hedging and investment purposes. Use of FDI to achieve investment exposures is not intended to, but may, increase the risk or volatility of the Fund as compared to a security investment used to achieve the equivalent exposure.

## **Information on Financial Derivative Instruments**

### **Swaps**

These include total return swaps, CDS, cross-currency swaps and interest rate swaps.

A total return swap is a bilateral financial contract, which allows one party to enjoy all of the cash flow benefits of an asset without actually owning this asset. The underlying reference assets of the swaps can be single name equity or fixed income securities, equity or fixed income indices or custom baskets of equity or fixed income securities or currencies, emerging market debt indices, interest rate indices or volatility indices. Exposure to such indices is obtained in order to achieve the investment objective of the Fund or to hedge the exposure of the Fund.

A CDS is a swap used to transfer the risk of default on an underlying security from the holder of the security to the seller of the swap. For example, if a fund buys a CDS, it will be entitled to receive the value of the security from the seller of the CDS, should the security's issuer default on its payment obligations under the security. Where a fund sells a CDS, it will receive a fee from the purchaser and hope to profit from that fee in the event that the issuer of the relevant security does not default on its payment obligations.

An interest rate swap is an agreement between two parties in which one stream of future interest payments is exchanged for another based on a specified principal amount. Interest rate swaps usually involve the exchange of a fixed interest rate for a floating rate, or vice versa.

A currency swap is a foreign exchange agreement between two parties to exchange notional and interest payments (fixed or floating) in one currency for notional and interest payments (fixed or floating) in another currency.

The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the assets of the Fund.

### **Options**

The Fund may also enter into exchange-traded put and call options and put and call options traded over-the-counter (or OTC options) in respect of securities. Unlike exchange traded options, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC options are generally established through negotiation with the other party to the option contract. A call option on an investment is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms. A put option is a contract that gives the purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price at either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms.

### **Futures**

The Fund may enter into futures on securities, UCITS eligible indices (emerging market debt indices, interest rate indices and volatility indices), currencies, swaps and other investments. Exposure to such indices is obtained in order to achieve the investment objective of the Fund or to hedge the exposure of the Fund. The sale of a futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

### **Forward Currency Exchange Contracts.**

A forward currency exchange contract involves an obligation to purchase or sell a specific currency at a future date at a price set at the time of the contract.

### **Risks associated with Forward Currency Contracts**

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer

to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist. These factors restrict the ability to hedge against the risk of devaluation of currencies in which a substantial quantity of securities are being held for the Fund and are unrelated to the qualitative rating that may be assigned to any particular security.

### **Share Currency Designation Risk**

A Class of Shares of the Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Fund intends to attempt to hedge out the currency risk of the non- USD Shares (save where such Share Classes are specified to be unhedged) by hedging them back to USD by using currency forward contracts and spot contracts. Save as specified in this paragraph, a Class of Shares may not be leveraged as a result of the use of such techniques and instruments. Such hedging shall be limited to the extent of the relevant Class of Share's currency exposure. In no case will the hedging of the currency exposure be permitted to exceed 105% of the Net Asset Value of the particular Class of Shares or to be below 95% of that portion of the Net Asset Value of the particular Class of Shares which is to be hedged against currency risk. Hedging will be monitored with the aim of ensuring that over-hedged positions do not exceed the 105% limit and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged and are not carried forward from month to month. Such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value or any under-hedged positions attributable to the relevant Class will not be carried forward from month to month. While not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Fund. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class of Shares from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances, Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/loss on and the costs of the relevant financial instruments. **While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

Although hedging strategies will only be used with respect to the non- USD Share Classes of the Fund, the financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments relating to Class hedging will accrue solely to the relevant Class of Shares of the Fund. Any currency exposure of this Class of Shares may not be combined with or offset with that of any other Class of Shares of the Fund. The currency exposures of the assets of the Fund will not be allocated to separate Classes of Shares.

### **Profile of a Typical Investor**

The Fund is suitable for investors who are seeking total return by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but can be less depending upon individual risk profiles.

### **Securities Financing Transaction Risk, Collateral Reinvestment Risk and Re-use Risk**

Securities lending and swaps may be subject to various types of risks, including operational, liquidity, counterparty, custody and legal risks.

The Fund could receive cash collateral as a result of its securities lending, derivatives or other trading activities. Where such cash collateral is reinvested there is a risk that the capital value of the collateral could decline due to a decline in the value of the underlying investment. This in turn may cause losses to the Fund because it is obliged to return collateral to the counterparty.

The risks arising in respect of the re-use of collateral are those which apply in respect of direct investment as set out in section of the Prospectus headed "SPECIAL CONSIDERATIONS AND RISK FACTORS".

## Swing Pricing

As described below, the Directors may, where they so determine, “swing” the Net Asset Value of the Fund to attempt to mitigate the costs of issuing and redeeming shares.

For Dealing Days on which there are net subscriptions and redemptions and swing pricing is applied, investors should be aware that it may not always prevent the dilution of the Net Asset Value, and the adjustments made to the Net Asset Value, for the purposes of calculating the price at which the Fund issues and redeems shares on that Dealing Day, may also benefit certain investors relative to the Shareholders in the Fund as a whole. For example, a subscriber into the Fund on a day on which the Net Asset Value is swung downwards as a result of net redemptions from the Fund may benefit from paying a lower Net Asset Value per Share in respect of his subscription than he would otherwise have been charged on an unswung Dealing Day. In addition, the Fund’s Net Asset Value and short-term performance may experience greater volatility as a result of this pricing methodology.

## CoCos

The performance of CoCo bonds is dependent on a number of factors including interest rates, credit and equity performance, and the correlations between factors. As such these securities introduce significant additional risk to an investment in the Fund.

CoCos may also have unique equity conversion, principal write-down or coupon cancellation features which are tailored to the issuing banking institution and its regulatory requirements. Where such triggers or features are invoked, the Fund may suffer losses ahead of equity holders or when equity holders do not suffer losses and may lose some or all of its original investment. In addition, while certain CoCos are issued as perpetual instruments which are callable at pre-determined levels, it cannot be assumed that such CoCos will be called on the relevant call date and accordingly, the Fund may not receive a return of principal on the relevant call date and may suffer losses as a result.

As CoCos are relatively new complex investments, their behaviour under a stressed financial environment is thus unknown. Investors in CoCos may experience a reduced income rate, and the Fund may lose some or all of its original investment. Any future regulatory change impacting European banking institutions or CoCos could have substantial and adverse effects on the financial institutions issuing the CoCos, or the ability of the Fund or other investors to invest in CoCos.

---

## INVESTMENT ADVISER

---

The Manager has appointed Eaton Vance Management, Two International Place, Boston, MA 02110, USA (“**Eaton Vance**” or the “**Investment Adviser**”) as sole investment adviser to the Fund. Eaton Vance is a Massachusetts business trust and an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

The Investment Advisory Agreement dated 30 September 2021 between the Company, the Manager and the Investment Adviser, as may be amended from time to time (the “**Investment Advisory Agreement**”), provides that neither the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Investment Adviser of its obligations and duties under the Investment Advisory Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Adviser and its directors, officers, employees and agents, arising from or in connection with the performance of its obligations and duties under the Investment Advisory Agreement in the absence of any such negligence, wilful default, bad faith or fraud by the Investment Adviser in the performance of its duties under the Investment Advisory Agreement or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Advisory Agreement may be terminated by any party thereto upon ninety (90) days' prior written notice. In addition, the Investment Advisory Agreement may be terminated immediately by one of the parties if: (i) any other party commits any material breach of the agreement or commits persistent breaches of the agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the notice being served upon the defaulting party requiring it to remedy same; (ii) any other party is unable to perform its duties under the Agreement due to any change in law or regulatory practice; (iii) any other party is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) any other party is the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) any other party has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) any other party is the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or (vii) any other party is the subject of a court order for its winding up or liquidation. The Investment Advisory Agreement shall also terminate automatically on termination of the Management Agreement.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the Index. The Index is an emerging markets sovereign debt benchmark that tracks hard currency bonds issued by emerging market governments. Any change in the use of the Index will be disclosed to Shareholders via the Accounts.

---

**HOW TO BUY SHARES**

---

**Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Manager or the Distributor for a list of the Classes of Shares available to them.**

All launched Share Classes of the Fund will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in "FEES AND EXPENSES" below.

All unlaunched Share Classes of the Fund will be made available for subscription at the respective initial price of USD 10, GBP 10, EUR 10, JPY 1,000, CHF 10, AUD 10, CAD 10, SGD 10, DKK 10, NOK 10 or SEK 10 per Share from 9:00 a.m. (New York time) on 2 October 2021 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 30 March 2022, or, in respect of each such Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of such Class of Shares, if no application has been received for such Class of Shares by 4:00 p.m. (New York time) on 30 March 2022, such other date as the Directors may determine and notify to the Central Bank (the "Closing Date"), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Class of Shares will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described below.

The Company can create and issue Share Classes with various characteristics and investor eligibility requirements.

**Share Classes and their eligibility**

Share Class	Eligibility
-------------	-------------

<b>Class A</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class C</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class I</b>	Offered primarily for direct investment by institutional investors such as pension funds, sovereign wealth funds, foundations, charities and official institutions. It may also be offered through certain financial intermediaries who have entered into a written agreement with the Distributor to offer such shares.
<b>Class M</b>	Offered primarily by financial intermediaries who charge such clients an ongoing fee for advisory, investment, consulting or similar services.
<b>Class P</b>	Available for investment by the following types of investors: (i) financial intermediaries (including institutional investors) that are prohibited by local laws or regulations applicable to them to receive and/or retain any rebate/commission; (ii) distributors providing portfolio management and investment advice on an independent basis (as defined by MiFID II) within the EU; or (iii) distributors providing non-independent advice (as defined by MiFID II) within the EU who have agreed with their clients not to receive and retain any rebate/commission.
<b>Class S</b>	Available for initial investors and therefore it is expected that Class S shares will only be available for new investors to those Share Classes until such time as the Net Asset Value of Class S shares reaches USD 100 million, or such other amount as may be determined by the Directors from time to time in their absolute discretion. After that point, no new investors shall be permitted into Class S shares (save for new investors investing through the same distribution channels as existing investors in such Share Classes), however, an existing investor in the Share Class will be permitted to make additional subscriptions into the Share Classes after that point.
<b>Class Z</b>	Only available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Details in respect of the Share Classes are set out in the table below:

	<b>Class A</b>	<b>Class C</b>	<b>Class I</b>	<b>Class M</b>	<b>Class P</b>	<b>Class S</b>	<b>Class Z</b>
<b>Management Fee</b>	1.30%	1.80%	0.65%	0.80%	0.70%	0.325%	N/A
<b>Initial Dealer Mark Up<sup>1</sup></b>	Max. 5%	N/A	N/A	N/A	N/A	N/A	N/A
<b>Base Currency of the Fund</b>	USD						

<b>Other Currencies Available as Hedged and Unhedged</b>	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, AUD, CHF, CAD, JPY, SGD, DKK, NOK and SEK
<b>Accumulation Shares</b>	Yes						
<b>Distribution Shares</b>	Yes (Monthly, Quarterly, Semi Annual or Annual)						
<b>Contingent Deferred Sales Charge (CDSC)<sup>2</sup></b>	N/A	1.00%	N/A	N/A	N/A	N/A	N/A

<sup>1</sup> Investors may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer.

<sup>2</sup> Subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES – Contingent Deferred Sales Charge"

<b>Share Class</b>	<b>Currency</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Subsequent Subscription</b>
Class A Class C Class M Class P	U.S. Dollar (USD)	USD 1,000	USD 100
	Sterling (GBP)	GBP 1,000	GBP 100
	Euro (EUR)	EUR 1,000	EUR 100
	Japanese Yen (JPY)	JPY 150,000	JPY 15,000
	Swiss Franc (CHF)	CHF 1,000	CHF 100
	Singapore Dollar (SGD)	SGD 1,000	SGD 100
	Australian Dollar (AUD)	AUD 1,000	AUD 100
	Canadian Dollar (CAD)	CAD 1,000	CAD 100
	Danish Krone (DKK)	DKK 10,000	DKK 1,000
	Norwegian Krone (NOK)	NOK 10,000	NOK 1,000
	Swedish Krona (SEK)	SEK 10,000	SEK 1,000
Class I	U.S. Dollar (USD)	USD 5 million	USD 1,000

Class S	Sterling (GBP)	GBP 5 million	GBP 1,000
	Euro (EUR)	EUR 5 million	EUR 1,000
	Japanese Yen (JPY)	JPY 500 million	JPY 100,000
	Swiss Franc (CHF)	CHF 5 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 5 million	SGD 1,000
	Australian Dollar (AUD)	AUD 5 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 5 million	CAD 1,000
	Danish Krone (DKK)	DKK 10 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 10 million	NOK 10,000
	Swedish Krona (SEK)	SEK 10 million	SEK 10,000
Class Z	U.S. Dollar (USD)	USD 10 million	USD 1,000
	Sterling (GBP)	GBP 10 million	GBP 1,000
	Euro (EUR)	EUR 10 million	EUR 1,000
	Japanese Yen (JPY)	JPY 1,000 million	JPY 100,000
	Swiss Franc (CHF)	CHF 10 million	CHF 1,000
	Singapore Dollar (SGD)	SGD 10 million	SGD 1,000
	Australian Dollar (AUD)	AUD 10 million	AUD 1,000
	Canadian Dollar (CAD)	CAD 10 million	CAD 1,000
	Danish Krone (DKK)	DKK 20 million	DKK 10,000
	Norwegian Krone (NOK)	NOK 20 million	NOK 10,000
	Swedish Krona (SEK)	SEK 20 million	SEK 10,000

### Share Class Naming Conventions

Share Class names are structured as follows: Share Class + one or more suffixes, as appropriate. All of these elements are explained below.

Class	Type	If applicable, Distribution Frequency	Currency	If applicable, Hedged or Unhedged
Class S	Inc	(M)	GBP	(U)

1

2

3

4

5

**1. Share Class:** One of the Share Classes shown in the tables above.

**2. Dividend Policy:** Share Classes can be made available as Accumulation and/ or Income Shares. Classes which declare dividends (Income Classes) are designated as “(Inc)” in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as “(Acc)” in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

**3. Dividend Frequency:** Indicates how often a dividend is normally paid.

A monthly dividend frequency will be designated with “(M)”

A quarterly dividend frequency will be designated with “(Q)”

A semiannual dividend frequency will be designated with “(S)”

An annual dividend frequency will be designated with “(A)”

Details in respect of the dividend policy are set out in the section headed “Dividend Policy” below.

**4. Currency Code:** All Share Classes include a three-letter code that indicates the Share Class Currency, which may or may not be the same as the Base Currency of the Sub-Fund.

**5. Hedging Policy:** Share Classes may be unhedged or hedged.

The above Share Classes which are not denominated in USD may be hedged or unhedged. Where hedged, it will be designated with “(H)” in the Share Class Name. Where unhedged, it will be designated with ‘(U)’ in the Share Class name. Details in respect of the hedging to be carried out in respect of the hedged Share Classes is set out herein.

Investors in non- USD denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund to the extent that share class hedging fails to eliminate such risk. Please refer to “Share Currency Designation Risk” above. All Classes of the Fund designated in other currencies than the USD, save for those Classes designated as unhedged (ie with “(U)” in the Share Class name), will be hedged against the USD, unless this policy is changed by notice to Shareholders.

The Share Classes designated as unhedged will not be hedged against the USD. Accordingly, investors in such a Share Class will bear any currency risk associated with fluctuations between the currency in which such Share Class is designated and the USD.

**In the case of non-USD Share Classes, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Notwithstanding the foregoing, an investor may invest in Class I Shares in an initial subscription amount which does not meet or exceed the relevant minimum initial subscription as set out above, provided that such investor undertakes to subscribe at least the minimum initial subscription for that Share Class over a reasonable period, not to exceed 1 year, and the total subscription is anticipated by the Investment Adviser, the Manager or the Distributor to reach such level within such time period. Where a Class I Shares Shareholder fails to subscribe at least the minimum initial subscription for the relevant Share Class within such time period, the Class I Shares, as the case may be, held by such Shareholder may, at the discretion of the Directors, be converted without prior notice to the relevant Shareholder to Class A Shares or Class M Shares designated in the same Class Currency. Also, an investor who invests in Class A Shares or Class M Shares and subsequently reaches the Class I Shares minimum may, at their request and at the sole discretion of the Directors, be converted to the relevant Class I Shares, as appropriate, but may, at the sole discretion of the Directors and without prior notice to the relevant

Shareholder, be converted back to the relevant Class A Shares or Class M Shares if the investor's total holding subsequently falls below the relevant Class I Shares minimum, as the case may be. Investors are cautioned that such conversions, whether voluntary or involuntary, may be taxable events in certain jurisdictions and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of USD 1,000 (or its non-USD currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the "NYSE") (normally at 4:00 p.m., New York time) (the "Dealing Deadline") will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the receipt and acceptance of a subscription order (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form (and supporting documentation in relation to money laundering prevention checks) initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form (and supporting documentation in relation to money laundering prevention checks) by post to the

Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to receive orders prior to the relevant Dealing Deadline. An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already received a duly completed application form by mail, subsequent applications may be made by fax, by electronic means or by telephone provided that in the case of telephone or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or by electronic communication. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that applications received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above. Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may also subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

**Class A Shares.** An investor who purchases Class A Shares of the Fund is not subject to a contingent deferred sales charge ("CDSC") but may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investor will be subject to an ongoing management fee as described in "FEES AND EXPENSES" below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class C Shares.** An investor who purchases Class C Shares is not subject to an initial dealer mark-up but is subject to a CDSC as described below (see under "How to Redeem Shares – Contingent Deferred Sales Charge"). Such investors will also be subject to an ongoing management fee as described in "FEES AND EXPENSES" below. Class C Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class I Shares.** An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in "FEES AND EXPENSES" below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class M Shares.** An investor who purchases Class M Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in "FEES

AND EXPENSES” below. Class M Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class P Shares.** An investor who purchases Class P Shares is not subject to a CDSC or an initial dealer mark-up. Such investor will be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class P Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class S Shares.** An investor who purchases Class S Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class S Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class Z Shares.** An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

The Directors currently intend to apply for UKRS status for each Class to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company's website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will qualify or that the Directors will continue to seek such status in respect of any Class. Please see the section headed “TAXATION – UNITED KINGDOM” in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

---

## HOW TO REDEEM SHARES

---

**Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Any amendments to a Shareholder's registration details or payment instructions will only be effected on receipt of original documentation.

**In the case of non-USD Share Classes, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

**Redemption by Mail, Facsimile or Electronic Communication.** Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption request or an electronic redemption request must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests, at the address, fax number or email address (as relevant), specified in the application form not later than the Dealing Deadline on the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Dealing Deadline on a Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

**Redemption by Telephone.** Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that redemption requests received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depository nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Dealing Deadline but received by the Administrator or the Company after the Dealing Deadline will be processed at the price determined on the next Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will normally be paid within three (3) Business Days of, and will be paid no later than ten (10) Business Days after, the Dealing Deadline on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depository.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depository; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

**Contingent Deferred Sales Charge (CDSC).** Where an investor purchases Class C Shares, the Manager or the Distributor pays an initial dealer mark-up charge of 1.00% of the amount invested to the dealer. Class C Shares are subject to a CDSC of 1.00%, payable by the investor to the Manager or the Distributor, on certain redemptions made at the request of the Shareholder within one year of purchase. The CDSC is calculated based on the lower of the Net Asset Value at the time of purchase or the time of redemption. Shares acquired through the reinvestment of distributions are exempt. Provided that the financial intermediary supplies the Company with the necessary data, redemptions are made first from Shares in the account which are not subject to a CDSC.

In calculating a CDSC upon the redemption of Shares acquired in an exchange, the Shares are deemed to have been acquired at the time of the original purchase of the exchanged Shares and the CDSC schedule applicable to the exchanged Shares will apply to the acquired Shares.

Class C Shares are subject to the following CDSC schedule:

<b>Age of Shares Redeemed</b>	<b>CDSC %</b>
Less than one year	1.0

The CDSC fees for Class C Shares may be waived from time to time should the Manager and/or Distributor so determine.

**For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

---

## HOW TO EXCHANGE OR TRANSFER SHARES

---

Shareholders may, on any Dealing Day, exchange Shares in the Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter – e.g. A, C, I, M or P) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, Shareholders may exchange Shares in Class category A in the Fund or any other Sub-Fund offering Shares in Class category A for Shares in Class category I in the Fund or any other Sub-Fund offering Shares in Class category I without the consent of the Directors (subject to the minimum subscription requirements applicable to the Shares of Class category I being complied with). In addition, where requested, exchanges of Shares of Class category A in the Fund for Shares in Class category M in the Fund or in any other Sub-Fund offering Shares in Class category M may be permitted in the sole discretion of the Directors. In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors. Notwithstanding the above, exchange of Class S Shares or Class Z Shares for Shares in the same Class category in the same or any other Sub-Fund may only be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the relevant Class of the applicable Sub-Fund. Exchange requests for Shares must be made through the Administrator. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that exchange requests placed through them are transmitted onwards to the Administrator on a timely basis.

Shares may be exchanged by telephone by an investor provided the investor has not disclaimed in writing the use of the privilege. Such exchanges can be effected by calling the Company, c/o the Administrator, at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to 4:00 p.m. (New York time). Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of exchange instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded. In times of drastic economic or market changes,

technological failure or power interruption, a telephone redemption may be difficult to implement and the right to redeem by telephone may be suspended.

Shareholders may exchange Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shares may be exchanged by electronic communication by an investor provided the investor has not disclaimed in writing the use of the privilege.

Certain intermediaries or dealers may charge a conversion fee on the value of Shares to be converted and Shareholders should contact their intermediaries or dealers for details of any such fee prior to conversion. Any such fee will be paid by the Shareholder to the intermediary or dealer and will not be received by the Company or the Manager. No exchange fee will be charged by the Company or the Manager.

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Exchanges, transfers and conversions, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

**For additional information concerning exchanges and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed “Taxation” in the Prospectus.

---

## DIVIDEND POLICY

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends out of the net income and the excess of realised and unrealised net capital gains over realised and unrealised losses of the Income Classes. The frequency of such declarations will be monthly, quarterly, semi-annually or annually, depending on the designation of the relevant Income Class as detailed herein. Dividends which are declared will be paid at the same frequency as at which they are declared by electronic transfer to the account specified in the relevant Shareholder’s application form or reinvested if requested by Shareholders in the relevant Shareholder’s application. All such payments to Shareholders will be made within 10 Business Days of the end of the relevant calendar month, quarter, calendar half-year or calendar year, as appropriate).

The Directors currently intend that all income and gain attributable to the Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

---

## FEES AND EXPENSES

---

### MANAGEMENT FEES

The Company will pay the Manager management fees per annum of the average daily Net Asset Value of the Fund attributable to each Share Class, based on the amount outlined in the table below. The management fees shall accrue daily and be payable quarterly in arrears on the last Dealing Day of each quarter in USD.

	Class A	Class C	Class I	Class M	Class P	Class S	Class Z
Management Fee	1.30%	1.80%	0.65%	0.80%	0.70%	0.325%	N/A

The Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

### All Classes

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

### ADMINISTRATION FEES

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of USD 50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to USD 5,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be USD 5,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of three one-hundredths of one per cent (0.03%) of the total average daily net assets of the Company is payable to the Administrator with a service charge annual minimum of USD 150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree. The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

### **CUSTODY FEES**

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of USD 18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees, and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

### **THE INVESTMENT ADVISER**

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

### **THE DISTRIBUTOR**

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund ("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, will be paid quarterly in arrears, and will not be paid directly by the Company.

The Distributor or the Manager may, out of its fee, pay a service fee in respect of Class P Shares to platform providers where such provider has entered into a written agreement with the Distributor or the Manager.

### **SALES CHARGE**

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

### **REDEMPTION CHARGES**

No redemption charges are payable in respect of the Classes of Shares established in the Fund, except for the Class C Shares which are subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES – Contingent Deferred Sales Charge" above.

### **ESTABLISHMENT AND OPERATING EXPENSES**

The formation expenses of the Fund of approximately EUR 50,000 will be borne by the Fund and amortised over a period not to exceed the first five years of the Fund commencing on the date of first issue of shares of the Fund. The effect of this accounting treatment is not material to the financial statements. If the effect of the accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. Certain other costs and expenses incurred in the operation of the Fund will also be borne out of the assets of the Fund, including without limitation, registration fees and other

expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Fund so that the total expense ratio ("TER") in respect of the Class A Shares will not exceed 1.45% of their respective Net Asset Value annually. The TER in respect of the Class C Shares will not exceed 1.95% of their respective Net Asset Value annually. The TER in respect of the Class I Shares will not exceed 0.80% of their respective Net Asset Value annually. The TER in respect of the Class M Shares will not exceed 0.95% of their respective Net Asset Value annually. The TER in respect of the Class P Shares will not exceed 0.85% of their respective Net Asset Value annually. The TER in respect of the Class S Shares will not exceed 0.475% of their respective Net Asset Value annually. The TER in respect of the Class Z Shares will not exceed 0.15% of their respective Net Asset Value annually.

The expense reimbursement relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. Amounts reimbursed may be recouped by the Manager or Investment Adviser to the extent actual expenses are less than the expense cap in any financial year. This subsidy may be discontinued at any time at the discretion of the Manager/Investment Adviser, as relevant, on notice to the Shareholders.

**While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion for non-U Share Classes of the Fund will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

**Investors should refer to the "Fees and Expenses" section of the Prospectus for Directors' fees and any other fees that may be payable and which are not specifically mentioned here.**

---

## CANADIAN INVESTORS

---

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES

COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

### **THE OFFERING IN CANADA**

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

### **CANADIAN INVESTOR REPRESENTATIONS**

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled "Resale Restrictions" and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;
- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province

in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;

- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an “accredited investor” as such term is defined in section 1.1 of National Instrument 45-106 (“NI 45-106”) or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the “Ontario Act”), and a “permitted client” as such term is defined in section 1.1 of National Instrument 31-103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);
- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
  - (i) the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
  - (ii) the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;
  - (iii) acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor’s name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
  - (iv) it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and
  - (v) where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (i) if an individual, the investor acknowledges and agrees that:

- a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor's name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the "Personal Information");
- b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
- c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
- d. the following officials can answer questions about the indirect collection of the Personal Information:

<p>Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314 Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122 Email: <a href="mailto:exemptmarketfilings@osc.gov.on.ca">exemptmarketfilings@osc.gov.on.ca</a> Public official contact regarding indirect collection of information: Inquiries Officer</p>	<p>British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: 604-899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: 604-899-6581 Email: <a href="mailto:FOI-privacy@bcsc.bc.ca">FOI-privacy@bcsc.bc.ca</a> Public official contact regarding indirect collection of information: FOI Inquiries</p>
<p>Alberta Securities Commission Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 Toll free in Canada: 1-877-355-0585 Facsimile: 403-297-2082 Public official contact regarding indirect collection of information: FOIP Coordinator</p>	<p>The Manitoba Securities Commission 500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330 Public official contact regarding indirect collection of information: Director</p>
<p>Autorité des marchés financiers 800, rue du Square-Victoria, 22e étage C.P. 246, tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-864-6381 (For privacy requests only) Email: <a href="mailto:fonds_dinvestissement@lautorite.qc.ca">fonds_dinvestissement@lautorite.qc.ca</a> (For investment fund issuers) Public official contact regarding indirect collection of information: Corporate Secretary</p>	

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

## **NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER**

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;
- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;
- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:
  - i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);
  - ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);
  - iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);
  - iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and
  - v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

## **RESALE RESTRICTIONS**

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an

investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

#### **TAXATION AND ELIGIBILITY FOR INVESTMENT**

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

---

## **EATON VANCE INTERNATIONAL (IRELAND) FRONTIER MARKETS LOCAL DEBT FUND**

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

**SUPPLEMENT DATED 13 DECEMBER 2021  
TO THE PROSPECTUS DATED 13 DECEMBER 2021**

### **MANAGER**

#### **MSIM FUND MANAGEMENT (IRELAND) LIMITED**

---

This Supplement forms part of, and should be read in the context of, and together with the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Frontier Markets Local Debt Fund (the “Fund”) which is a separate portfolio of the Company.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## CONTENTS

	<b>Page No</b>
Definitions .....	283
Investment Objective and Policies.....	283
Investment Adviser .....	291
How to Buy Shares .....	292
How to Redeem Shares .....	298
How To Exchange or Transfer Shares .....	300
Dividend Policy .....	301
Fees and Expenses .....	301
Canadian Investors.....	303

---

## DEFINITIONS

---

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) (“UCITS Regulations”), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, “Dealing Day” shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Subscription Dealing Deadline and the Redemption Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, “Valuation Point” shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a “Recognised Market” means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

The Base Currency for the Fund shall be U.S. Dollars (“**USD**”) or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as the “Eaton Vance Frontier Markets Local Debt Fund” in certain marketing materials, advertisements, fund information websites or other publications.

As at the date of this Supplement, the Company is comprised of thirteen Sub-Funds, of which the following are approved for public offering in Switzerland:

Eaton Vance International (Ireland) Global Macro Fund  
Eaton Vance International (Ireland) U.S. High Yield Bond Fund  
Eaton Vance International (Ireland) U.S. Value Fund  
Eaton Vance International (Ireland) Parametric Emerging Markets Fund  
Eaton Vance International (Ireland) Global High Yield Bond Fund  
Eaton Vance International (Ireland) Parametric Global Defensive Equity Fund  
Eaton Vance International (Ireland) Emerging Markets Local Income Fund  
Eaton Vance International (Ireland) Emerging Markets Debt Fund  
Eaton Vance International (Ireland) Emerging Markets Debt Opportunities Fund  
Eaton Vance International (Ireland) Frontier Markets Local Debt Fund

---

## INVESTMENT OBJECTIVE AND POLICIES

---

The investment objective of the Fund is to generate total return, being income and capital appreciation.

The Fund is actively managed and seeks to achieve its investment objective by investing in instruments (as detailed below) to establish investment exposures to frontier markets. The Fund will invest primarily in (i) fixed income securities (as set out below) issued by frontier market governments; (ii) fixed income securities (as set out below) denominated in currencies of frontier market countries; (iii) fixed income securities (as set out below) issued by frontier market corporates; and/or (iv) derivative instruments (as detailed below), denominated in or based on the currencies, interest rates, or issues of, frontier market countries.

Frontier market countries are defined to include any country included within the JP Morgan Government Bond Index – Emerging Markets Global Diversified (GBI-EM) (the “**Index**”) which have less than 3%

weighting in the Index and such other developing countries as determined by the Investment Adviser from time to time. Large emerging market countries that are not included in the Index such as China, Korea, Taiwan, Hong Kong, Singapore, Israel and India are not considered frontier markets and the Fund will not have exposure to such countries. The Fund may have significant investment in a geographic region or country. It is not intended that the Fund will have a particular sector or industry focus.

The Fund will invest in fixed income securities listed, traded or dealt on Recognised Markets (such as sovereign bonds and debentures, corporate bonds and debentures, fixed-income and floating rate debt securities (as outlined below) and participation notes (such participation notes may be listed or unlisted and the Fund will invest no more than 10% of its Net Asset Value in participation notes. The issuers of the participation notes in which the Fund will invest will be special purpose vehicles or major investment banks and such participation notes will provide access to investments in frontier markets)). The Fund may invest up to 100% of its assets in instruments which are rated at least B- by either Standard & Poor's Ratings Services or Fitch Ratings, or B3 by Moody's Investors Service, Inc. or any equivalent credit rating provided by any credit rating agency registered or recognized in accordance with the Regulation 1060/2009/EC ("External Ratings") and/or in instruments considered to be of comparable quality by the Investment Adviser based on its own assessment of the credit quality ("Internal Rating"). In the case of a higher Internal Rating compared to an External Rating, the Investment Adviser shall prepare an additional quantitative assessment. Where two External Ratings are available, the Investment Adviser shall prepare an additional quantitative assessment if the Internal Rating is higher than the lower of the two External Ratings. Where three External Ratings are available, the Investment Adviser shall prepare an additional quantitative assessment if the Internal Rating is higher than the second highest of the three External Ratings.

Following the initial investment, in the event that instruments held by the Fund are downgraded to a rating that is lower than the above-mentioned minimum ratings, the following procedure shall apply:

- where the affected instruments represent more than 3% of the Fund's Net Asset Value, the Investment Adviser will, at a minimum, use its best efforts to sell affected instruments within six months of the rating-downgrade so that the amount of affected instruments will be below 3% of the Fund's Net Asset Value;
- where the affected instruments represent less than 3% of the Fund's Net Asset Value, the Investment Adviser will assess, in its own reasonable discretion, if, to what extent and in what timeframe affected instruments should be sold.

Subject to compliance with the UCITS investment restrictions as set out in the section of the Prospectus headed "Investment Objective and Policies – Investment Restrictions", there is no limit on the percentage of the Fund's Net Asset Value which may be invested in such lower-rated or unrated investments. It is not generally expected that investment by the Fund in corporate bonds will exceed 10% of the Net Asset Value of the Fund. The minimum ratings shall be verified at least quarterly or more frequently if negative circumstances indicate that more frequent reassessments are required.

The Fund will gain exposure to frontier sovereign nations (including currencies, interest rates and debt instruments issued or guaranteed by frontier sovereign entities) and duration (the sensitivity of the price of a fixed-income investment to a change in interest rates) through investments in the instruments outlined herein.

The Fund expects to achieve certain exposures through purchasing and selling derivative instruments, including forward foreign currency exchange contracts; futures on securities, indices, currencies and swaps; options; and interest rate swaps, cross-currency swaps, total return swaps and credit default swaps ("CDS"), which may create economic leverage in the Fund. The Fund may engage in these derivative transactions to seek to enhance total return; to hedge against fluctuations in securities prices, interest rates or currency exchange rates; to change the effective duration of its portfolio; to manage certain investment risks; and/or as a substitute for the purchase or sale of securities or currencies. Please see the sub-section headed "Information on Financial Derivatives" for a description of the aforementioned derivative instruments. Other derivative instruments, in addition to those outlined above, may be used for hedging purposes or efficient portfolio management purposes.

It is not the Fund's current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund may engage in securities lending in respect of the securities in which the Fund may invest (as outlined herein) for efficient portfolio management purposes and may also engage in forward commitments and synthetic short sales. Forward commitments involve the purchase or sale of securities on a "forward commitment" basis. The price, which is generally expressed in yield terms, is fixed at the time the commitment is made, but delivery and payment for the securities takes place at a later date. Forward commitments may be closed prior to the settlement date. If the Fund disposes of its right to deliver or receive against a forward commitment, the Fund may incur a gain or loss. The use of forward commitment securities is subject to the investment restrictions and the restrictions on use of financial derivative instruments.

In managing the Fund, the Investment Adviser performs macroeconomic and political research and analysis on individual countries, including on a country's political system and environment, fiscal policy, monetary policy, borrowing rates, the level of national debt, incomes policy (i.e. any government policy that affects corporate or individual earnings in the particular country subject to the policy (such as tax policy, subsidies in particular economic sectors, minimum wage laws, or industry regulations)), and trade policy. Based on this research and analysis, the Investment Adviser seeks to identify countries and currencies it believes have potential to outperform investments in other countries and currencies, and to anticipate changes in global economies, markets, political conditions and other factors for this purpose. The Investment Adviser selects and adjusts investments in an effort to take advantage of differences in the perceived values of countries' currencies, interest rates and credit spreads. To implement investment decisions based on the research undertaken by the Investment Adviser, the Investment Adviser will select securities to which the Fund will obtain exposure, which it believes will provide the Fund with the most optimal and efficient exposure to the relevant country. The Investment Adviser considers the relative risk/return characteristics of prospective investments in determining the most efficient means for achieving desired exposures.

In evaluating the fixed income securities issued by frontier market corporates and in its engagement with issuers, the Investment Adviser incorporates an assessment of sustainability-related risks and opportunities into the assessment process to determine impacts on credit fundamentals, implications for valuation and spreads, currency and duration / local rates, and any material aspects that may affect the trading technicalities of the fixed income securities. These criteria may include, but are not limited to environmental, social and governance ("ESG") themes such as carbon emissions, climate vulnerability, forestry conservation, life expectancy & health, education, living standards, voice & accountability, political stability, effective government, regulatory quality, rule of law, corruption, and violence/terrorism. The Investment Adviser will monitor core sustainability indicators, including ESG assessments from third-party providers, in order to measure and evaluate the contribution of the fixed income securities to the ESG themes described above. The indicators will be measured and evaluated at least annually.

The Investment Adviser also deploys a proprietary assessment framework for labelled thematic sustainable bonds, through which the robustness, impact and transparency of such instruments are evaluated.

The Investment Adviser promotes good governance and social practices among corporate issuers. Consequently, the Investment Adviser will not make any new investments in issuers where there is evidence that the relevant issuer has engaged in significant social violations (being activities which infringe significantly on an individual or a group's rights). However, any existing investments in such issuers shall not necessarily need to be sold, and any issuers exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. The Investment Adviser shall disclose the methodology used to evaluate significant social violations on its website.

With respect to investment in fixed income securities issued by corporates, investments shall not knowingly include any company whose business activity involves the following:

- manufacturing or production of controversial weapons;
- manufacturing or production of civilian firearms; and
- manufacturing or production of tobacco.

With respect to fossil fuel activities specifically, the Investment Adviser may engage company management around the topics of decarbonisation and climate risk, as well as corporate governance practices and what it deems to be materially important other environmental and/or social issues facing a company. Investments shall not knowingly include any company whose business activity involves the mining and extraction of thermal coal, where the company derives >5% revenue from such business activity.

The exceptions to the above are that the Fund may invest in labelled thematic sustainable bonds, or other debt securities that are issued to raise capital specifically for climate-related or environmental projects, which are issued by issuers that would otherwise be subject to this fossil fuel exclusion, so long as it has been determined that the objectives of such instruments are consistent with a reduction by the issuer in its carbon emissions. Investment in such instruments will be subject to diligence by the Investment Adviser.

In addition to the above sectoral exclusions, the Investment Adviser monitors business practices of issuers on an ongoing basis, through data on ESG controversies and standards screening sourced from third party providers. The Investment Adviser will consider controversy cases that it views as being very severe based on ratings by relevant ESG data providers, and failures to comply with the UN Global Compact or the ILO fundamental principles, although such incidents will not automatically result in exclusion from the portfolio.

The Investment Adviser also promotes good governance and social practices among frontier markets sovereigns. Consequently, the Investment Adviser will not make any new investments in countries where there is evidence of significant social violations (being significant failures by the government to ensure that an individual or a group's social rights are protected). However, any existing investments in such countries shall not necessarily need to be sold, and any countries exhibiting positive momentum with respect to such violations shall not be subject to the purchase restriction. The Investment Adviser shall disclose the methodology used to evaluate significant social violations on its website.

Further to the above, the Investment Adviser may, at its discretion, elect to apply additional ESG-related investment restrictions over time that it believes are consistent with the investment objective of the Fund. Such additional restrictions will be disclosed as they are implemented on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

Investments that are held by the Fund which as a result of the application of the ESG criteria above become restricted after they are acquired for the Fund, will be sold. Such sales will take place over a time period to be determined by the Investment Adviser, taking into account the best interests of the Shareholders. The Investment Adviser uses third-party data and in some cases data on specific issuers, ESG themes or the exclusions noted above may not be available and/or may be estimated by the Investment Adviser using internal methodologies or reasonable estimates. The methodologies used by different data providers may also vary and may result in different scores. The Fund may take exposure to issuers who may not themselves contribute to the specific environmental or social characteristics promoted by the Fund such as hedging instruments, unscreened investments for diversification purposes, investments for which data is lacking or cash held as ancillary liquidity.

The Investment Adviser believes that as sustainability issues are sources of long-term risk and return, the integration of sustainability risks as outlined above may assist in enhancing the returns of the Fund over the long term. Further information in respect of the integration of sustainability risks in relation to the Company is included in the section of the Prospectus headed "Disclosures under the Sustainable Finance Disclosure Regulation".

Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment ("**Taxonomy Regulation**"), requires a financial product to disclose (i) how and to what extent it has used the Taxonomy Regulation to determine the sustainability of its underlying investments; and (ii) to what environmental objective(s) (as defined in the Taxonomy Regulation) the underlying investments contribute.

While the Fund promotes environmental characteristics as described above, it is not committing to make environmentally sustainable investments. As such, while the Manager and the Investment Manager have a commitment to complying with all applicable sustainable investment legislation, the Fund will not

take into account the criteria for environmentally sustainable economic activities established under the Taxonomy Regulation and its portfolio alignment with such Taxonomy Regulation is not calculated. Therefore, the “do not significantly harm” principle does not apply to any of the investments of this Fund.

The Fund may invest in open-ended UCITS and eligible alternative investment funds (including exchange traded funds) which are consistent with the investment objective of the Fund. Investment in aggregate in collective investment schemes and investment in any one collective investment scheme will not exceed 10% of the Net Asset Value of the Fund. Pending investment of subscription proceeds or where market or other factors so warrant, the Fund may, subject to the investment restrictions set out in the Prospectus, hold cash and/or ancillary liquid assets such as money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers’ acceptances) and cash deposits.

The Fund may also invest in fixed-income debt securities or floating rate debt securities that include zero coupon bonds, preferred stocks, deferred interest bonds and notes and bonds and notes on which the interest is payable in the form of additional stocks, bonds or notes of the same kind (“PIK securities”). Zero coupon and deferred interest bonds are debt obligations which are issued at a significant discount from face value. While zero coupon bonds do not require the periodic payment of interest, deferred interest bonds provide for a period of delay before the regular payment of interest begins. PIK securities are debt obligations which provide that the issuer thereof may, at its option, pay interest in cash or in the form of additional debt securities. Such investments may, due to changes in interest rates, experience greater volatility in market value than debt obligations which make regular payments of interest. The Fund may also invest up to 5% of the Net Asset Value of the Fund in exchange traded notes (which will not embed derivatives and / or leverage) which are senior, unsecured, unsubordinated debt securities designed to provide investors access to the returns of various market benchmarks.

Fixed income securities in which the Fund invests may bear fixed, fixed and contingent (meaning a floating rate of interest based on an underlying reference rate such as a specified index interest rate or a defined measure of inflation), or variable rates of interest.

**Exposure to securities financing transactions**

It is not the Fund’s current intention to engage in repurchase agreements or reverse repurchase agreements. The Fund’s exposure to total return swaps and securities lending transactions is as set out below (in each case as a percentage of Net Asset Value):

<b>Instrument</b>	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps	0%	25%
Securities Lending	0%	15%

The Fund will utilise derivatives providing long and “synthetic short” positions. The Fund’s total market exposure (excluding any hedges put in place) may vary in time and typically ranges between 0%-100%. Derivative positions may be 0% - 100% for long positions and 0%- 100% for short positions, as a percentage of the Net Asset Value of the Fund, depending on the Investment Adviser’s analysis of the prevailing market conditions and considered in light of the investment objective of the Fund. These ranges are not limits and the actual exposures may from time to time fall outside these estimated range.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See “SPECIAL CONSIDERATIONS AND RISK FACTORS - Lower Quality Debt Securities” in the Prospectus for the risks associated with lower rated and unrated obligations.

**Investors should note that there can be no guarantee that the Fund will achieve its investment objective.**

**Risk factors for an investor in the Fund to consider are set out under “Special Considerations and Risk Factors” in the Prospectus and herein.**

The Fund will invest in transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under “Investment Objectives and Policies” in the Prospectus. If it is proposed to employ derivative instruments other than those set out herein, the Directors of the Company will notify the Central Bank in advance, and will submit an updated risk management process to the Central Bank in accordance with the Central Bank UCITS Regulations prior to the Company engaging in the use of such other derivatives for efficient portfolio management purposes and/or for investment purposes on behalf of the Fund, and shall update this Supplement to reflect the change of intention.

The Fund is actively managed in reference to the Index. The Fund does not intend to track the Index. The Investment Adviser has discretion in its choices of investments and is not constrained in its selection of its investments by the Index save that the Index is utilised by the Fund to determine what constitutes a frontier market. The Fund may invest in instruments which are included in the Index, although it is generally expected that that a significant portion of its investments at any given time will be non-Index constituents.

As outlined above, the Fund will invest in securities issued in frontier markets. Investing in frontier markets, in particular, involves exposure to economic structures that generally are less diverse and mature, and to political systems that have less stability, than those of developed countries. Other characteristics of frontier markets that may affect investment include certain national policies that may restrict investment by foreigners and the absence of developed legal structures governing private and foreign investments and private property. Moreover, individual economies of frontier countries may differ favourably or unfavourably from the economies of developed market countries in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. The typically small size of the markets for securities issued by issuers located in frontier markets and the possibility of a low or non-existent volume of trading in those securities may also result in a lack of liquidity and in price volatility of those securities. Investors should note that an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Certain frontier market countries are known to experience long delays between the trade and settlement dates of securities purchased or sold. In addition, with respect to certain frontier market countries, there is a possibility of expropriation, nationalisation, confiscatory taxation and limitations on the use or removal of funds or other assets of a Sub-Fund, including the withholding of dividends. In addition, the lack of uniform accounting, auditing and financial reporting standards and other regulatory practices and the increased possibility for the revaluation of a frontier market country’s currency may negatively impact the Fund. The Central Bank requires that the Depositary hold on trust the Fund’s assets, ensuring that there is legal separation of non-cash assets held under custody and that records are maintained that clearly identify those assets and where documents of title are held. Where a sub-custodian is engaged, the Depositary must ensure that the sub-custodian maintains these standards and the Depositary’s liability will remain unaffected. Certain jurisdictions including certain frontier market countries, however, have different rules regarding the ownership and custody of assets generally and the recognition of the interests of a beneficial owner, such as the Fund. There is a risk that in the event the Depositary or sub-custodian becomes insolvent, the relevant Fund’s beneficial ownership of assets may not be recognised in foreign jurisdictions and creditors of the Depositary or sub-custodian may seek recourse to the Fund’s assets, or where a Fund’s beneficial ownership is recognised, the Fund may suffer a delay in recovering its assets, pending the determination of insolvency or bankruptcy proceedings.

**Investors should note that the Fund may or may not use currency forward contracts and spot contracts to hedge currency exposure arising from the Fund's investments in assets denominated in currencies other than the Base Currency. The Fund intends to hedge the currency risk on Classes of Shares of the Fund which are designated in a currency other than the Base Currency (save where such Share Classes are specified as unhedged) using forward contracts and spot contracts.**

### **Risk Management**

The Manager employs a risk management process in respect of the Company which enables it to

accurately measure, monitor and manage the various risks associated with financial derivative instruments (“**FDI**”). A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Sub-Fund, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments.

The Fund is subject to an advanced risk management process in compliance with the Central Bank UCITS Regulations. The Fund will utilise a “Relative VAR” approach which aims to ensure that the value-at-risk of the Fund will be no greater than twice the value-at-risk of a comparable benchmark portfolio, in this case, the Index. The Investment Adviser has determined that the Index is the most appropriate benchmark for the Fund given that it is one of the closest emerging markets indices to the frontier market universe, being the universe to which the Fund will obtain exposure as outlined above. The Fund may be leveraged as a result of its use of FDI. The level of leverage to be incurred through the use of FDI (as measured by the sum of the notional of derivatives positions) is generally expected to be between 0% and 50% of the Net Asset Value of the Fund. The level of leverage in the Fund may exceed this range in certain market conditions or where the Investment Adviser believes that the use of additional derivatives is appropriate to achieve the investment objective of the Fund. However, in such circumstances the level of leverage is not expected to exceed 200% of the Net Asset Value of the Fund.

The Fund will utilize FDI for both hedging and investment purposes. Use of FDI to achieve investment exposures is not intended to, but may, increase the risk or volatility of the Fund as compared to a security investment used to achieve the equivalent exposure.

## **Information on Financial Derivative Instruments**

### **Swaps**

These include total return swaps, CDS, cross-currency swaps and interest rate swaps.

A total return swap is a bilateral financial contract, which allows one party to enjoy all of the cash flow benefits of an asset without actually owning this asset. The underlying reference assets of the swaps and CDS can be single name equity or fixed income securities, equity or fixed income indices or custom baskets of equity or fixed income securities or currencies, frontier market debt indices, interest rate indices or volatility indices.

A CDS is a swap used to transfer the risk of default on an underlying security from the holder of the security to the seller of the swap. For example, if a fund buys a CDS, it will be entitled to receive the value of the security from the seller of the CDS, should the security’s issuer default on its payment obligations under the security. Where a fund sells a CDS, it will receive a fee from the purchaser and hope to profit from that fee in the event that the issuer of the relevant security does not default on its payment obligations.

An interest rate swap is an agreement between two parties in which one stream of future interest payments is exchanged for another based on a specified principal amount. Interest rate swaps usually involve the exchange of a fixed interest rate for a floating rate, or vice versa.

A currency swap is a foreign exchange agreement between two parties to exchange notional and interest payments (fixed or floating) in one currency for notional and interest payments (fixed or floating) in another currency.

The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the assets of the Fund.

### **Options**

The Fund may also enter into exchange-traded options and options traded over-the-counter (or OTC options) in respect of securities. Unlike exchange traded options, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC options

are generally established through negotiation with the other party to the option contract. A call option on an investment is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms. A put option is a contract that gives the purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price at either a specified time (expiration) or at any time during the term of the option, depending on the option contract terms.

## **Futures**

The Fund may enter into futures on securities, interest rates, UCITS eligible indices (frontier market debt indices, interest rate indices and volatility indices), currencies, swaps and other investments. The sale of a futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

## **Forward Currency Exchange Contracts.**

A forward currency exchange contract involves an obligation to purchase or sell a specific currency at a future date at a price set at the time of the contract.

## **Risks associated with Forward Currency Contracts**

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist. These factors restrict the ability to hedge against the risk of devaluation of currencies in which a substantial quantity of securities are being held for the Fund and are unrelated to the qualitative rating that may be assigned to any particular security.

## **Share Currency Designation Risk**

A Class of Shares of the Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Fund intends to attempt to hedge out the currency risk of the non-USD Shares (save where such Share Classes are specified as unhedged) by hedging them back to USD by using currency forward contracts and spot contracts. Save as specified in this paragraph, a Class of Shares may not be leveraged as a result of the use of such techniques and instruments. Such hedging shall be limited to the extent of the relevant Class of Share's currency exposure. In no case will the hedging of the currency exposure be permitted to exceed 105% of the Net Asset Value of the particular Class of Shares or to be below 95% of that portion of the Net Asset Value of the particular Class of Shares which is to be hedged against currency risk. Hedging will be monitored with the aim of ensuring that over-hedged positions do not exceed the 105% limit and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged and are not carried forward from month to month. Such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value attributable to the relevant Class will not be carried forward from month to month. While not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Fund. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class of Shares from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances, Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/loss on and the costs of the relevant financial instruments. **While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion for non-USD Classes will take place on subscriptions and redemptions at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

Although hedging strategies will only be used with respect to the non-USD Share Classes of the Fund, the financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments relating to Class hedging will accrue solely to the relevant Class of Shares of the Fund. Any currency exposure of this Class of Shares may not be combined with or offset with that of any other Class of Shares of the Fund. The currency exposures of the assets of the Fund will not be allocated to separate Classes of Shares.

### **Profile of a Typical Investor**

The Fund is suitable for investors who are seeking total return by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but can be less depending upon individual risk profiles.

### **Securities Financing Transaction Risk, Collateral Reinvestment Risk and Re-use Risk**

Securities lending contracts may be subject to various types of risks, including operational, liquidity, counterparty, custody and legal risks.

The Fund could receive cash collateral as a result of its securities lending, derivatives or other trading activities. Where such cash collateral is reinvested there is a risk that the capital value of the collateral could decline due to a decline in the value of the underlying investment. This in turn may cause losses to the Fund because it is obliged to return collateral to the counterparty.

The risks arising in respect of the re-use of collateral are those which apply in respect of direct investment as set out in section of the Prospectus headed "SPECIAL CONSIDERATIONS AND RISK FACTORS".

---

## **INVESTMENT ADVISER**

---

The Manager has appointed Eaton Vance Management, Two International Place, Boston, MA 02110, USA ("**Eaton Vance**" or the "**Investment Adviser**") as sole investment adviser to the Fund. Eaton Vance is a Massachusetts business trust and an indirect wholly owned subsidiary of Morgan Stanley, a publicly-held holding company which provides investment banking, securities, wealth management and investment management services.

The Investment Advisory Agreement dated 30 September 2021 between the Company, the Manager and the Investment Adviser, as may be amended from time to time (the "**Investment Advisory Agreement**"), provides that neither the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Investment Adviser of its obligations and duties under the Investment Advisory Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Adviser and its directors, officers, employees and agents, arising from or in connection with the performance of its obligations and duties under the Investment Advisory Agreement in the absence of any such negligence, wilful default, bad faith or fraud by the Investment Adviser in the performance of its duties under the Investment Advisory Agreement or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Advisory Agreement may be terminated by any party thereto upon ninety (90) days' prior written notice. In addition, the Investment Advisory Agreement may be terminated immediately by one of the parties if: (i) any other party commits any material breach of the agreement or commits persistent breaches of the agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the notice being served upon the defaulting party requiring it to remedy same; (ii) any other party is unable to perform its duties under the Agreement due to any change in law or regulatory practice; (iii) any other party is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) any other party is the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) any other party has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) any other party is the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or (vii) any other party is the subject of a court order for its winding up or liquidation. The Investment Advisory Agreement shall also terminate automatically on termination of the Management Agreement.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the BofA Merrill Lynch 3-Month US Treasury Bill Index (the "Reference Index"). The Reference Index represents the short-term US fixed income market, considered by many to be "risk-free" assets. The Investment Adviser believes that the use of the Reference Index as a performance comparator will provide Shareholders with information on the excess return of the Fund which is anticipated to be generated through the exposure of the Fund to fixed income securities of frontier market countries, compared to a "risk-free" return. Any change in the use of the Reference Index (including following the replacement of the Reference Index as a performance comparator) will be disclosed to Shareholders via the Accounts.

---

**HOW TO BUY SHARES**

---

**Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Manager or the Distributor for a list of the Classes of Shares available to them.**

All launched Classes of Shares of the Fund will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in "FEES AND EXPENSES" below.

All unlaunched Shares Classes of the Fund will be made available for subscription at the respective initial price of USD 10, GBP 10 and EUR 10 per Share from 9:00 a.m. (New York time) on 2 October 2021 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 2 June 2022, or, in respect of each such Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of such Class of Shares, if no application has been received for such Class of Shares by 4:00 p.m. (New York time) on 2 June 2022, such other date as the Directors may determine and notify to the Central Bank (the "Closing Date"), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Class of Shares will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in "Fees and Expenses" below.

The Company can create and issue Share Classes with various characteristics and investor eligibility requirements.

**Share Classes and their eligibility**

Share Class	Eligibility
-------------	-------------

<b>Class A</b>	Offered primarily as an investment to retail investors. Investors wishing to purchase these shares should do so via their financial intermediary.
<b>Class I</b>	Offered primarily for direct investment by institutional investors such as pension funds, sovereign wealth funds, foundations, charities and official institutions. It may also be offered through certain financial intermediaries who have entered into a written agreement with the Distributor to offer such shares.
<b>Class S</b>	Available for initial investors and therefore it is expected that Class S shares will only be available for new investors to those Share Classes until such time as the Net Asset Value of Class S shares reaches USD 150 million, or such other amount as may be determined by the Directors from time to time in their absolute discretion. After that point, no new investors shall be permitted into Class S shares (save for new investors investing through the same distribution channels as existing investors in such Share Classes), however, an existing investor in the Share Class will be permitted to make additional subscriptions into the Share Class after that point.
<b>Class Z</b>	Only available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Details in respect of the Share Classes are set out in the tables below:

	<b>Class A</b>	<b>Class I</b>	<b>Class S</b>	<b>Class Z</b>
<b>Management Fee</b>	1.90%	1.25%	0.65%	N/A
<b>Initial Dealer Mark Up<sup>4</sup></b>	Max. 5%	N/A	N/A	N/A
<b>Base Currency of the Fund</b>	USD	USD	USD	USD
<b>Other Currencies Available as Hedged and Unhedged</b>	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK	EUR, GBP, CHF, CAD, AUD, JPY, SGD, DKK, NOK and SEK

<sup>4</sup> Investors may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer.

<b>Accumulation Shares</b>	Yes	Yes	Yes	Yes
<b>Distribution Shares</b>	Yes (Monthly, Quarterly, Semi Annual or Annual)			

<b>Share Class</b>	<b>Currency</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Subsequent Subscription</b>
Class A	U.S. Dollar (USD)	USD 1,000	USD 100
	Sterling (GBP)	GBP 1,000	GBP 100
	Euro (EUR)	EUR 1,000	EUR 100
	Japanese Yen (JPY)	JPY 150,000	JPY 15,000
	Swiss Franc (CHF)	CHF 1,000	CHF 100
	Singapore Dollar (SGD)	SGD 1,000	SGD 100
	Australian Dollar (AUD)	AUD 1,000	AUD 100
	Canadian Dollar (CAD)	CAD 1,000	CAD 100
	Danish Krone (DKK)	DKK 10,000	DKK 1,000
	Norwegian Krone (NOK)	NOK 10,000	NOK 1,000
Class S	U.S. Dollar (USD)	USD 25 million	USD 1 million
	Sterling (GBP)	GBP 25 million	GBP 1 million
	Euro (EUR)	EUR 25 million	EUR 1 million
	Japanese Yen (JPY)	JPY 2,500 million	JPY 100 million
	Swiss Franc (CHF)	CHF 25 million	CHF 1 million
	Singapore Dollar (SGD)	SGD 25 million	SGD 1 million
	Australian Dollar (AUD)	AUD 25 million	AUD 1 million
	Canadian Dollar (CAD)	CAD 25 million	CAD 1 million
	Danish Krone (DKK)	DKK 150 million	DKK 5 million

	Norwegian Krone (NOK)	NOK 200 million	NOK 5 million
	Swedish Krona (SEK)	SEK 200 million	SEK 5 million
Class I	U.S. Dollar (USD)	USD 10 million	USD 1 million
	Sterling (GBP)	GBP 10 million	GBP 1 million
Class Z	Euro (EUR)	EUR 10 million	EUR 1 million
	Japanese Yen (JPY)	JPY 1,000 million	JPY 100 million
	Swiss Franc (CHF)	CHF 10 million	CHF 1 million
	Singapore Dollar (SGD)	SGD 10 million	SGD 1 million
	Australian Dollar (AUD)	AUD 10 million	AUD 1 million
	Canadian Dollar (CAD)	CAD 10 million	CAD 1 million
	Danish Krone (DKK)	DKK 75 million	DKK 5 million
	Norwegian Krone (NOK)	NOK 50 million	NOK 5 million
	Swedish Krona (SEK)	SEK 75 million	SEK 5 million

### Share Class Naming Conventions

Share Class names are structured as follows: Share Class + one or more suffixes, as appropriate. All of these elements are explained below.

Class	Type	If applicable, Distribution Frequency	Currency	If applicable, Hedged or Unhedged
Class S	Inc	(M)	GBP	(U)

1

2

3

4

5

**1. Share Class:** One of the Share Classes shown in the tables above.

**2. Dividend Policy:** Share Classes can be made available as Accumulation and/or Income Shares. Classes which declare dividends (Income Classes) are designated as “Inc” in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as “Acc” in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

**3. Dividend Frequency:** Indicates how often a dividend is normally paid.

A monthly dividend frequency will be designated with “(M)”

A quarterly dividend frequency will be designated with “(Q)”

A semiannual dividend frequency will be designated with “(S)”

An annual dividend frequency will be designated with “(A)”

Details in respect of the dividend policy are set out in the section headed “Dividend Policy” below.

**4. Currency Code:** All Share Classes include a three-letter code that indicates the Share Class Currency, which may or may not be the same as the Base Currency of the Fund

**5. Hedging Policy:** Share Classes may be unhedged or hedged.

The above Share Classes which are not denominated in USD may be hedged or unhedged. Where hedged, it will be designated with "(H)" in the Share Class Name. Where unhedged, it will be designated with "(U)" in the Share Class name. Details in respect of the hedging to be carried out in respect of the hedged Share Classes is set out herein.

Investors in non-USD denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund to the extent that share class hedging fails to eliminate such risk. Please refer to "Share Currency Designation Risk" above. All Classes of the Fund designated in other currencies than the USD, save for those Classes designated as unhedged (ie with "(U)" in the Share Class name), will be hedged against the USD unless this policy is changed by notice to Shareholders.

The Share Classes designated as unhedged will not be hedged against the USD. Accordingly, the investors in such a Share Class will bear any currency risk associated with fluctuations between the currency in which the Share Class is designated and the USD.

**In the case of non-USD Share Classes, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See "Share Currency Designation Risk" above.**

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Manager or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of USD 1,000 (or its foreign currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the "NYSE") (normally at 4:00 p.m., New York time) (the "Subscription Dealing Deadline") will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Subscription Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the relevant Dealing Day (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form (and supporting documentation in relation to money laundering prevention checks) initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form (and supporting documentation in relation to money laundering prevention checks) by post to the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to receive orders prior to the relevant Subscription Dealing Deadline. An initial subscription request will not be accepted until all anti-money laundering procedures have been completed by the Administrator. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already received a duly completed application form by mail, subsequent applications may be made by fax, by electronic means or by telephone provided that in the case of telephone or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or by electronic communication. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Subscription Dealing Deadline, provided that applications received by telephone after the Subscription Dealing Deadline shall be processed in respect of the next applicable Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above. Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may also subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

**Class A Shares.** An investor who purchases Class A Shares is not subject to a contingent deferred sales charge (“CDSC”) but may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investors will also be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class I Shares.** An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class S Shares.** An investor who purchases Class S Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “FEES AND EXPENSES” below. Class S Shares may be designated as Income Classes or Accumulation Classes as set out above.

**Class Z Shares.** An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares, and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

The Directors currently intend to apply for UKRS status for each Class to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company’s website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will qualify or that the Directors will continue to seek such status in respect of any Class. Please see the section headed “TAXATION – UNITED KINGDOM” in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

---

## HOW TO REDEEM SHARES

---

**Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Redemption orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the “NYSE”) (normally at 4:00 p.m., New York time) 7 Business Days prior to the relevant Dealing Day (the “Redemption Dealing Deadline”) will, if accepted, be processed at the redemption price determined on that Dealing Day. Any amendments to a Shareholder’s registration details or payment instructions will only be effected on receipt of original documentation.

**In the case of non-USD Share Classes, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.**

**Redemption by Mail, Facsimile or Electronic Communication.** Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption

request or an electronic redemption request must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests, at the address, fax number or email address (as relevant), specified in the application form not later than the Redemption Dealing Deadline in respect of the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Redemption Dealing Deadline for a Dealing Day shall be processed in respect of the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

**Redemption by Telephone.** Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Redemption Dealing Deadline, provided that redemption requests received by telephone after the Redemption Dealing Deadline shall be processed in respect of the next applicable Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Manager or the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Redemption Dealing Deadline but received by the Administrator or the Company after the Redemption Dealing Deadline will be processed at the price determined on the applicable Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will be paid no later than 3 Business Days after the Dealing Day on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depositary; and (b) any such distribution shall not materially prejudice the interest of other Shareholders.

In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

**For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.**

---

#### HOW TO EXCHANGE OR TRANSFER SHARES

---

Shares in the Fund are not able to be exchanged for shares in another Class of the Fund or for shares in another Sub-Fund.

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Transfers, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed “Taxation” in the Prospectus.

---

## DIVIDEND POLICY

---

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends out of the net income and the excess of realised and unrealised net capital gains over realised and unrealised losses of the Income Classes. The frequency of such declarations will be monthly, quarterly, semi-annually or annually, depending on the designation of the relevant Income Class as detailed herein. Dividends which are declared will be paid at the same frequency as at which they are declared by electronic transfer to the account specified in the relevant Shareholder's application form or reinvested if requested by Shareholders in the relevant Shareholder's application. All such payments to Shareholders will be made within 10 Business Days of the end of the relevant calendar month, quarter, calendar half-year or calendar year, as appropriate).

The Directors currently intend that all income and gain attributable to Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

---

## FEES AND EXPENSES

---

### MANAGEMENT FEES

The Company will pay the Manager management fees per annum of the average daily Net Asset Value of the Fund attributable to each Share Class, based on the amount outlined in the table below. The management fees shall accrue daily and be payable quarterly in arrears on the last Dealing Day of each quarter in USD.

	Class A	Class I	Class S	Class Z
Management Fee	1.90%	1.25%	0.65%	N/A

The Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

### All Classes

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

### ADMINISTRATION FEES

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of USD 50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to USD 3,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be USD 3,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of two one-hundredths of one per cent (0.02%) of the total average daily net assets of the Company is payable to the Administrator with a service charge annual minimum of USD 150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree. The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

### **CUSTODY FEES**

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of USD 18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees, and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

### **THE INVESTMENT ADVISER**

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

### **THE DISTRIBUTOR**

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund ("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, will be paid quarterly in arrears, and will not be paid directly by the Company.

### **SALES CHARGE**

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

### **ESTABLISHMENT AND OPERATING EXPENSES**

The formation expenses of the Fund of approximately EUR 50,000 will be borne by the Fund and amortised over a period not to exceed the first five years of the Fund commencing on the date of first issue of shares of the Fund. The effect of this accounting treatment is not material to the financial statements. If the effect of the accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors

will reconsider this policy. Certain other costs and expenses incurred in the operation of the Fund will also be borne out of the assets of the Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Fund so that the total expense ratio ("TER") in respect of the Class A Shares will not exceed 2.1% of their respective Net Asset Value annually. The TER of the Class I Shares will not exceed 1.45% of their respective Net Asset Value annually. The TER of the Class S Shares will not exceed 1.05% of their respective Net Asset Value annually. The TER of the Class Z Shares will not exceed 0.20% of their respective Net Asset Value annually.

The expense reimbursement relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. This subsidy may be discontinued at any time at the discretion of the Manager/ Investment Adviser, as relevant, on notice to the Shareholders.

**While the costs of hedging for the benefit of hedged Classes of the Fund are solely allocated to the relevant Share Class, a currency conversion for non-USD Share Classes of the Fund will take place on subscriptions, redemptions and exchanges at prevailing exchange rates and the costs of the conversion will generally be borne by the Fund as a whole. However, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant or Shareholder to bear the cost of the conversion.**

**Investors should refer to the "Fees and Expenses" section of the Prospectus for Directors' fees and any other fees that may be payable and which are not specifically mentioned here.**

---

## CANADIAN INVESTORS

---

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE

OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

### **THE OFFERING IN CANADA**

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

### **CANADIAN INVESTOR REPRESENTATIONS**

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled "Resale Restrictions" and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;
- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province

in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;

- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an “accredited investor” as such term is defined in section 1.1 of National Instrument 45-106 (“NI 45-106”) or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the “Ontario Act”), and a “permitted client” as such term is defined in section 1.1 of National Instrument 31-103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);
- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
  - (i) the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
  - (ii) the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;
  - (iii) acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor’s name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
  - (iv) it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and
  - (v) where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (i) if an individual, the investor acknowledges and agrees that:

- a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor's name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the "Personal Information");
- b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
- c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
- d. the following officials can answer questions about the indirect collection of the Personal Information:

<p>Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314 Toll free in Canada: 1-877-785-1555 Facsimile: 416-593-8122 Email: <a href="mailto:exemptmarketfilings@osc.gov.on.ca">exemptmarketfilings@osc.gov.on.ca</a> Public official contact regarding indirect collection of information: Inquiries Officer</p>	<p>British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: 604-899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: 604-899-6581 Email: <a href="mailto:FOI-privacy@bcsc.bc.ca">FOI-privacy@bcsc.bc.ca</a> Public official contact regarding indirect collection of information: FOI Inquiries</p>
<p>Alberta Securities Commission Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 Toll free in Canada: 1-877-355-0585 Facsimile: 403-297-2082 Public official contact regarding indirect collection of information: FOIP Coordinator</p>	<p>The Manitoba Securities Commission 500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561 Toll free in Manitoba: 1-800-655-5244 Facsimile: 204-945-0330 Public official contact regarding indirect collection of information: Director</p>
<p>Autorité des marchés financiers 800, rue du Square-Victoria, 22e étage C.P. 246, tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-864-6381 (For privacy requests only) Email: <a href="mailto:fonds_dinvestissement@lautorite.qc.ca">fonds_dinvestissement@lautorite.qc.ca</a> (For investment fund issuers) Public official contact regarding indirect collection of information: Corporate Secretary</p>	

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

## **NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER**

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;
- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;
- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:

i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);

ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);

iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);

iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and

v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetiere Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

## **RESALE RESTRICTIONS**

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock

exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

#### **TAXATION AND ELIGIBILITY FOR INVESTMENT**

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.

This Country Supplement forms part of, and should be read in the context of, and together with the Prospectus dated 13 December 2021 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and supersedes the information referred to in section entitled “INFORMATION FOR SWISS INVESTORS” on pages 3 and 4 of the Prospectus.

## Country Supplement

### Eaton Vance International (Ireland) Funds p.l.c. (“the Company”)

#### Information for Investors in Switzerland

<p><b>1. Representative and Paying Agent in Switzerland</b></p> <p>Representative and paying agent in Switzerland: BNP PARIBAS, Paris, Zurich Branch, Selnaustrasse 16, 8002 Zurich</p>
<p><b>2. Location where the relevant documents may be obtained</b></p> <p>The prospectus, Key Information Document (KID), Memorandum and Articles of Association as well as the annual and semi-annual reports may be obtained free of charge from the Swiss Representative.</p>
<p><b>3. Publications</b></p> <p>3.1. Publications concerning the Company are made in Switzerland on the electronic platform <a href="http://www.fundinfo.com">www.fundinfo.com</a>.</p> <p>3.2. The issue and the redemption prices or the net asset value together with a reference stating “excluding commissions” are published daily for all Share classes on the electronic platform <a href="http://www.fundinfo.com">www.fundinfo.com</a>, i.e. on each Dealing Day as defined in the Relevant Supplement which for the purposes of each Sub-Fund existing at the date of this Prospectus, means a day which is a bank business day in Ireland and the United States and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders.</p>
<p><b>4. Payment of retrocessions and rebates</b></p> <p>4.1. MSIM Fund Management (Ireland) Limited (the “Manager”) and its agents may pay retrocessions as remuneration for the distribution activities in respect of the Shares of each Sub-Fund in Switzerland. This remuneration may be deemed payment for the following services, in particular:</p> <ul style="list-style-type: none"> <li>• the distribution of the Shares in Switzerland to qualified and non-qualified investors; and</li> <li>• the provision of on-going services to such Swiss investors.</li> </ul> <p>Retrocessions are not deemed to be rebates even if they are ultimately passed on, in full or in part, to the investors.</p> <p>Disclosure of the receipt of retrocessions is based on the applicable provisions of the Federal Financial Services Act (FinSA).</p>

4.2. The Manager and its agents may, upon request, pay rebates directly to investors in respect of distribution in Switzerland. The purpose of rebates is to reduce the fees or costs incurred by the investor. Rebates are permitted provided that:

- a. they are paid out of fees received by the Manager and therefore do not represent an additional charge to the Sub-Fund assets;
- b. they are granted on the basis of objective criteria;
- c. all investors who meet these objective criteria and demand rebates are also granted these within the same timeframe and to the same extent.

The objective criteria for the granting of rebates by the Manager are as follows:

- the volume subscribed by the investor or the total volume they hold in the Sub-Fund or, where applicable, in the product range of the promoter;
- the amount of the fees generated by the investor;
- the investment behavior shown by the investor (e.g. expected investment period)
- the investor's willingness to provide support in the launch phase of a collective investment scheme.

At the request of the investor, the Manager is required to disclose the amounts of such rebates free of charge.

#### **5. Place of performance and jurisdiction**

In respect of the Shares 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 investor.

#### **6. Fees and expenses**

Details of the fees and expenses of the Sub-Funds are detailed in the sections of the Prospectus and Relevant Supplements headed "Fees and Expenses".

## EATON VANCE INTERNATIONAL (IRELAND) FUNDS PLC

(the "Fund")

Addendum dated 1 December 2022

to the Prospectus dated 13 December 2021

This Addendum forms part of and should be read in the context of and in conjunction with the Prospectus dated 13 December 2021 (the "Prospectus")

The directors of the Fund (the "Directors") listed in the Prospectus accept responsibility for the information contained in this addendum (the "Addendum"). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Addendum is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Words and expressions not specifically defined herein shall bear the same meaning as that attributed to them in the Prospectus.

### Amendments to the Prospectus

The section of the Prospectus headed "Investment Objectives and Policies" shall be amended as follows:

1. All references in this section to "Taxonomy Regulation" shall be replaced by reference to "EU Taxonomy".
2. The sub-section headed "Disclosures under the Sustainable Finance Disclosures Regulation" shall be amended by the addition of the following paragraph at the end of this sub-section:

#### "SFDR

Save where specified in the relevant Supplement in respect of a Sub-Fund, each of the Sub-Funds of the Company is classified as an Article 6 fund under SFDR and do not have as their objective sustainable investment and do not promote environmental or social characteristics as described in SFDR."

3. The sub-section headed "Principal Adverse Impacts" shall be deleted and replaced with the following:

#### "Principal Adverse Impacts

Save where specified in the relevant Supplement, the Sub-Funds do not currently consider the adverse impacts of investment decisions on sustainability factors. This is due to the fact that these Sub-Funds do not promote environmental or social characteristics as part of their investment strategy."