

DRAFT

CONFIDENTIAL

Name of Offeree: _____

Document number: _____

ODEY INVESTMENT FUNDS PLC

**UNITED STATES SUPPLEMENT
TO PROSPECTUS**

(An open-ended umbrella type investment company with variable capital and with segregated liability between Sub-Funds incorporated with limited liability under the laws of Ireland, registered number 501534)

Investment Manager

ODEY ASSET MANAGEMENT LLP

Odey Investment Funds PLC (the “**Company**”) is making a private placement (the “**Offering**”) of participating shares (the “**Shares**”) in one or more of the sub-funds established by the Directors of the Company (each a “**Sub-Fund**” and collectively, the “**Sub Funds**”) on the terms and conditions of this United States Supplement (this “**U.S. Supplement**” or this “**Supplement**”) and the Prospectus of the Company dated November 6, 2015 delivered herewith (the “**Prospectus**”).

This Supplement only addresses matters of particular concern to United States investors and does not purport to be a complete description of the Company or the Shares. Capitalized terms used in this Supplement without definition have the meanings assigned to them in the Prospectus. **This Supplement is supplemental to, forms part of and should be read in conjunction with and in the context of the Prospectus.**

The Company may issue multiple Sub-Funds and different Classes of Shares within any Sub-Fund from time to time. New Sub-Funds and new classes of Shares may be established by the Directors. A Prospectus Supplement (a “**Sub-Fund Supplement**”) for each new Sub-Fund and one or more classes of Shares, if applicable, will be issued by the Directors at the time of the creation of any Sub-Fund or Class. This Supplement, the Prospectus and any applicable Sub-Fund Supplements should be read and construed as one document.

Shares will be offered and sold pursuant to the exemption from the registration requirements of the United States Securities Act of 1933, as amended (the “**1933 Act**”), provided by Rule 506 under the 1933 Act. Shares of the Company may only be purchased by eligible United States investors that are “accredited investors,” (as defined in Rule 501(a) under the 1933 Act) and “qualified purchasers” (as defined in Section 2(a)(51) under the United States Investment Company Act of 1940, as amended (the “**1940 Act**”).

THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE 1933 ACT OR THE SECURITIES LAWS OF ANY STATE OR OTHER POLITICAL SUBDIVISION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE 1933 ACT) EXCEPT TO ELIGIBLE PERSONS PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT AND ANY APPLICABLE STATE LAWS.

THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE. SEE "UNITED STATES SECURITIES LAW CONSIDERATIONS -- RESTRICTIONS ON TRANSFER." INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS SUPPLEMENT OR THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE COMPANY AND THE SUB-FUNDS ARE NOT AND WILL NOT BE REGISTERED UNDER THE 1940 ACT AND, IN ACCORDANCE WITH SECTION 3(C)(7) OF THE 1940 ACT, THE SHARES ARE BEING OFFERED EXCLUSIVELY TO INVESTORS THAT ARE "QUALIFIED PURCHASERS" WITHIN THE MEANING OF SECTION 2(A)(51)(A) THEREOF. THE DIRECTORS MAY AT ANY TIME IN THEIR SOLE DISCRETION DECLINE TO REGISTER ANY TRANSFER OF SHARES OR COMPULSORILY REDEEM SHARES AS THE DIRECTORS CONSIDER NECESSARY FOR PURPOSES OF COMPLIANCE WITH THE 1940 ACT AND OTHER UNITED STATES LAWS.

ODEY ASSET MANAGEMENT LLP (THE "INVESTMENT MANAGER"), IS EXEMPT FROM REGISTRATION WITH THE U.S. COMMODITY FUTURES TRADING COMMISSION (THE "CFTC") AS A COMMODITY POOL OPERATOR WITH RESPECT TO THE COMPANY PURSUANT TO RULE 4.13(a)(3) UNDER THE COMMODITY EXCHANGE ACT, AS AMENDED (THE "CEA"). THIS EXEMPTION IS BASED UPON THE FACT THAT (i) SHARES OF THE COMPANY ARE EXEMPT FROM REGISTRATION UNDER THE 1933 ACT AND ARE OFFERED AND SOLD WITHOUT MARKETING TO THE PUBLIC IN THE UNITED STATES, (ii) PARTICIPATION IN THE COMPANY IS LIMITED TO CERTAIN CLASSES OF INVESTORS RECOGNIZED UNDER UNITED STATES FEDERAL SECURITIES AND COMMODITIES LAWS, (iii) THE SHARES ARE NOT MARKETED AS OR IN A VEHICLE FOR TRADING IN THE COMMODITY FUTURES OR COMMODITY OPTIONS MARKETS, AND (iv) AT ALL TIMES, EACH SUB-FUND WILL MEET AT LEAST ONE OF THE TWO FOLLOWING TESTS WITH RESPECT TO ITS COMMODITY INTEREST POSITIONS:

- (A) THE AGGREGATE INITIAL MARGIN, PREMIUMS, AND REQUIRED MINIMUM SECURITY DEPOSIT FOR RETAIL FOREX TRANSACTIONS REQUIRED TO ESTABLISH THOSE POSITIONS, DETERMINED AT THE TIME THE MOST RECENT POSITION WAS ESTABLISHED, WILL NOT EXCEED 5% OF THE LIQUIDATION VALUE OF THE SUB-FUND'S PORTFOLIO, AFTER TAKING INTO ACCOUNT UNREALIZED PROFITS AND UNREALIZED LOSSES ON ANY SUCH POSITIONS IT HAS ENTERED INTO, PROVIDED THAT IN THE

CASE OF AN OPTION THAT IS IN-THE-MONEY AT THE TIME OF PURCHASE, THE IN-THE-MONEY AMOUNT AS DEFINED IN CFTC REGULATIONS MAY BE EXCLUDED IN COMPUTING SUCH 5%; AND

- (B) THE AGGREGATE NET NOTIONAL VALUE OF THOSE POSITIONS, DETERMINED AT THE TIME THE MOST RECENT POSITION WAS ESTABLISHED IN ACCORDANCE WITH RULE 4.13(a)(3), DOES NOT EXCEED 100% OF THE LIQUIDATION VALUE OF THE SUB-FUND'S PORTFOLIO, AFTER TAKING INTO ACCOUNT UNREALIZED PROFITS AND UNREALIZED LOSSES ON ANY SUCH POSITIONS IT HAS ENTERED INTO.

THEREFORE, UNLIKE A REGISTERED COMMODITY POOL OPERATOR, THE INVESTMENT MANAGER IS NOT REQUIRED TO DELIVER A DISCLOSURE DOCUMENT AND A CERTIFIED ANNUAL REPORT TO PARTICIPANTS IN THE COMPANY MEETING THE REQUIREMENTS OF THE CFTC RULES APPLICABLE TO REGISTERED COMMODITY POOL OPERATORS.

THIS SUPPLEMENT AND THE PROSPECTUS DO NOT CONSTITUTE AN OFFER OF SECURITIES TO ANY PERSON UNLESS SUCH PERSON'S NAME AND AN IDENTIFICATION NUMBER APPEAR AT THE TOP OF THE FRONT COVER OF THIS SUPPLEMENT, AND DELIVERY OF THE SUPPLEMENT AND THE PROSPECTUS TO ANYONE OTHER THAN THE PERSON NAMED ON THE COVER IS UNAUTHORIZED.

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS" IN THE PROSPECTUS. THIS OFFERING IS SPECULATIVE, AND THESE SECURITIES SHOULD BE PURCHASED ONLY BY PERSONS WHO CAN AFFORD THE RISK OF LOSS OF THEIR ENTIRE INVESTMENT.

THIS SUPPLEMENT, THE PROSPECTUS AND THE SUB-FUND SUPPLEMENTS DO NOT CONTAIN ANY UNTRUE STATEMENT OF A MATERIAL FACT OR OMIT TO STATE A MATERIAL FACT NECESSARY TO MAKE THE STATEMENTS MADE, IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY WERE MADE, NOT MISLEADING. THEY CONTAIN A FAIR SUMMARY OF THE MATERIAL TERMS OF DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.

This Supplement is confidential and has been prepared for use solely in connection with the consideration of the purchase of Shares by a limited group of sophisticated, eligible United States investors in a private placement. Its use for any other purpose is not authorized and it may not be reproduced, transferred to any other person, or used for any other purpose without the consent of the Company. Each prospective investor, by accepting delivery of this Supplement, agrees to return it and all related documents to the Company in the event such prospective investor does not purchase any Shares.

No person has been authorized to give any information or to make any representations other than those contained in this Supplement, the Prospectus and any Sub-Fund Supplement in connection with any offering and sale of Shares, and, if given or made, such information and representations must not be relied upon as having been authorized by the Company.

The contents of this Supplement, the Prospectus and any Sub-Fund Supplement should not be considered to be legal or tax advice and each prospective investor should consult with its own legal counsel and advisers as to all matters concerning an investment in Shares.

The delivery of this Supplement, the Prospectus and any Sub-Fund Supplement shall not, under any circumstances, create any implication that any information contained herein or therein is correct as of any time subsequent to the respective dates hereof and thereof.

The Company is an open-ended umbrella type investment company with variable capital and with segregated liability between Sub-Funds incorporated with limited liability under the laws of Ireland and authorized by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 as amended or supplemented from time to time and any notices or regulations that may from time to time be issued by the Central Bank of Ireland affecting the Company. Such entities and other entities and persons referred to in the Supplement, the Prospectus and any Sub-Fund Supplement are located outside of the United States, and all or a substantial portion of the assets of the Company and said entities and persons are located outside of the United States. As a result, it may be difficult for purchasers of the Shares to effect service of process within the United States upon the Company or such other persons or entities, or to realize against them civil liabilities under United States securities laws. Moreover, there is doubt whether courts outside the United States would enforce judgments of United States courts predicated solely on United States securities laws or would entertain actions brought before them in the first instance on the basis of liabilities predicated solely upon such laws.

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UNITED STATES SECURITIES LAW CONSIDERATIONS

United States Securities Act of 1933

The Shares have not been, nor will they be, registered under the U.S. Securities Act of 1933, as amended (the “**1933 Act**”), or registered or qualified under the securities laws of any state or other political subdivision of the United States. Except as specified herein, the Shares may not be offered, sold, transferred, or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person (as defined below under “Definition of U.S. Person”). Notwithstanding the foregoing, (a) Shares may be offered and sold by the Company to U.S. Persons that are (i) “accredited investors” within the meaning of Rule 501(a) under the 1933 Act in reliance upon the exemption from the registration requirements of the 1933 Act provided in Rule 506 under the 1933 Act and (ii) “qualified purchasers” within the meaning of Section 2(a)(51)(A) of the United States Investment Company Act of 1940, as amended (the “**1940 Act**”); and (b) once issued, Shares may be transferred or sold to U.S. Persons, subject to the limitations set forth in “Restrictions on Transfer” below, in transactions that are exempt from the registration requirements of the 1933 Act and applicable state and other securities laws.

U.S. Investment Company Act of 1940

The Company has not been, and will not be, registered under the 1940 Act and, in accordance with Section 3(c)(7) of the 1940 Act, the Shares are being offered exclusively to investors that are “qualified purchasers” within the meaning of Section 2(a)(51)(A) thereof.

U.S. Application Form

In order to apply for Shares in the Offering, investors that are U.S. Persons as defined in “Definition of U.S. Person” below must complete and execute a U.S. Application Form containing additional representations and covenants designed to address specific U.S. regulatory and tax requirements. Investors should consult their own counsel if they have any questions concerning the representations and warranties in the U.S. Application Form.

Eligible Investors

U.S. Persons as defined in “Definition of U.S. Person” below are eligible to purchase Shares only if they are both (i) “accredited investors” as defined in Regulation D under the 1933 Act and (ii) “qualified purchasers” as defined in Section 2(a)(51) of the 1940 Act and the regulations thereunder.

The following investors qualify as “accredited investors”:

- (i) Any natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of his purchase of Shares, exceeds \$1,000,000 (not including that person’s primary residence as an asset and not including as a liability debt secured by the primary residence, up to the estimated fair market value of the primary residence, other than debt incurred in the prior 60 days not as a result of acquiring the primary residence);
- (ii) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person’s spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

- (iii) Any corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000;
- (iv) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Shares, whose purchase is directed by a sophisticated person who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of an investment in Shares;
- (v) Any plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees provided the plan has total assets in excess of \$5,000,000;
- (vi) Any employee benefit plan within the meaning of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), if the decision to purchase Shares is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, if investment decisions are made solely by persons that are accredited investors;
- (vii) Any organization described in section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000;
- (viii) Any bank as defined in Section 3(a)(2) of the 1933 Act or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the 1933 Act acting for its own account or for the account of an accredited investor;
- (ix) Any broker or dealer registered pursuant to Section 15 of the U.S. Securities Exchange Act of 1934, as amended (the "**1934 Act**"), acting for its own account or the account of an accredited investor;
- (x) Any insurance company as defined in Section 2(13) of the 1933 Act;
- (xi) Any investment company registered under the 1940 Act or a business development company as defined in Section 2(a)(48) of the 1940 Act that was not formed for the specific purpose of acquiring the Shares;
- (xii) Any small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended;
- (xiii) A private business development company as defined in Section 202(a)(22) of the U.S. Investment Advisers Act of 1940, as amended;
- (xiv) Any director, executive officer, or general partner of the Company; and
- (xv) Any entity in which all of the equity owners are accredited investors, as described above.

The following investors qualify as "qualified purchasers":

- (i) any natural person who owns US\$5,000,000 or more in "investments," as defined below;
- (ii) any person, acting for his own account or for the accounts of other qualified purchasers, who, in the aggregate, owns and invests on a discretionary basis, not less than US\$25,000,000 in "investments," as defined below;

- (iii) certain family-owned companies that own US\$5,000,000 or more in "investments," as defined below (for this purpose a family-owned company is a company that is owned directly or indirectly by or for two or more natural persons who are related as siblings or spouse (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations or trusts established by or for the benefit of such persons);
- (iv) any trust that was not formed for the specific purpose of acquiring the Shares, as to which each trustee and settlor or other person authorised to make decisions with respect to the trust and each settler or other person who contributed assets to the trust meets the requirements is a qualified purchaser; and
- (v) any "qualified institutional buyer" within the meaning of paragraph (a) of Rule 144A of the 1933 Act, or any successor provision thereto ("**Rule 144A**"), acting for its own account, the account of another "qualified institutional buyer," or the account of a "qualified purchaser"; provided that if an investor is a dealer as described in paragraph (a)(1)(ii) of Rule 144A, such dealer owns and invests on a discretionary basis at least US\$25,000,000 in securities of issues that are not affiliated persons of the dealer. A plan referred to in paragraph (a)(1)(i)(D) or (a)(1)(i)(E) of Rule 144A or a trust fund referred to in paragraph (a)(1)(i)(F) of Rule 144A that holds the assets of such a plan will not be deemed to be acting for its own account if investment decisions with respect to the plan are made by the beneficiaries of the plan (except with respect to investment decisions made solely by the fiduciary, trustee or sponsor of such plan).

For the purposes of the definition of qualified purchaser, the term "investments" means:

- (i) securities, such as stocks, bonds, options, warrants, notes and partnership interests, other than, securities of an issuer that controls, is controlled by, or is under common control with the prospective investor in Shares, unless the issuer of those securities is:
 - (A) an investment company as defined under Section 3(a)(1) of the 1940 Act, a company that would be an investment company but for the exclusions provided by Sections 3(c)(1) through 3(c)(9) of the 1940 Act, or the exemptions provided by Rule 3a-7 under the 1940 Act for issuers of asset-backed securities or a commodity pool as defined under the CEA;
 - (B) a company that either files reports pursuant to Sections 13 or 15(d) of the 1934 Act or has a class of securities that are listed on a "designated offshore securities market" as such term is defined by Regulation S under the 1933 Act; or
 - (C) a company with shareholders' equity of not less than US\$50,000,000 (determined in accordance with U.S. generally accepted accounting principles) as reflected in such a company's most recent financial statements, provided that such financial statements present the information as of a date within 16 months preceding the date on which the prospective investor seeks to acquire Shares;
- (ii) real estate held for investment purposes (this generally does not include real estate used by the investor for personal purposes or as a place of business);
- (iii) commodity futures contracts, options on commodity futures contracts, and options on physical commodities traded on or subject to the rules of any contract market designated for trading such transactions under the CEA and the rules thereunder or any board of

trade or exchange outside the United States, as contemplated in Part 30 of the rules under the CEA (“**Commodity Interests**”);

- (iv) physical commodities held for investment purposes and with respect to which Commodity Interests are traded on a market referred to in (iii) above;
- (v) certain financial contracts entered into for investment purposes;
- (vi) cash and cash equivalents (including foreign currencies, bank deposits, certificates of deposit, bankers acceptances, and the net cash surrender value of an insurance policy) held for investment purposes; and
- (vii) any payments due pursuant to a firm agreement or similar binding commitment pursuant to which a person has agreed to acquire an interest in, or make capital contributions to the prospective investor in Shares if such prospective investor is a private fund relying on Section 3(c)(7) or Section 3(c)(1) of the 1940 Act or a commodity pool.

For purposes of determining whether a prospective investor in Shares is a qualified purchaser, the aggregate amount of investments owned and invested on a discretionary basis by the prospective investor shall be the investments' fair market value on the most recent practicable date or their cost, provided that:

- (i) In the case of Commodity Interests, the amount of investments shall be the value of the initial margin or option premium deposited in connection with such Commodity Interests; and
- (ii) The following amounts, as applicable, shall be deducted from the amount of investments owned by the prospective investor:
 - (A) the amount of any outstanding indebtedness incurred to acquire or for the purpose of acquiring the investments owned by such prospective investor; and
 - (B) in determining whether a family-owned company is a qualified purchaser, there shall also be deducted any outstanding indebtedness incurred by an owner of the family-owned company to acquire investments.

Investors may also be required to satisfy additional suitability standards as may be imposed by applicable laws.

Restrictions on Transfer

The Shares may not be offered, sold, transferred, or delivered, directly or indirectly, in the United States or to, or for the account of, any U.S. Person, as defined in “Definition of U.S Person” below except, with the consent of the Directors, to one or more persons each of whom is an “accredited investor” (as that term is defined under Rule 501 under the 1933 Act) and a “qualified purchaser” (as that term is defined under Section 2(a)(51)(A) of the 1940 Act and the regulations thereunder) in a transaction exempt from the registration requirements of the 1933 Act and applicable state and other securities laws. Any such consent may be granted or withheld in the sole discretion of the Directors.

U.S. Persons that acquire Shares in the Offering will be required to execute a U.S. Application Form in the same form as investors applying to the Company for Shares in the Offering. Among

other things, the U.S. Application Form provides that the Shares may not be offered, sold, transferred, or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons without the prior written consent of the Company and unless:

- (a) such offer, sale, transfer or delivery is duly registered under the 1933 Act and any applicable state securities laws, or the transferor provides the Company with an opinion of counsel, satisfactory in form and substance to the Company, to the effect that such offer, sale, transfer or delivery is exempt from the registration requirements of the 1933 Act and any applicable state securities laws;
- (b) the transferee provides the Company with evidence, satisfactory in form and substance to the Company, to the effect that the transferee is an “accredited investor” (as that term is defined under Rule 501 under the 1933 Act) and a “qualified purchaser” (as that term is defined under Section 2(a)(51)(A) of the 1940 Act and regulations thereunder);
- (c) the transferee provides the Company with evidence satisfactory in form and substance to the Company that (i) the transferee is not purchasing the transferred Shares on or through an “established securities market” (as such term is used in Section 7704(b) of the Code and applicable U.S. Treasury regulations and (ii) the transferee is not purchasing the transferred Shares on or through a “secondary market or the substantial equivalent thereof” (as such term is used in Section 7704(b) of the Code and the Treasury regulations thereunder); and
- (d) the transferee undertakes to comply with these restrictions in respect of any further transfers of the Shares.

The Company has no obligation to register the Shares under the 1933 Act or any state securities laws or to assist any investor in effecting any such registration. Any certificate or any other document evidencing Shares issued to U.S. Persons will bear a legend stating that the Shares have not been registered or qualified under the 1933 Act and any applicable state securities laws and that the Company is not registered under the 1940 Act and referring to the foregoing restrictions on transfer and sale.

No public market in the United States is expected to develop for the Shares.

Mandatory Transfers

The U.S. Application Form provides that the Directors may at any time require the transfer of any Shares held by or for the benefit of a U.S. Person as and when considered necessary by the Directors for purposes of compliance with United States law. Among other things the Directors may require the transfer of any Shares held by or for the benefit of a U.S. Person for purposes of avoiding adverse tax consequence on the Company, avoiding the registration requirements of the 1940 Act or treatment of the assets of the Company as “plan assets” of any Plan (as defined in this Supplement) pursuant to the U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Definition of U.S. Person

In this document (other than the discussion of "Certain United States Federal Tax Considerations", below), U.S. Person means a person who is (i) included in the definition of "U.S. person" under Rule 902 of Regulation S under the 1933 Act and (b) excluded from the definition of a "Non-United States person" as used in Commodity Futures Trading Commission ("CFTC") Rule 4.7 under the United States Commodity Exchange Act, as amended (the "CEA").

"U.S. person" under Rule 902 means the following:

- (a) any natural person resident in the United States;
- (b) any partnership or corporation organized or incorporated under the laws of the United States;
- (c) any estate of which any executor or administrator is a U.S. Person;
- (d) any trust of which any trustee is a U.S. Person;
- (e) any agency or branch of a non-U.S. entity located in the United States;
- (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;
- (g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or, if an individual, resident in the United States; or
- (h) any partnership or corporation if (i) organized 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 organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the 1933 Act) who are not natural persons, estates or trusts.

Notwithstanding the foregoing "U.S. Person" does not include: (a) a 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 organized, incorporated, or, if an individual, resident in the United States; (b) any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if (i) 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 (ii) the estate is governed by non-U.S. law; (c) 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; (d) 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; (e) any agency or branch of a U.S. Person located outside the United States if (i) the agency or branch operates for valid business reasons, and (ii) 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; or (f) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

Rule 4.7 under the CEA currently provides in relevant part that the following persons are considered "Non-United States persons":

1. a natural person who is not a resident of the United States;
2. a partnership, corporation or other entity, other than an entity organized principally for passive investment, organized under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;
3. an estate or trust, the income of which is not subject to United States income tax regardless of source;
4. an entity organized principally for passive investment such as a commodity pool, investment company or other similar entity, *provided*, that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as "qualified eligible persons" (as defined in Rule 4.7(a)(2) under the CEA) represent in the aggregate less than ten per cent of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the CFTC's regulations by virtue of its participants being Non-United States persons; or
5. a pension plan for the employees, officers or principals of an entity organized and with its principal place of business outside the United States.

CERTAIN UNITED STATES FEDERAL TAX CONSIDERATIONS

The following discussion is for informational purposes only and is a discussion of certain U.S. federal income tax (and, to the limited extent expressly set forth below, U.S. estate and gift tax) consequences of an investment in Shares in the Company to prospective Shareholders acquiring Shares from the Company pursuant to the Offering described in the Prospectus. Each prospective Shareholder should consult its professional tax advisor with respect to the tax aspects of an investment in the Company. The tax consequences to a Shareholder of an investment in the Company may vary depending upon the Shareholder's particular circumstances. The following discussion does not take into account any considerations that may be specifically relevant to Shareholders subject to special tax rules, including, among others, dealers in securities (or other persons not holding Shares in the Company as capital assets or that have elected mark-to-market treatment), Shareholders receiving Shares in the Company as compensation, Shareholders that are banks or other financial institutions, insurance companies, regulated investment companies, real estate investment trusts, or S corporations, Shareholders that are subject to the alternative minimum tax, Shareholders that own (or are treated as owning under certain attribution rules) Shares representing 10 percent or more of the Company's total combined voting power or that own (or are treated as owning under certain attribution rules) 10 percent or more of the total combined voting power of any entity in which the Company invests, Shareholders whose functional currency is not the U.S. Dollar, Shareholders who hold Shares as part of a straddle, hedge, conversion transaction or other integrated investment, Shareholders classified as partnerships or otherwise as pass-through entities for U.S. federal income tax purposes or who hold their Shares through an entity classified as a partnership or other pass-through entity for U.S. federal income tax purposes, Shareholders that are subject to the rules that apply to expatriates under the Internal Revenue Code of 1986, as amended (the "**Code**"), and Shareholders that are governments or agencies or instrumentalities thereof, in each case except as expressly discussed below.

The discussion contained herein is not a full description of all of the U.S. federal income tax consequences of an investment in the Company and is based upon the Code, the permanent and temporary Treasury Regulations promulgated thereunder (the "**Treasury Regulations**"), published administrative rulings and procedures, and court decisions, all of which are subject to change, either prospectively or retrospectively, by legislative, administrative or judicial action. This discussion also does not address any state, local, non-U.S. or, except as expressly discussed below, non-income tax matters, nor does it discuss any tax consequences that may result from the application of any tax treaty. A decision to invest in the Company should be based upon an evaluation of the merits of a Sub-Fund's investment objective, and not upon any anticipated U.S. tax benefits.

CIRCULAR 230 DISCLOSURE: ANY TAX ADVICE HEREIN WAS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING ANY FEDERAL TAX PENALTIES THAT THE U.S. INTERNAL REVENUE SERVICE (THE "IRS") MAY ATTEMPT TO IMPOSE. BECAUSE ANY SUCH TAX ADVICE COULD BE VIEWED AS A "MARKETED OPINION" UNDER THE TREASURY REGULATIONS, PROSPECTIVE INVESTORS ARE HEREBY INFORMED THAT ANY SUCH TAX ADVICE WAS WRITTEN TO SUPPORT THE "PROMOTION OR MARKETING" OF THE MATTERS SET FORTH IN THIS DOCUMENT. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN INDEPENDENT TAX ADVISORS WITH RESPECT TO AN INVESTMENT IN THE COMPANY AND SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES AS TO THE SPECIFIC CONSEQUENCES TO THEM UNDER UNITED STATES FEDERAL TAX LAW, AND UNDER OTHER TAX LAWS, SUCH AS STATE, LOCAL AND NON-U.S. TAX LAWS.

For purposes of this discussion, the term **“U.S. Person”** means a Shareholder that is, for U.S. federal income tax purposes, (A) with respect to individuals, a U.S. citizen or “resident alien” within the meaning of the U.S. federal income tax laws, and, (B) with respect to persons other than individuals, (i) a corporation (including any entity treated as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States or any state (including the District of Columbia), (ii) a trust where (a) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (b) the trust has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person, or (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source.

United States Federal Income Tax Status of the Company

It is likely that the Company will be treated as a single corporation for United States federal income tax purposes, and the Sub-Funds will be treated as divisions of the Company for United States federal income tax purposes. However, under Irish law, each Sub-Fund’s assets and liabilities are segregated from the assets and liabilities of the other Sub-Funds. Thus, it is possible that each Sub-Fund could be treated as a separate corporation for United States federal income tax purposes. If each Sub-Fund were to be treated as a separate corporation for United States federal income tax purposes, the following discussion would generally still apply, but references to “the Company” below would generally need to be read as references to each Sub-Fund and references to “Shareholders” would generally need to be read as references to Shareholders of that Sub-Fund. The remainder of this discussion assumes that the Company will be treated as a single corporation for U.S. federal income tax purposes. Under those circumstances, each Sub-Fund would be jointly and severally liable with each other Sub-Fund for any U.S. federal income tax liability incurred by the Company or any Sub-Fund, and the income and earnings and profits of the Company would be calculated on an aggregate basis.

The Company expects to be classified as a “passive foreign investment company” (a **“PFIC”**) for United States federal income tax purposes. A non-U.S. entity treated as a corporation for U.S. federal income tax purposes will generally be classified as a PFIC if (i) 75 percent or more of its gross income in a taxable year is passive income, or (ii) 50 percent or more of its assets held during the taxable year produce, or are held for the production of, passive income. Passive income generally includes, among other items, and subject to certain exceptions, dividends, interest, rents, royalties, and gains from the disposition of passive assets. Passive income also generally includes (i) the excess of foreign currency gains over foreign currency losses from transactions in currencies other than the entity’s functional currency, (ii) the excess of gains over losses from some commodities transactions, and (iii) net income from notional principal contracts. For purposes of determining whether an entity is classified as a PFIC, if the entity owns (directly or indirectly) 25 percent or more of the value of the stock of another corporation, the entity will be treated as if it received its proportionate share of the income of the other corporation and as if it held its proportionate share of the assets of the other corporation. If the entity holds (directly or indirectly) positions equal to or exceeding 25 percent of the equity interests in companies that do not earn solely passive income or that do not hold solely assets that produce (or are held to produce) passive income, such positions might cause the entity not to be classified as a PFIC.

The Company will not monitor its Shareholders to ensure that the ownership of the Company by “United States persons” (as defined for purposes of the “controlled foreign corporation” rules) is below the threshold amounts set forth in Code Section 957 and that the Company therefore will

not be classified as a “controlled foreign corporation” as defined in Code Section 957. There can be no assurance that the Company and entities in which the Company invests will not be classified as controlled foreign corporations.

United States Federal Income Taxation of the Company

Unless the Company is treated as engaged in a trade or business within the United States or acquires a “United States real property interest”, the Company will not be subject to U.S. federal income tax on a net income basis on income it earns or gains it realizes. A non-U.S. corporation that trades stock, securities or commodities for its own account should not be treated as engaged in a trade or business within the U.S. for this purpose, provided that the non-U.S. corporation is not a dealer in stock, securities or commodities. The Company intends to conduct its activities so as to meet the requirements of this safe harbor. While the Company anticipates that it will not be treated as engaged in a trade or business in the U.S., this test is applied annually based on the activities of the Company and of any entity in which the Company invests that is not classified as a corporation for U.S. federal income tax purposes (whether the investment is made directly or indirectly through one or more other entities not classified as corporations for U.S. federal income tax purposes). There can be no assurance that the IRS will not contend, or a court will not hold, that the Company is engaged in a trade or business in the United States in any one or more of its tax years. If the Company were considered to be engaged in a U.S. trade or business, the Company’s income that is treated as effectively connected with that U.S. trade or business would be subject to U.S. federal income tax on a net income basis and potentially to the U.S. federal branch profits tax, which would reduce the Company’s total return.

Even if the Company is not engaged in a U.S. trade or business, gains realized by the Company from the sale or disposition of stock or securities (other than debt instruments with no equity component) of a “United States real property holding corporation”, as defined in the Code, and stock or securities of certain “real estate investment trusts”, will be generally subject to U.S. income tax on a net basis as well as to certain withholding taxes, subject to certain exceptions.

In addition, even if the Company is not engaged in a trade or business in the U.S., a U.S. withholding tax will be applied at the rate of 30 percent on the gross amount of certain U.S.-source income of the Company. Income subject to the 30 percent tax is generally income of a fixed or determinable annual or periodic nature, including dividends and certain interest income, that is not effectively connected with a U.S. trade or business. Any such withholding tax will reduce the Company’s total return and thus the total return of its Shareholders.

Certain types of income are specifically exempted from the 30 percent withholding tax, and thus withholding is not required on payments of any such income to the Company. For example, the 30 percent tax does not apply to the Company’s U.S.-source capital gains (whether long or short term) or to interest paid to the Company on any deposits with U.S. banks. The 30 percent withholding tax also does not apply to interest which qualifies as “portfolio interest”. Subject to a number of exceptions, the term “portfolio interest” generally includes interest (including original issue discount) paid to the Company on a debt obligation in registered form issued after July 18, 1984, provided that such interest income is not effectively connected with a U.S. trade or business and that (1) in the case of debt issued by an entity treated as a corporation for U.S. federal income tax purposes, the Company does not actually or constructively own 10 percent or more of the total combined voting power of all classes of the issuer’s stock that are entitled to vote, or in the case of debt issued by an entity treated as a partnership for U.S. federal income tax purposes, the Company does not actually or constructively own a 10 percent or more capital

or profits interest in the issuer, (2) the payor of the interest is provided with certain documentation as to the Company's non-U.S. status, and (3) the interest is not contingent interest, as described in Section 871 of the Code.

The foreign account tax compliance provisions ("FATCA") of the Hiring Incentives to Restore Employment Act represent an expansive information reporting regime enacted by the United States aimed at ensuring that U.S. Persons with financial assets outside the U.S. are paying the correct amount of U.S. tax. Beginning on July 1, 2014, FATCA will generally impose a withholding tax of up to 30% with respect to certain U.S.-source income (including dividends and interest) and, beginning January 1, 2017, with respect to gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends paid to a foreign financial institution ("FFI") unless the FFI enters directly into a contract ("FFI agreement") with the IRS. An FFI agreement will impose obligations on the FFI including disclosure of certain information about U.S. investors directly to the IRS and the imposition of withholding tax in the case of non-compliant investors. For these purposes the Company would fall within the definition of a FFI for the purpose of FATCA.

In recognition of both the fact that the stated policy objective of FATCA is to achieve reporting (as opposed to being solely the collecting of withholding tax) and the difficulties which may arise in certain jurisdictions with respect to compliance with FATCA by FFIs, the U.S. has developed an intergovernmental approach to the implementation of FATCA. In this regard the Irish and U.S. governments signed an intergovernmental agreement ("Irish IGA") on the 21st December 2012 and provision has been included in Finance Act 2013 for the implementation of the Irish IGA which also permits regulations to be made by the Irish Revenue Commissioners with regard to registration and reporting requirements arising from the Irish IGA. Final regulations are expected to be made shortly.

The Irish IGA is intended to reduce the burden for Irish FFIs of complying with FATCA by simplifying the compliance process and minimising the risk of withholding tax. Under the Irish IGA, information about relevant U.S. investors will be provided on an annual basis by each Irish FFI (unless the FFI is exempted from the FATCA requirements) directly to the Irish Revenue Commissioners, who will then provide such information to the IRS without the need for the FFI to enter into a FFI agreement with the IRS (although some form of registration may be necessary). Under the Irish IGA, Irish FFIs should generally not be required to apply 30% withholding tax as long as they comply with the requirements of the Irish IGA and applicable Irish law.

To the extent the Company does suffer U.S. withholding tax on its investments as a result of FATCA, the Directors may take any action in relation to an investor's investment in the Company to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or to become entitled to an exemption from doing so gave rise to the withholding.

Each prospective investor should consult their own tax advisor regarding the requirements under FATCA with respect to their own situation.

Tax-Exempt U.S. Persons

As used in this discussion, the term "Tax-Exempt U.S. Person" means a U.S. Person that is generally exempt from payment of U.S. federal income tax. Generally, a Tax-Exempt U.S. Person is exempt from federal income tax on certain categories of income, such as dividends,

interest, capital gains and similar income realized from securities investment or trading activity. This type of income is exempt even if it is realized from securities trading activity that constitutes a trade or business. This general exemption from tax does not, however, apply to the “unrelated business taxable income” (“**UBTI**”) of a Tax-Exempt U.S. Person. Generally, except as noted above with respect to certain categories of exempt trading activity, UBTI includes income or gain derived from a trade or business, the conduct of which is substantially unrelated to the exercise or performance of the Tax-Exempt U.S. Person's exempt purpose or function. UBTI also includes income derived by a Tax-Exempt U.S. Person from debt-financed property and gains derived by a Tax-Exempt U.S. Person from the disposition of debt-financed property.

While the Company may utilize leverage in connection with its investments, under current law that leverage should not be attributed to, or otherwise flow through to, Tax-Exempt U.S. Persons that are Shareholders. Accordingly, any dividends from the Company or gain on the sale or redemption of Shares should not constitute UBTI to a Tax-Exempt U.S. Person, assuming the Tax-Exempt U.S. Person does not borrow money or otherwise utilize leverage in purchasing its Shares in the Company.

Tax-Exempt U.S. Persons may be subject to certain IRS tax return filing requirements in the U.S. as a result of their investment in the Company, and are urged to consult with their own tax advisors concerning those requirements.

TAX-EXEMPT U.S. PERSONS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE U.S. TAX CONSEQUENCES OF AN INVESTMENT IN THE COMPANY.

Taxable U.S. Persons

If a U.S. Person other than a Tax-Exempt U.S. Person (a “**Taxable U.S. Person**”) invests in the Company, directly or indirectly, that person may suffer adverse tax consequences.

Since the Company expects to be treated as a PFIC under the Code, Taxable U.S. Persons are expected to be subject to U.S. federal income taxation with respect to any investment in the Company under certain special rules. If the Company is treated as a PFIC, then, under the “interest charge” rules, a Taxable U.S. Person holding Shares is generally liable for tax at ordinary income rates plus an interest charge (which is not deductible by an individual) reflecting the deferral of tax liability when it sells its Shares at a gain or receives an “excess distribution” from the Company. Furthermore, the estate of a deceased individual Taxable U.S. Person will be denied a tax-free “step up” in the tax basis to fair market value for Shares held by that deceased individual that were subject to the “interest charge” rules.

In addition, if the Company is a PFIC, a Taxable U.S. Person holding Shares may be able to make an election to have the Company treated as a qualified electing fund (“**QEF**”) with respect to its Shares. A Taxable U.S. Person that holds Shares and has made the QEF election, which may only be revoked with the consent of the IRS, is generally taxed each year on its proportionate share of the ordinary earnings and net long-term capital gains of the Company, whether or not the earnings or gains are distributed; actual cash distributions by the Company paid out of earnings and profits that have already been included in taxable income will not be taken into account in determining the taxable income of the Taxable U.S. Person. A Taxable U.S. Person that timely makes a QEF election with respect to its Shares for the first taxable year in which such Taxable U.S. Person holds Shares (or that subsequently makes such an election and also makes a so-called “purging” election for the same tax year, which would result in a taxable deemed sale of the Taxable U.S. Person's Shares for fair market value) will not be

subject to the “interest charge” rules described above with respect to its Shares. In order for a Taxable U.S. Person holding Shares to be eligible to make a QEF election, the Company would have to provide certain tax information to the Taxable U.S. Person on an annual basis. The Company will provide such information if reasonably available to it.

Finally, if the Company is a PFIC and the Company’s Shares were considered to be “marketable stock” within applicable definitions, a Taxable U.S. Person holding Shares would be eligible to elect to mark those Shares to market at the end of every year, and thereby avoid the application of the “interest charge” rules described above. Under the applicable Treasury Regulations, however, the Company does not believe that its Shares will be treated as “marketable stock”.

It is possible that one or more underlying entities in which the Company invests might be treated as PFICs. If the Company is treated as a PFIC and, at any time, owns stock in an entity that is also treated as a PFIC, Taxable U.S. Persons investing in the Company will be deemed to own, and will generally be subject to the PFIC rules with respect to, their indirect interests in the underlying entity. If an underlying entity is a PFIC, then, under the “interest charge” rules, a Taxable U.S. Person holding Shares will generally be liable for tax at ordinary income tax rates plus an interest charge (which is not deductible by an individual) reflecting the deferral of tax liability when the Taxable U.S. Person is treated as disposing of its indirect interest in the underlying entity at a gain or as receiving an “excess distribution” from the underlying entity. A Taxable U.S. Person holding Shares may be able to make an election to have an underlying entity treated as a QEF with respect to the Taxable U.S. Person’s indirect interest in the underlying entity. A Taxable U.S. Person that holds Shares and has made the QEF election with respect to its indirect interest in an underlying entity will generally be taxed each year on its proportionate share of the ordinary earnings and long-term capital gains of the underlying entity, whether or not the earnings or gains are distributed to the Company, or from the Company to the Taxable U.S. Person. In order for a Taxable U.S. Person holding Shares to be eligible to make a QEF election for an underlying entity, the underlying entity would have to agree to provide certain tax information, which it may not agree to do. A QEF election under the PFIC rules with respect to the Company will not apply to any underlying entity in which the Company invests (and vice versa). Any mark-to-market election under the PFIC rules with respect to the Company likewise will not apply to a Taxable U.S. Person’s indirect ownership interest in an underlying entity, and a Taxable U.S. Person holding Shares will not be able to make such a mark-to-market election in respect of its indirect ownership interest in an underlying entity.

A Taxable U.S. Person that invests in Shares, or a shareholder or beneficiary of such an investor, may also suffer adverse tax consequences if the Company or any entity in which the Company invests is a “controlled foreign corporation” under the “Subpart F” rules of the Code. If the Company is a “controlled foreign corporation”, Taxable U.S. Persons that hold or that are treated under certain attribution rules as holding Shares representing at least 10 percent of the combined voting power of all classes of Company stock entitled to vote may under certain circumstances be required to include in gross income for U.S. federal income tax purposes amounts attributable to some or all of the earnings of the Company in advance of the receipt of cash attributable to those earnings. If an entity in which the Company invests is such a controlled foreign corporation, Taxable U.S. Persons that are treated as holding at least 10 percent of the combined voting power of all classes of the entity’s stock that are entitled to vote (including Taxable U.S. Persons treated as holding 10 percent of such voting power taking into account their indirect ownership through the Company) may under certain circumstances be required to include in gross income for U.S. federal income tax purposes amounts attributable to some or all of the earnings of the entity in advance of the receipt of cash attributable to those earnings. A foreign entity treated as a corporation for U.S. federal income tax purposes

generally will be a “controlled foreign corporation” if the direct and indirect ownership of the entity by “United States persons” (as defined for purposes of the controlled foreign corporation rules) each of whom owns (taking certain constructive ownership rules into account) at least 10 percent of the combined voting power of all classes of the entity’s stock entitled to vote exceeds in the aggregate 50 percent of the combined voting power or total value of the entity’s equity interests. Amounts so taken into account under the “Subpart F” rules may generally be applied by such Taxable U.S. Persons to reduce the amount required to be taken into account as a dividend upon the receipt of any distributions from the Company. Taxable U.S. Persons required to include such amounts will generally not be subject to the PFIC rules described in the preceding paragraphs with respect to the applicable entity. A Taxable U.S. Person that is a corporation for U.S. federal income tax purposes and that is required to include such amounts in its taxable income may be entitled to a foreign tax credit on a pro rata basis with respect to some or all of the income taxes, if any, paid by the Company to non-U.S. jurisdictions.

Subject to the Subpart F rules described in the preceding paragraph, if the Company is not classified as a PFIC, a Taxable U.S. Person receiving a distribution in respect of Shares will be required to include such distribution in gross income as a taxable dividend to the extent such distribution is paid from the current or accumulated earnings and profits of the Company as determined under U.S. federal income tax law. Distributions in excess of such earnings and profits of the Company will first be treated, for U.S. federal income tax purposes, as a non-taxable return of capital to the extent of the Taxable U.S. Person’s basis in the Shares and then as a gain from the sale or exchange of a capital asset, provided that the Shares constitute a capital asset in the hands of the Taxable U.S. Person. Dividend income in respect of Shares will generally be foreign-source income subject to the separate limitation for “passive income” for purposes of the foreign tax credit limitation. Shareholders that are corporations generally will not be eligible for the corporate dividends-received deduction with respect to dividends paid by the Company, but, assuming certain requirements are met by the Company and its shareholders, noncorporate Shareholders may be able to treat dividends paid by the Company as “qualified dividend income”, which for noncorporate Shareholders is generally subject to federal income tax at reduced rates. Additionally, if the Company is not classified as a PFIC or if a Taxable U.S. Person has validly made a QEF election (discussed above) that is in effect for all years in the Taxable U.S. Person’s holding period in its Shares (or since it made the “purging” election described above), then, with certain exceptions, any gain or loss on the sale, redemption or other taxable exchange of Shares will be treated as capital gain or loss (if the Shares are held as capital assets). Such capital gain or loss will be long-term capital gain or loss if the Taxable U.S. Person has held the Shares for more than one year at the time of the sale, redemption or other taxable exchange. Net capital gains of Taxable U.S. Persons that are not corporations are subject to tax at lower rates than items of ordinary income. The deductibility of capital losses is subject to certain limitations.

Dividends paid on Share Classes denominated in non-U.S. currency to a Taxable U.S. Person will be includible in the income of that Taxable U.S. Person in a U.S. Dollar amount calculated by reference to the exchange rate on the date the distribution is included in income. A Taxable U.S. Person that receives a non-U.S. currency distribution will have a tax basis in the non-U.S. currency so received equal to the U.S. Dollar value of such non-U.S. currency on the date the distribution is included in income. A Taxable U.S. Person that receives a non-U.S. currency distribution and converts the non-U.S. currency into U.S. Dollars on the date the distribution is included in income generally will recognize no foreign currency gain or loss from the conversion. If the Taxable U.S. Person converts the non-U.S. currency to U.S. Dollars on a date subsequent to such date, such Taxable U.S. Person may have foreign currency gain or loss from the conversion, based on any appreciation or depreciation in the value of the non-U.S. currency

against the U.S. Dollar from the date of inclusion to the date of conversion. Any such foreign currency gain or loss will generally be U.S.-source ordinary income or loss for federal income tax purposes.

A 3.8 percent Medicare contribution tax generally applies to all or a portion of the net investment income of a Shareholder who is an individual and not a non-resident alien for U.S. federal income tax purposes and who has adjusted gross income (subject to certain adjustments) that exceeds a threshold amount (US\$250,000 if married filing jointly or if considered a "surviving spouse" for federal income tax purposes, US\$125,000 if married filing separately, and US\$200,000 in other cases). This 3.8 percent tax also applies to all or a portion of the undistributed net investment income of certain U.S. Persons that are estates and trusts. For these purposes, dividends and certain capital gains are generally taken into account in computing a Shareholder's net investment income.

INASMUCH AS TAXABLE U.S. PERSONS ARE SUBJECT TO POTENTIALLY ADVERSE TAX CONSEQUENCES IF THEY INVEST IN THE COMPANY AND THE FOREGOING SUMMARY IS ONLY A BRIEF OVERVIEW OF HIGHLY COMPLEX RULES, SUCH POTENTIAL INVESTORS ARE STRONGLY URGED TO CONSULT WITH THEIR OWN TAX ADVISORS BEFORE INVESTING IN THE FUND.

Non-U.S. Persons

Gain realized by Shareholders who are not U.S. Persons ("**non-U.S. Shareholders**") upon the sale or exchange or complete redemption of Shares held as capital assets should generally not be subject to U.S. federal income tax provided that the gain is not effectively connected with the conduct of a trade or business in the U.S. However, in the case of a non-resident alien individual, such gain will be subject to U.S. federal income tax at the rate of 30 percent (or any applicable lower tax treaty rate) if (i) the non-resident alien individual is present in the U.S. for 183 days or more during the taxable year (on a calendar-year basis unless the non-resident alien individual has previously established a different taxable year) and (ii) such gain is derived from U.S. sources.

Generally, the source of gain upon the sale or exchange or complete redemption of Shares will be determined by the place of residence of the Shareholder. For purposes of determining the source of gain, however, the Code defines residency in a manner that may result in an individual who is otherwise a non-resident alien with respect to the U.S. being treated as a U.S. resident only for purposes of determining the source of gain. Each potential individual Shareholder who anticipates being present in the U.S. for 183 days or more (in any taxable year) should consult his or her tax advisor with respect to the possible application of this rule.

Gain realized upon the sale, exchange or redemption of Shares and any distributions from the Company (other than Company distributions treated as returns of capital for U.S. federal income tax purposes because they are not paid out of the Company's current or accumulated earnings and profits and do not exceed the recipient non-U.S. Shareholder's basis in its Company Shares) received by a non-U.S. Shareholder engaged in the conduct of a U.S. trade or business will be subject to U.S. federal income tax, and, in the case of corporate non-U.S. shareholders, may also be subject to U.S. branch profits tax, if such gain or distributions or the non-U.S. Shareholder's holding of Shares are effectively connected with the U.S. trade or business.

Estate and Gift Taxes

Individual Shareholders who are neither present or former U.S. citizens nor U.S. residents (as determined for U.S. estate and gift tax purposes) are not subject to U.S. estate and gift taxes with respect to their ownership of Shares.

Reporting

If the Company is classified as a PFIC, a U.S. Person holding Shares will generally have to file IRS Form 8621 for some or all of the tax years in which such U.S. Person holds such Shares.

Any U.S. Person owning 10% or more (taking certain attribution rules into account) of either the combined voting power or total value of the shares of a non-U.S. corporation such as the Company may be required to file an information return with the IRS containing certain disclosures concerning the filing shareholder, other shareholders and the corporation. The Company has not committed to provide the information about the Company or its Shareholders needed to complete the return.

A U.S. Person (and, in certain cases, a non-U.S. person who is engaged in business in the U.S.) who owns an interest in certain foreign financial accounts that, when aggregated with the value of certain other foreign financial accounts, are worth more than US\$10,000 during any part of a calendar year should file a Report of Foreign Bank and Financial Accounts (an "FBAR") with respect to such accounts by June 30 following the close of such calendar year. It is not clear whether a U.S. Person's investment in the Company would be treated as a foreign financial account for purposes of the FBAR filing requirements. The penalties for failing to file an FBAR when required can be severe.

In addition, in general, an individual who is a U.S. Person and who owns an interest in a foreign entity such as the Company that, when aggregated with the value of certain other foreign assets, is worth more than US\$50,000 on the last day of a taxable year or more than US\$75,000 at any time during a taxable year must attach a disclosure statement (IRS Form 8938) to his or her tax return for that taxable year. For married taxpayers filing jointly, the general disclosure statement filing thresholds are US\$100,000 on the last day of a taxable year or US\$150,000 at any time during the taxable year. The filing thresholds are higher for U.S. Persons whose tax homes are in countries other than the United States and who meet one of two "presence abroad" tests. For an individual who meets these requirements, the filing thresholds are US\$200,000 on the last day of a taxable year or US\$300,000 at any time during the taxable year. For married taxpayers filing jointly who meet these requirements, the filing thresholds are US\$400,000 on the last day of a taxable year or US\$600,000 at any time during the taxable year. For taxable years beginning after December 31, 2012, certain U.S. entities may be required to file disclosure statements as though the entities were individuals. The filing of a disclosure statement will not satisfy an FBAR filing requirement, and the filing of an FBAR will not eliminate any requirement to file IRS Form 8938.

The foregoing is not intended to constitute an exhaustive description of all reporting requirements that may apply to an investment in the Company. Shareholders are urged to consult their own tax advisors or return preparers concerning the application of these and any other reporting requirements. A failure to satisfy certain reporting requirements may result in an extension of the time period during which the IRS can assess a tax, and under certain circumstances, such an extension may apply to assessments of amounts unrelated to any unsatisfied reporting requirement.

ERISA AND OTHER BENEFIT PLAN CONSIDERATIONS

CIRCULAR 230 DISCLOSURE: THIS SUPPLEMENT WAS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING ANY FEDERAL TAX PENALTIES THAT THE IRS MAY ATTEMPT TO IMPOSE. BECAUSE THIS DISCUSSION COULD BE VIEWED AS A "MARKETED OPINION" UNDER THE TREASURY REGULATIONS, WE INFORM YOU THAT IT WAS WRITTEN TO SUPPORT THE "PROMOTION OR MARKETING" OF THE MATTERS SET FORTH IN THIS SUPPLEMENT. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN INDEPENDENT TAX ADVISORS WITH RESPECT TO AN INVESTMENT IN THE COMPANY AND SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES AS TO THE SPECIFIC CONSEQUENCES TO THEM UNDER UNITED STATES FEDERAL TAX LAW, AND UNDER OTHER TAX LAWS, SUCH AS STATE, LOCAL AND NON-U.S. TAX LAWS.

THE FOLLOWING SUMMARY OF CERTAIN ASPECTS OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("**ERISA**"), AND OF THE CODE, IS BASED UPON ERISA, THE CODE, JUDICIAL DECISIONS, AND DEPARTMENT OF LABOR REGULATIONS AND RULINGS IN EXISTENCE ON THE DATE HEREOF. THIS SUMMARY IS GENERAL IN NATURE AND DOES NOT ADDRESS EVERY ERISA ISSUE THAT MAY BE APPLICABLE TO THE COMPANY OR A PARTICULAR INVESTOR. ACCORDINGLY, EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH ITS OWN COUNSEL IN ORDER TO UNDERSTAND THE ERISA AND CODE ISSUES AFFECTING THE COMPANY AND THE INVESTOR.

Subject to the limitations applicable to investors generally, Shares may be purchased using assets of employee benefit plans, including benefit plans subject to the provisions of Title I of ERISA ("**ERISA Plans**"), or of retirement plans subject to the prohibited transaction provisions of Section 4975 of the Code, such as individual retirement accounts and plans covering only self-employed individuals ("**Qualified Plans**" and, together with ERISA Plans, "**Plans**"). However, neither the Company, the Investment Manager, nor any of their agents, employees, or affiliates, makes any representation with respect to whether the Shares are a suitable investment for any benefit plan, including an ERISA Plan or Qualified Plan. **All investors are urged to consult their legal advisors before investing assets of a benefit plan in the Company, and must make their own independent decisions.**

In General

In considering whether to invest assets of any benefit plan in the Company, the persons acting on behalf of the plan should consider in the plan's particular circumstances whether the investment will be consistent with their responsibilities and any special constraints imposed by the terms of the plan and by applicable U.S., state or other law, including ERISA and the Code. Some of the responsibilities and constraints imposed by ERISA on employee benefit plans subject to the fiduciary responsibility provisions of Title I of ERISA ("**ERISA Plans**") and by the Code on retirement plans subject to Code Section 4975, including plans covering only partners or other self-employed individuals ("Keogh" plans) and individual retirement accounts (collectively, "**Qualified Plans**" and, together with ERISA Plans, "**Plans**"), are summarized below. The following is merely a summary of those particular laws, however, and should not be construed as legal advice or as complete in all relevant respects. In addition, governmental plans, certain church plans, non-U.S. plans and other benefit plans not subject to ERISA or the prohibited transaction provisions of the Code may nevertheless be subject to similar federal, state, foreign or other laws.

Fiduciary Responsibilities With Respect to ERISA Plans

Persons acting as fiduciaries on behalf of an ERISA Plan are subject to specific standards of behavior in the discharge of their responsibilities pursuant to Section 404(a)(1) of ERISA. Consequently, in determining whether to invest assets of a Plan in the Company, an ERISA Plan's fiduciaries must conclude that an investment in the Company would be prudent and in the best interests of Plan participants and their beneficiaries. They must also determine that any such investment would be in accordance with the documents and instruments governing the ERISA Plan, would satisfy applicable diversification requirements and would provide the Plan with sufficient liquidity given the limitations upon an investor's ability to redeem or transfer Shares. In making those determinations, such persons should take into account that the Company will invest its assets in accordance with the investment objectives and policies expressed in the Prospectus without regard to the particular objective or investment policies of any class of investors, including ERISA Plans and Qualified Plans. Such persons should also take into account, as discussed below, that it is not expected that the Company's assets will constitute the "plan assets" of any investing ERISA Plan or Qualified Plan, so that neither the Company, the Directors, the Investment Manager, nor any of their principals, agents, employees, or affiliates, will be a fiduciary as to any investing ERISA Plan or Qualified Plan. See also "Identification of Plan Assets" below.

Prohibited Transactions

ERISA Plans and Qualified Plans are subject to special rules limiting direct and indirect transactions involving the assets of the Plan and certain persons related to the Plan, termed "parties in interest" under ERISA and "disqualified persons" under the Code. Disqualified persons and parties in interest include any fiduciary to a Plan, any service provider to a Plan, the employer sponsoring a Plan, and certain persons affiliated with a fiduciary, service provider or employer. In addition, ERISA and the Code prohibit fiduciaries of a Plan from engaging in various acts of self-dealing. A party in interest engaging in a "prohibited transaction" may be subject to substantial excise tax penalties and possibly personal liability. Further, any fiduciary to an ERISA Plan taking or permitting any action which the fiduciary knows or should know constitutes a "prohibited transaction" may be personally liable for any loss resulting to the ERISA Plan from such transaction, and subject to forfeiture of any gain derived by the fiduciary from the transaction. The persons acting on behalf of an investing Plan should consider whether an investment of Plan assets in the Company might constitute a prohibited transaction, as might occur for example if the Investment Manager or one of its affiliates were a fiduciary to the investing Plan in connection with its purchase of Shares.

Identification of Plan Assets

Under Section 3(42) of ERISA and U.S. Department of Labor Regulations Section 2510.3-101, as modified by Section 3(42) of ERISA (together, the "Plan Asset Rules"), the fiduciary, prohibited transaction and other provisions of ERISA and the Code, including the rules for determining who is a party in interest or disqualified person, would generally be applied by treating an investing Plan's assets as including its investment in the Company but not including any of the underlying assets of the Company. Under the Plan Asset Rules, however, assets of the Company may be considered to include assets of the investing Plans if, immediately after any acquisition of an equity interest in the Company, 25% or more (or any higher percentage which may be specified by regulation) of the value of any class of equity interests in the Company is held by "Benefit Plan Investors." For this purpose, a Benefit Plan Investor means an ERISA Plan, a Qualified Plan, or an entity deemed to hold plan assets under the Plan Asset

Rules by reason of investment in the entity by ERISA Plans or Qualified Plans. However, entities which hold plan assets are generally considered to be Benefit Plan Investors only to the extent that their equity interests are held by Benefit Plan Investors, although special rules apply to certain entities, including insurance companies investing assets of their separate accounts and bank collective trust funds. In performing the 25% calculation, Shares held by persons (and their affiliates) who provide investment advice to the Company for a fee, direct or indirect (including the Investment Manager), or have discretionary authority over the Company's assets, are disregarded.

Consequences of Plan Asset Status

Under ERISA and the Code, a person who exercises any discretionary authority or discretionary control respecting the management or disposition of the assets of a Plan or who renders investment advice for a fee to a Plan is generally considered to be a fiduciary of such Plan. Consequently, should the 25% threshold be exceeded as to any class of equity interests in the Company, the Investment Manager could be characterized as a fiduciary of the investing Plans. As a result, various transactions between the Company on the one hand and the Investment Manager, its affiliates, or other parties in interest or disqualified persons with respect to the investing Plans on the other hand could constitute prohibited transactions under ERISA or the Code. In addition, the prudence standards and other provisions of Title I of ERISA applicable to investments by ERISA Plans and their fiduciaries would extend to investments made by the Company, and the ERISA Plan fiduciaries who made a decision to invest the Plan's assets in the Company could, under certain circumstances, be liable as co-fiduciaries for actions taken by the Company or the Investment Manager. Finally, certain other requirements of ERISA, such as the requirement that the indicia of ownership of a Plan's assets be held within the U.S., may become applicable to, but not be satisfied as to, the assets of the Company.

Limitation on Investment by Benefit Plan Investors

In order that the assets of the Company are not deemed to be plan assets under ERISA and the Code, the Company does not currently intend to permit the investment by Benefit Plan Investors in any class of the Company's equity interests to equal or exceed 25% percent (or any higher percentage prescribed by the Plan Asset Rules) at any time. Accordingly, the Directors have the right, in their sole and absolute discretion, to reject any proposed investment by a prospective or existing investor, to deny approval for any transfer of Shares and to require that a Shareholder redeem all or part of its Shares. Consequently, the Company does not anticipate that its assets will be deemed to include the plan assets of any Benefit Plan Investor in the Company under ERISA and the Code. However, the Company reserves the right, in its sole discretion, to permit investment by Benefit Plan Investors in the Company to exceed the 25% threshold and to comply thereafter with the applicable provisions of ERISA and the Code.

Representations by Benefit Plan Investors

Fiduciaries proposing to invest the assets of an ERISA Plan or a Qualified Plan in the Company will be required to represent that they have been informed of and understand the Company's investment objectives, policies and strategies and that the decision to invest such Plan's assets in the Company is consistent with the Plan's terms and the applicable provisions of ERISA and the Code, including, without limitation, terms and provisions that require diversification of Plan assets and impose other fiduciary responsibilities. The fiduciaries of investing Plans will also be required to represent that they are not relying upon the investment or other advice of the Investment Manager or its affiliates in investing in the Company and that the acquisition and holding of Shares will not constitute a non-exempt "prohibited transaction" under ERISA or the Code. Finally, any entity that is a Benefit Plan Investor immediately prior to its acquisition of any Shares or at any time thereafter while it continues to hold any Shares

must notify the Company of its status as a Benefit Plan Investor prior to its initial acquisition of any Shares, or, if it first becomes a Benefit Plan Investor after its initial acquisition of any Shares, immediately upon becoming a Benefit Plan Investor. Each entity that is a Benefit Plan Investor must also advise the Company of the percentage of its assets which are considered to constitute "plan assets," and must notify the Company promptly in the event of any change in such percentage.

SUBSCRIPTION PROCEDURE

Shares will be offered subject to prior sale and to withdrawal, cancellation or modification of the Offering. The Company reserves the right to accept or reject any offer to purchase Shares, in whole or in part, at any time prior to the completion of the Offering.

In order to apply for Shares in the Offering, investors that are U.S. Persons as defined in "Definition of U.S. Person" above must complete and execute the U.S. Application Form.

Investors should carefully review the U.S. Application Form before subscribing for Shares. It contains, among other things, a number of representations and warranties by the investor required for purposes of compliance with various legal requirements and an indemnity from the investor. The investor should consult its own counsel if it has any questions concerning the representations, warranties, and indemnity in the U.S. Application Form.

The U.S. Application Form should be completed and executed and signed copies of the Form should be faxed to the Company at 011-353-1 523 8390. Hard copies of the signed U.S. Application Form should be sent to:

Odey Investment Funds plc
c/o Quintillion Limited
24-26 City Quay
Dublin 2, Ireland

Tel: 011-353- 1 523 8290

ADDITIONAL INFORMATION

This U.S. Supplement, the Prospectus, and any applicable Sub-Fund Supplements may not contain all of the information concerning the Company and the Shares which is available. The Company will make available to each prospective investor at a reasonable time prior to the purchase by such prospective investor of Shares the opportunity to ask questions and receive answers concerning the terms and conditions of the Offering and to obtain any additional information which the Company possesses or can obtain without unreasonable effort or expense that is necessary to verify the accuracy of information contained in this U.S. Supplement and the Prospectus. The Company will make copies of all applicable documents available to potential investors upon request. Requests for further information should be directed to the Administrator.

If you are in doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

ODEY INVESTMENT FUNDS PLC

(An open-ended umbrella type investment company with variable capital and with segregated liability between Sub-Funds incorporated with limited liability under the laws of Ireland, registered number 360460)

Investment Manager

ODEY ASSET MANAGEMENT LLP

Dated: November 6, 2015

PRELIMINARY

Odey Investment Funds plc (the "Company") is an open-ended umbrella type investment company with variable capital and with segregated liability between Sub-Funds incorporated with limited liability under the laws of Ireland and authorised by the Central Bank pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 as amended or supplemented from time to time and any notices or regulations that may from time to time be issued by the Central Bank affecting the Company (the "UCITS Regulations").

Authorisation of the Company and approval of its Sub-Funds by the Central Bank is not an endorsement or guarantee of the Company or its Sub-Funds by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus. The authorisation of the Company and approval of its Sub-Funds by the Central Bank shall not constitute a warranty as to the performance of the Company or of its Sub-Funds and the Central Bank shall not be liable for the performance or default of the Company or of its Sub-Funds.

The Directors of the Company, whose names appear under the heading "Management and Administration of the Company", accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

The Company may issue multiple Sub-Funds and different Classes of Shares within any Sub-Fund from time to time. New Sub-Funds may be established by the Directors with the prior approval of the Central Bank. New Classes of Shares may be established and notified to and cleared in advance with the Central Bank or otherwise must be created in accordance with the requirements of the Central Bank. A Supplement for each new Sub-Fund and one or more Classes of Shares, if applicable, will be issued at the time of the creation of any Sub-Fund or Class.

This Prospectus may only be issued with one or more Supplements, each containing information relating to a particular Sub-Fund or Class of Shares in a particular Sub-Fund. This Prospectus and the relevant Supplements to this Prospectus should be read and construed as one document.

No person has been authorised to issue any advertisement or to give any information, or to make any representations in connection with the offering, placing, subscription or sale of Shares other than those contained in this Prospectus and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by the Company. Neither the delivery of this Prospectus nor the offer, placement, allotment or issue of any of the Shares shall under any circumstances create any implication or constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date hereof.

This Prospectus does not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised, or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Prospectus comes are required to inform themselves about, and to observe, such restrictions. Prospective investors

should inform themselves as to (a) the legal requirements within their own jurisdictions for the purchase or holding of Shares, (b) any foreign exchange restrictions which may affect them, and (c) the income and other tax consequences which may apply in their own jurisdictions relevant to the purchase, holding or disposal of Shares.

The Shares have not been nor will they be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or qualified under applicable United States statutes. Neither the Company nor the Investment Manager will be registered as Investment Managers under the United States Investment Managers Act of 1940, as amended. Accordingly the Shares may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories or possessions and all areas subject to its jurisdiction (the "United States") or to or for the account of any U.S. Person (as defined in Appendix III hereto) (except in accordance with an applicable exemption from the registration requirements of the Securities Act). Except as set out below and as permitted by the Company, the Shares may not be purchased or held by U.S. Persons at any time and any U.S. Person, without such approval, who is the holder of Shares will not be entitled to the benefits accorded to Shareholders.

Notwithstanding the foregoing, the issue of Shares may be arranged by the offer and sale of Shares to U.S. Persons (in accordance with an applicable exemption from the registration requirements of the Securities Act) prior to the acceptance of their application for Shares, confirm in writing to the Administrator that they may purchase and hold Shares in accordance with an applicable exemption from the registration requirements of the Securities Act and agree to indemnify and keep indemnified the Company against any loss or damage which it might incur as a result of such confirmation being incorrect.

Applicants will be required to certify that they are not U.S. Persons or that they may purchase and hold shares in accordance with a US applicable exemption.

The Company may at any time redeem, or request the transfer of, Shares held by persons who are excluded from purchasing or holding Shares under the Articles.

The Company is a recognised collective investment scheme for the purposes of Section 264 of the Financial Services and Markets Act 2000 ("FSMA"). Therefore, the Company may be marketed to the general public in the UK.

Certain rules made under the FSMA for the protection of retail clients will not apply to UK investors. Compensation under the Financial Services Compensation Scheme will generally not be available to UK investors.

Shares in the Company confer rights against the Company in accordance with the Articles of Association of the Company. Voting rights are attached to Shares in the Company and the Company will hold an annual general meeting of Shareholders at which votes attaching to Shares may be exercised.

In connection with the Company's recognition under Section 264 of the FSMA, the Company will maintain the facilities required of a recognised scheme under the rules contained in the Collective Investment Schemes Sourcebook (produced by the Financial Conduct Authority in the UK ("FCA")), at the offices of the Investment Manager as specified in the "Directory" section of this Prospectus. Such facilities will enable any person to, among other things:

- (a) *inspect free of charge and to obtain free of charge, copies of the Company's:-*
 - (i) *Articles of Association;*
 - (ii) *latest Prospectus, Supplement(s) and key investor information documents; and*
 - (iii) *latest annual and half-yearly reports and financial statements;*
- (b) *obtain the most recently published Net Asset Value per Share;*
- (c) *arrange for redemption of Shares and obtain payment on redemption; and*
- (d) *submit a written complaint to the Company.*

The Investment Manager may effect transactions by or through the agency of another person with whom the Investment Manager has arrangements under which that party will from time to time provide to or procure for the Investment Manager or bear the costs of the provision of goods and services in relation to the execution of transactions on behalf of Sub-Funds and the provision of research services, and for which the Investment Manager makes no direct payments but instead is provided with such services in consideration of executing such transactions with or through the agency of such person. Such goods and services will reasonably assist the Investment Manager in the provision of services to the Sub-Funds on whose behalf orders are being executed and will not, and will not be likely to, compromise the ability of the Investment Manager to comply with its duty to act in the best interests of the Sub-Funds or its best execution obligations. The goods and services will not constitute goods or services which the FCA has specified do not satisfy the FCA's rules in respect of such arrangements and the receipt of such goods and services will not breach the FCA's rules on the receipt of inducements.

For the avoidance of doubt, such goods and services do not include travel, accommodation, entertainment, computer hardware, general administrative goods or services, general office equipment or premises, membership fees, employees' salaries or direct money payments. Where the Investment Manager enters into commission dealing arrangements it must ensure that:

- (i) *the broker or counterparty to the arrangement has agreed to provide best execution to the Sub-Funds;*
- (ii) *benefits provided under the arrangement must be those which enhance the quality of the investment services provided to the Sub-Funds;*
- (iii) *there is adequate disclosure in the periodic reports issued by the Company.*

Statements made in this Prospectus are based on the law and practice currently in force in Ireland and are subject to changes in that law.

There is no prohibition on dealings in the assets of the Company by the Administrator, the Custodian, the Investment Manager or entities related to the Administrator, to the Custodian or to the Investment Manager provided the transaction is carried out as if effected on normal commercial terms negotiated at arm's length, is in the best interests of Shareholders and

- (i) a certified valuation of the transaction by a person approved by the Custodian (or Directors in the case of a transaction with the Custodian) as independent and competent is obtained; or*
- (ii) the transaction is executed on the best terms available on an organised investment exchange under its rules; or*
- (iii) where (i) and (ii) are not practical, the transaction is executed on terms which the Custodian (or Directors in the case of transactions with the Custodian) is satisfied conform to normal commercial terms negotiated at arm's length and is in the best interests of Shareholders.*

Investors should note that because investments in securities can be volatile and that their value may decline as well as appreciate, there can be no assurance that a Sub-Fund will be able to attain its objective. The price of Shares as well as the income therefrom may go down as well as up to reflect changes in the Net Asset Value of a Sub-Fund.

Investors should be aware that the difference at any one time between the Subscription and Redemption Prices of Shares in each of the Sub-Funds or Classes means that an investment in a Sub-Fund should be viewed as medium to long term.

An investment in a Sub-Fund of the Company should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Attention is drawn to the section headed "Risk Factors".

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DEFINITIONS

The following definitions apply throughout this Prospectus unless the context otherwise requires:-

"Accounting Date"	the date by reference to which the annual accounts of the Company shall be prepared and shall be December 31 in each year or such other date as the Directors may from time to time decide. Shareholders will be notified in advance of any change to the Accounting Date;
"Accounting Period"	a period ending on an Accounting Date and commencing from the end of the last Accounting Period;
"Administration Agreement"	an agreement dated October 25, 2002, between the Company and the Administrator, as amended by a first supplemental agreement dated November 5, 2004, a second supplemental agreement dated May 30, 2006, as novated by a novation agreement dated January 3, 2006, as amended by a third supplemental agreement dated November 1, 2007, a fourth supplemental agreement dated August 24, 2012, a fifth supplemental agreement dated June 20, 2013, a sixth supplemental agreement dated October 10, 2014, a seventh supplemental agreement dated May 15, 2015 and as may be further amended from time to time in accordance with the requirements of the Central Bank;
"Administrator"	RBC Investor Services Ireland Limited or any other company appointed by the Company and appointed in accordance with the requirements of the Central Bank as administrator of the Company's and of each Sub-Fund's affairs;
"AIMA"	the Alternative Investment Management Association;
"Articles"	the Memorandum and Articles of Association of the Company, as amended from time to time with the prior approval of the Central Bank;
"Base Currency"	the currency in which the Shares of a Sub-Fund are denominated;
"Board" or "Directors"	the board of directors of the Company, including duly authorised committees of the board of directors;
"Business Day"	every day which is a bank business day in Ireland and London;
"Central Bank"	the Central Bank of Ireland;
"Class of Shares"	a particular class of Shares in a Sub-Fund;
"Company"	Odey Investment Funds plc;

<i>“Custodian”</i>	RBC Investor Services Bank S.A., Dublin Branch, or any other company appointed by the Company and approved by the Central Bank as custodian of the assets of the Company and of each Sub-Fund;
<i>“Custodian Agreement”</i>	an agreement dated October 25, 2002 between the Company and the Custodian, as amended by a first supplemental agreement dated November 5, 2004, a second supplemental agreement dated May 29, 2006, as novated by a novation agreement dated January 3, 2006, as amended by a third supplemental agreement dated November 1, 2007, a fourth supplemental agreement dated May 15, 2015 and as may be further amended from time to time in accordance with the requirements of the Central Bank;
<i>“Dealing Day”</i>	unless otherwise specified in the relevant Supplement for a particular Sub-Fund, every Business Day or such day or days in each year as the Directors may from time to time determine for each Sub-Fund provided there shall be at least one Dealing Day every fortnight and all Shareholders are notified in advance;
<i>“Distribution Date”</i>	the date or dates by reference to which a distribution may at the option of the Company be declared;
<i>“Distribution Period”</i>	any period ending on an Accounting Date or a Distribution Date as the Company may select and beginning on the day following the last preceding Accounting Date, or the day following the last preceding Distribution Date, or the date of the initial issue of Shares of a Sub-Fund, as the case may be;
<i>“Distributors”</i>	any one or more persons appointed by the Global Distributor as distributors of the Shares of the Company and of each or any Sub-Fund;
<i>“Duties and Charges”</i>	all stamp and other duties, taxes, governmental charges, evaluation fees, agents' fees, brokerage fees, bank charges, transfer fees, registration fees, and other charges whether in respect of the constitution or increase of the assets of the Company, or the creation, exchange, sale, purchase or transfer of Shares or the purchase, transfer, sale or exchange or proposed purchase, transfer, sale or exchange of investments, market spread or in respect of any share certificates or otherwise which may have become payable in respect of or prior to or upon the occasion of any transaction, dealing or valuation but does not mean commission payable to agents or brokers on the issue of Shares;

“Exempt Irish Investor”

- a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the Taxes Act or a retirement annuity contract or a trust scheme to which Section 784 or 785 of the Taxes Act applies;
- a company carrying on life business within the meaning of Section 706 of the Taxes Act;
- an investment undertaking within the meaning of Section 739B(1) of the Taxes Act;
- a special investment scheme within the meaning of Section 737 of the Taxes Act;
- a charity being a person referred to in Section 739D(6)(f)(i) of the Taxes Act;
- a unit trust to which Section 731(5)(a) of the Taxes Act applies;
- a qualifying fund manager within the meaning of Section 784A(1)(a) of the Taxes Act where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
- a qualifying management company within the meaning of Section 739B of the Taxes Act;
- an investment limited partnership within the meaning of Section 739J of the Taxes Act;
- a personal retirement savings account (“PRSA”) administrator acting on behalf of a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the Taxes Act and the Shares are assets of a PRSA;
- a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- the National Asset Management Agency;
- 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 the State acting through the National Treasury Management Agency;
- a company which is within the charge to corporation tax in accordance with Section 110(2) of the Taxes Act in respect of payments made to it by the Company; or
- any other Irish Resident or persons who are Ordinarily Resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising tax exemptions associated with the Company giving rise to a charge to tax in the Company;

provided that they have correctly completed the Relevant Declaration;

<i>“Global Distributor”</i>	Odey Asset Management LLP or any other person or persons for the time being duly appointed global distributor of the Shares in succession to Odey Asset Management LLP;
<i>“Global Distribution Agreement”</i>	an agreement dated October 25, 2002, between the Company and the Global Distributor, as novated by a novation agreement dated November 21, 2002 and as amended by a first supplemental agreement dated May 29, 2006 and as may be further amended from time to time in accordance with the requirements of the Central Bank;
<i>“Intermediary”</i>	<p>a person who:</p> <ul style="list-style-type: none"> • 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.
<i>“Investment Manager”</i>	Odey Asset Management LLP or any other company appointed by the Company in accordance with the requirements of the Central Bank as Investment Manager of the Company and of each Sub-Fund;
<i>“Investment Management Agreement”</i>	an agreement dated October 25, 2002, between the Company and the Investment Manager, as novated by a novation agreement dated November 21, 2002 and as amended by a first supplemental agreement dated November 5, 2004, a second supplemental agreement dated May 29, 2006, a third supplemental agreement dated September 17, 2008 and a fourth supplemental agreement dated February 12, 2014 and as may be further amended from time to time in accordance with the requirements of the Central Bank;
<i>“IOSCO”</i>	the International Organisation of Securities Commissions;
<i>“Ireland”</i>	the Republic of Ireland;
<i>“Irish Resident”</i>	<ul style="list-style-type: none"> • in the case of an individual, means an individual who is resident in Ireland for tax purposes. • in the case of a trust, means a trust that is resident in Ireland for tax purposes. • in the case of a company, means a company that is resident in Ireland for tax purposes.

An individual will be regarded as being resident in Ireland for a tax year if he/she is present in Ireland: (1) for a period of at least 183 days in that tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is present in Ireland for at least 31 days in each period. In determining days present in Ireland, an individual is deemed to be present if he/she is in Ireland at any time during the day. This new test takes effect from 1 January 2009 (previously in determining days present in Ireland an individual was deemed to be present if he/she was in Ireland at the end of the day (midnight)).

A trust will generally be Irish resident where the trustee is resident in Ireland or a majority of the trustees (if more than one) are resident in Ireland.

A company which has its central management and control in Ireland is resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which is incorporated in Ireland is resident in Ireland except where:-

- 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 taxation treaty, or the company or a related company are quoted companies on a recognised Stock Exchange in the EU or in a treaty country under a double taxation treaty between Ireland and that country. This exception does not apply where it would result in an Irish incorporated company that is managed and controlled in a relevant territory (other than Ireland), but would not be resident in that relevant territory as it is not incorporated there, not being resident for tax purposes in any territory.

or

- the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

The Finance Act 2014 amended the above residency rules for companies incorporated on or after 1 January 2015. These new residency rules will ensure that companies incorporated in Ireland and also companies not so incorporated but that are managed and controlled in Ireland, will be tax resident in Ireland except to the extent that the company in question is, by virtue of a double taxation treaty between Ireland and another country, regarded as resident in a territory other than Ireland (and thus not resident in Ireland). For companies

incorporated before this date these new rules will not come into effect until 1 January 2021 (except in limited circumstances).

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and potential investors are referred to the specific legislative provisions that are contained in Section 23A of the Taxes Act;

<i>"Management Share"</i>	a management share in the capital of the Company;
<i>"Member State"</i>	a member state of the European Union;
<i>"Net Asset Value of the Company"</i>	the aggregate Net Asset Value of all the Sub-Funds;
<i>"Net Asset Value of a Sub-Fund"</i>	the net asset value of a Sub-Fund calculated in accordance with the provisions of the Articles, as described under "The Company - Calculation of Net Asset Value";
<i>"Net Asset Value per Share"</i>	the net asset value per Share of a Sub-Fund or Class calculated in accordance with the provisions of the Articles, as described under "The Company - Calculation of Net Asset Value";
<i>"OECD Member Country"</i>	each of Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Luxembourg, Mexico, the Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States and any other country for the time being which is a member of the Organisation for Economic Co-Operation and Development;
<i>"Ordinarily Resident in Ireland"</i>	<ul style="list-style-type: none">• in the case of an individual, means an individual who is ordinarily resident in Ireland for tax purposes• in the case of a trust, means a trust that is ordinarily resident in Ireland for tax purposes.

An individual will be regarded as ordinarily resident for a particular tax year if he/she has been Irish Resident for the three previous consecutive tax years (i.e. he/she becomes ordinarily resident with effect from the commencement of the fourth tax year). An individual will remain ordinarily resident in Ireland until he/she has been non-Irish

Resident for three consecutive tax years. Thus, an individual who is resident and ordinarily resident in Ireland in the tax year 1 January 2015 to 31 December 2015 and departs from Ireland in that tax year will remain ordinarily resident up to the end of the tax year 1 January 2018 to 31 December 2018.

The concept of a trust's ordinary residence is somewhat obscure and linked to its tax residence;

"OTC"	over-the-counter;
"Paying Agent"	one or more paying agents appointed by the Company in certain jurisdictions in accordance with the requirements of the Central Bank;
"Recognised Clearing System"	any clearing system listed in Section 246A of the Taxes Act (including, but not limited to, Euroclear, Clearstream Banking AG, Clearstream Banking SA and CREST) or any other system for clearing shares which is designated for the purposes of Chapter 1A in Part 27 of the Taxes Act, by the Irish Revenue Commissioners, as a recognised clearing system;
"Recognised Exchange"	any regulated stock exchange or market on which a Sub-Fund may invest. A list of those stock exchanges or markets is contained in Appendix II hereto;
"Register"	the register in which the names of the Shareholders of the Company are listed;
"Relevant Declaration"	the declaration relevant to the Shareholder as set out in Schedule 2B of the Taxes Act;
"Relevant Period"	a period of 8 years beginning with the acquisition of a Share by a Shareholder and each subsequent period of 8 years beginning immediately after the preceding Relevant Period;
"Redemption Price"	the Net Asset Value per Share of a Sub-Fund or Class of Shares deducting such sum as the Directors consider appropriate for Duties and Charges;
"Securities Act"	the United States Securities Act of 1933, as amended;
"Shareholder"	a person who is registered as the holder of Shares in the register for the time being kept by or on behalf of the Company;

"Shares"

participating shares of no par value in the capital of the Company, designated as participating shares in one or more Sub-Funds;

"Specified US Person"

means (i) a US citizen or resident individual, (ii) a partnership or corporation organized in the United States or under the laws of the United States or any State thereof (iii) a trust if (a) a court within the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and (b) one or more US persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States; excluding (1) a corporation the stock of which is regularly traded on one or more established securities markets; (2) any corporation that is a member of the same expanded affiliated group, as defined in section 1471(e)(2) of the U.S. Internal Revenue Code, as a corporation described in clause (i); (3) the United States or any wholly owned agency or instrumentality thereof; (4) any State of the United States, any U.S. Territory, any political subdivision of any of the foregoing, or any wholly owned agency or instrumentality of any one or more of the foregoing; (5) any organization exempt from taxation under section 501(a) or an individual retirement plan as defined in section 7701(a)(37) of the U.S. Internal Revenue Code; (6) any bank as defined in section 581 of the U.S. Internal Revenue Code; (7) any real estate investment trust as defined in section 856 of the U.S. Internal Revenue Code; (8) any regulated investment company as defined in section 851 of the U.S. Internal Revenue Code or any entity registered with the Securities Exchange Commission under the Investment Company Act of 1940 (15 U.S.C. 80a-64); (9) any common trust fund as defined in section 584(a) of the U.S. Internal Revenue Code; (10) any trust that is exempt from tax under section 664(c) of the U.S. Internal Revenue Code or that is described in section 4947(a)(1) of the U.S. Internal Revenue Code; (11) a dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any State; or (12) a broker as defined in section 6045(c) of the U.S. Internal Revenue Code. This definition shall be interpreted in accordance with the US Internal Revenue Code;

"Sub-Fund"

a sub-fund of the Company established by the Directors from time to time with the prior approval of the Central Bank;

"Sub-Investment Manager"

any one or more sub-investment managers or any other company appointed by the Investment Manager in accordance with the requirements of the Central Bank to act as sub-investment manager of any one or more Sub-Funds or of any portion of the assets thereof.

<i>“Subscription Price”</i>	the Net Asset Value per Share of a Sub-Fund or Class of Shares plus such sum as the Directors consider appropriate for Duties and Charges;
<i>“Supplement”</i>	a Supplement to this Prospectus detailing the specific information relating to any particular Sub-Fund and one or more Classes of Shares, if applicable;
<i>“Taxes Act”</i>	The Taxes Consolidation Act, 1997 (of Ireland) as amended;
<i>“UCITS”</i>	an Undertaking for Collective Investment in Transferable Securities established pursuant to EC Council Directive 85/611/ECC of 20 December, 1985, as amended;
<i>“UCITS Notices”</i>	a notice or notices with respect to UCITS issued from time to time by the Central Bank as the competent authority with responsibility for the authorisation and supervision of Irish UCITS (as amended, consolidated or substituted from time to time);
<i>“UCITS Regulations”</i>	the European Communities Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended, consolidated or substituted from time to time) and any regulations or notices issued by the Central Bank pursuant thereto for the time being in force;
<i>“United States”</i>	the United States of America and any state, territory, or possession thereof, any area subject to its jurisdiction, the District of Columbia and any enclave of the United States government or its agencies or instrumentalities;
<i>“U.S. Person”</i>	a U.S. Person as defined in Regulation S under the Securities Act and CFTC Rule 4.7, as described in Appendix III hereto;
<i>“Valuation Day”</i>	the Business Day immediately preceding a Dealing Day;
<i>“VAT”</i>	any value added tax, goods and services tax, sales tax or other similar tax imposed by any country.

In this Prospectus, unless otherwise specified, all references to “billion” are to one thousand million, to “US Dollars”, “US\$” or “cents” are to United States US Dollars or cents, “Stg”, “Sterling” are to Great British Pounds, “Euro” is to Euro, “Swiss Francs” is to Swiss Francs, to “Norwegian Krone” is to Norwegian Krone and to “Australian Dollars”, “AUD\$” is to Australian Dollars.

THE COMPANY

Establishment and Duration

The Company was incorporated on August 21, 2002 under the laws of Ireland as an open-ended umbrella type investment company with variable capital and limited liability and with segregated liability between Sub-Funds and has been authorised by the Central Bank pursuant to the UCITS Regulations. The Company's share capital is at all times equal to the Net Asset Value of the Company.

Although the Company has an unlimited life, it may at any time, by giving not less than four nor more than twelve weeks' notice to the Shareholders, expiring on a Dealing Day, redeem at the Redemption Price prevailing on such Dealing Day all the Shares in each or any Sub-Fund then outstanding.

Structure

The Company is an umbrella type collective investment vehicle broken down into distinct Sub-Funds. Additional Sub-Funds may, with the prior approval of the Central Bank, be established by the Directors and the name of each additional Sub-Fund, the terms and conditions of its initial offer of Shares, details of its investment objectives, policies and restrictions and of any applicable fees and expenses shall be set out in a Supplement to this Prospectus.

Each Sub-Fund may be sub-divided into Classes of Shares with different rights or benefits thereof. Prior to the issue of any Shares, the Directors will designate the Sub-Fund and Class of Shares (if appropriate) from which such Shares shall be issued. A separate pool of assets will not be maintained for each Class of Shares. A separate portfolio will be maintained for each Sub-Fund and will be invested in accordance with the investment objectives and policies applicable to such Sub-Fund. The assets of each Sub-Fund shall initially be constituted out of the proceeds of the initial issue of Shares in the Sub-Fund. Thereafter the assets of each Sub-Fund shall include the investments, cash and other property arising from such proceeds and the proceeds of any Shares in the Sub-Fund subsequently issued. New Sub-Funds may be established by the Directors with the prior approval of the Central Bank. New Classes of Shares may be established and notified to and cleared in advance with the Central Bank or otherwise must be created in accordance with the requirements of the Central Bank.

A Class of Shares may be designated in a currency other than the Base Currency of the relevant Sub-Fund as detailed in the relevant Supplement to this Prospectus. 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. Depreciation of that nature may also occur as a result of changes in the exchange rate between the designated currency of a particular Class of Shares and the currency of denomination of the assets of the Sub-Fund attributable to that Class of Shares. The Investment Manager may try to mitigate the risk of depreciation of the value of such Shares by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge. If the Investment Manager enters into such transactions then they will each be solely attributable to the relevant Class of Shares and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Shares. In such circumstances, Shareholders of that Class may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments and this strategy may limit holders of the Class from benefiting if the Class currency falls against the Base Currency of the Sub-Fund

and/or the currency in which the assets of the scheme are denominated. Where the Investment Manager seeks to hedge against currency fluctuations, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line with the performance of the underlying assets with the result that investors in that Class may not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Sub-Fund are denominated.

Monies subscribed for each Sub-Fund should be in the Base Currency of the relevant Sub-Fund or the designated currency of a Class, as applicable.

The Company is an umbrella-type investment company with segregated liability between Sub-Funds and the assets of one Sub-Fund will not be used to discharge liabilities of any other Sub-Fund. The assets and liabilities of the Company shall be allocated to each Sub-Fund in the following manner:

- (i) for each Sub-Fund, the Company shall keep separate books and records in which all transactions relating to the relevant Sub-Fund shall be recorded and, in particular, the proceeds from the issue of Shares in each Sub-Fund shall be applied in the books of the Company to that relevant Sub-Fund, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Sub-Fund subject to the provisions below;
- (ii) any asset derived from another asset of a Sub-Fund shall be applied in the books of the relevant Sub-Fund as the asset from which it was derived and on each valuation of an asset, the increase or diminution in value thereof shall be applied to the relevant Sub-Fund;
- (iii) where the Company incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund;
- (iv) in the case where an asset or a liability of the Company cannot be considered as being attributable to a particular Sub-Fund, the Directors shall have the discretion subject to the approval of the Auditors to determine the basis upon which such asset or liability shall be allocated between the Sub-Funds;

provided that all liabilities shall (in the event of a winding up of the Company or a redemption of all of the Shares of the Sub-Fund) be binding on the relevant Sub-Fund to which they are attributable.

Investment Objectives and Policies

The sole object for which the Company has been established is the collective investment of capital raised from the public in transferable securities and other liquid financial assets referred to in the UCITS Regulations and the Company operates on the principle of risk spreading in accordance with the UCITS Regulations. The specific investment objectives and policies to be pursued by a particular Sub-Fund and the

instruments in which the assets of the Sub-Fund will be invested shall be specified in the Supplement for the relevant Sub-Fund.

The Directors, in consultation with the Investment Manager, are responsible for the formulation of each Sub-Fund's investment objectives and investment policies and any subsequent changes to those objectives or policies. The investment objective of a Sub-Fund as disclosed in the relevant Supplement to this Prospectus may not be altered without approval of Shareholders on the basis of a majority of votes cast at a general meeting. A material change in the investment policy of a Sub-Fund shall also require prior Shareholder approval on the basis of a majority of votes cast at a general meeting of Shareholders. In the event of a change of investment objective and/or investment policies a reasonable notification period shall be provided by the Directors to enable Shareholders to seek redemption of their Shares prior to implementation of such changes.

Profile of a Typical Investor

The profile of a typical investor for each Sub-Fund shall be set out in the Supplement for the relevant Sub-Fund.

General

The investment return to Shareholders in a particular Sub-Fund is related to the Net Asset Value of that Sub-Fund which in turn is primarily determined by the performance of the portfolio of investments held by that Sub-Fund. Where reference to a specific index is made in the investment policy of a Sub-Fund, the Investment Manager may, without assuming a change in that investment policy, change the reference index to any other index representing a similar or generally consistent exposure where, for reasons outside the Investment Manager's control, the original reference index is no longer the benchmark index for that exposure.

Pending investment of the proceeds of a placing or offer of Shares or where market or other factors so warrant, a Sub-Fund's assets may, subject to the investment restrictions set out under the heading "Investment Restrictions" below, be invested and held in/as money market instruments, cash deposits and/or cash equivalents (held as ancillary liquid assets) denominated in such currency or currencies as the Investment Manager may from time to time determine.

A Sub-Fund may also more generally and from time to time hold or maintain ancillary liquid assets including but not limited to time deposits, master demand notes and variable rate demand notes, subject to the investment restrictions set out under the heading "Investment Restrictions" below. Where the Investment Manager intends to hold or maintain such investments it will be disclosed in the Supplement for the relevant Sub-Fund.

Certain Sub-Funds may be established as fund of funds or as feeder funds pursuant to the provisions of the UCITS Regulations in which case that shall be disclosed in the relevant Supplement to this Prospectus. A feeder fund is a Sub-Fund which has been approved by the Central Bank to invest at least 85% of its assets in the units of another UCITS fund, by way of derogation from the provisions of the UCITS Regulations. A Sub-Fund may also convert to a feeder fund in accordance with the requirements of the Central Bank.

Efficient Portfolio Management

Where considered appropriate, the Sub-Funds may utilise techniques and instruments, such as futures, options, stocklending arrangements and forward currency contracts, for efficient portfolio management and/or to protect against exchange risks subject to the conditions and within the limits laid down by the Central Bank. Where the Investment Manager intends to use techniques and instruments for efficient portfolio management for a Sub-Fund that will be disclosed in the relevant Supplement to this Prospectus.

Efficient portfolio management transactions relating to the assets of a Sub-Fund may be entered into by the Investment Manager with one of the following aims a) a reduction of risk b) a reduction of cost with no increase or a minimal increase in risk c) generation of additional capital or income with no, or an acceptably low level of risk (relative to the expected return) and the diversification requirements in accordance with the Central Bank's UCITS Notice 9 "Eligible Assets and Investment Restrictions" and as disclosed under the heading "Eligible Assets and Investment Restrictions" below. In relation to efficient portfolio management operations the Investment Manager will look to ensure that the techniques and instruments used are economically appropriate in that they will be realised in a cost-effective way. Forward foreign exchange contracts may be used for hedging purposes or to alter the currency characteristics of transferable securities held by the Sub-Funds where the Investment Manager considers it economically appropriate or to reflect the Investment Manager's views on the likely movement of currencies. Because currency positions held by the Sub-Fund may not correspond with the asset positions held performance may be strongly influenced by movements in foreign exchange rates.

A description of the main techniques and instruments that may be used for efficient portfolio management are set out below.

A Sub-Fund may sell futures on securities, currencies or interest rates to provide an efficient, liquid and effective method for the management of risks by "locking in" gains and/or protecting against future declines in value. A Sub-Fund may also buy futures on securities, currencies or interest rates to provide a cost effective and efficient mechanism for taking position in securities.

A Sub-Fund may utilise options (including equity index options, options on futures and options on swaps) to increase its current return by writing covered call options and put options on securities it owns or in which it may invest and on currencies. A Sub-Fund receives a premium from writing a call or put option, which increases the return if the option expires unexercised or is closed out at a net profit. If a Sub-Fund writes a call option, it gives up the opportunity to profit from any increase in the price of a security or currency above the exercise price of the option; when it writes a put option, a Sub-Fund takes the risk that it will be required to purchase a security or currency from the option holder at a price above the current market price of the security or currency. A Sub-Fund may terminate an option that it has written prior to its expiration by entering into a closing purchase transaction in which it purchases an option having the same terms as the option written.

A Sub-Fund may purchase put options (including equity index options, options on futures and options on swaps) to provide an efficient, liquid and effective mechanism for "locking in" gains and/or protecting against future declines in value on securities that it owns. This allows a Sub-Fund to benefit from future gains in the value of a security without the risk of the fall in value of the security. A Sub-Fund may also purchase call options (including equity index options and options on futures) to provide an efficient, liquid and effective

mechanism for taking position in securities. This allows a Sub-Fund to benefit from future gains in the value of a security without the need to purchase and hold the security. A Sub-Fund may also purchase call options on currencies to protect against exchange risks.

A Sub-Fund may enter into forward currency contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. A Sub-Fund may enter into these contracts to hedge against changes in currency exchange rates. A Sub-Fund may use one currency (or a basket of currencies) to hedge against adverse changes in the value of another currency (or a basket of currencies) when exchange rates between the two currencies are positively correlated.

A Sub-Fund may utilise stocklending agreements. In such transaction the Sub-Fund may temporarily transfer its securities to a borrower, with agreement by the borrower to return equivalent securities to the Sub-Fund at pre-agreed time. In entering into such transactions the Sub-Fund will endeavour to increase the returns on its portfolio of securities by receiving a fee for making its securities available to the borrower.

A Sub-Fund may enter into contracts for difference. Contracts for difference are OTC derivatives which take advantage of the economical benefits which are not afforded through investing directly in certain securities markets. A Sub-Fund may purchase equity contracts for difference as a means of gaining exposure to the economic performance and cash flows of an equity security without the need for taking or making physical delivery of the security. A contract for difference is a financial instrument linked to an underlying share price. Consequently, no rights are acquired or obligations incurred relating to the underlying share and the Sub-Fund may buy (go long) or sell (go short) depending on the Investment Manager's view of a company's share price. Contracts for difference are highly leveraged instruments and for a small deposit (margin) it is possible for a Sub-Fund to hold a position much greater than would be possible with a traditional investment. This means that gains and losses are, therefore, magnified. In the case of substantial and adverse market movements, the potential exists to lose all of the money originally deposited and to remain liable to pay additional funds immediately to maintain the margin requirement. A contract for difference reflects all corporate actions affecting the underlying share such as dividends, bonus and rights issues. However, unlike traditional share trading no stamp duty is payable on the purchase of a contract for difference. Contracts for difference are available on the stocks or shares of most major UK, US and continental European companies.

In the context of stocklending arrangements, after deduction of such other relevant amounts as may be payable under the relevant securities lending agency agreement, all proceeds collected on fee income arising off the securities lending programme shall be allocated between the relevant Sub-Fund and the securities lending agent in such proportions (plus VAT, if any) as may be agreed in writing from time to time and disclosed in the annual report of the Company. All costs or expenses arising in connection with the securities lending programme, including the fees of the Custodian, should be borne by the respective parties in the same proportions as agreed in respect of the income above.

Transaction costs may be incurred in respect of other efficient portfolio management techniques in respect of a Sub-Fund. All revenues from efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the relevant Sub-Fund. Any direct and indirect operational costs/fees arising from efficient portfolio management techniques do not include hidden revenue and will be paid to such entities as outlined in the annual report of the Company, which shall indicate if the entities are related to the Custodian.

Financial Derivative Instruments

A Sub-Fund may invest in financial derivative instruments ("FDIs") for investment purposes where specified in the relevant Supplement to this Prospectus. The types of FDIs and the purpose for which they may be used shall be set out in the relevant Supplements to this Prospectus.

Collateral Management

In accordance with the requirements of the Central Bank, the Investment Manager will employ a collateral management policy for and on behalf of the Company and each Sub-Fund in respect of collateral received in respect of OTC financial derivative transactions whether used for investment or for efficient portfolio management purposes. Any collateral received by the Company for and on behalf of a Sub-Fund on a title transfer basis shall be held by the Custodian. For other types of collateral arrangements, the collateral may be held with a third party custodian which is subject to prudential supervision and which is unrelated to the collateral provider.

The collateral management policy employed by the Investment Manager in respect of the Sub-Funds arising from OTC financial derivative transactions provides that cash and highly liquid assets which meet with the regulatory criteria (as disclosed in the risk management process) in respect of valuation, issue credit quality, correlation and collateral diversification will be permitted collateral for each proposed financial derivative transaction. The collateral policy operated by the Investment Manager will set appropriate levels of collateral required by the Investment Manager in respect of derivative transactions. The Investment Manager will also employ a haircut policy for each class of assets received as collateral taking account of the characteristics of the assets received as collateral such as the credit standing or the price volatility and the outcome of any liquidity stress testing policy.

Any cash collateral received for and on behalf of a Sub-Fund may be invested in any of the following:

- (i) deposits with relevant institutions (as defined in the UCITS Notices);
- (ii) high quality government bonds;
- (iii) reverse repurchase agreements provided that the transactions are with credit institutions subject to prudential supervision and the UCITS is able to recall at any time the full amount of cash on an accrued basis;
- (iv) short term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

Invested cash collateral will be diversified in accordance with the diversification requirements applicable to non-cash collateral and may not be placed on deposit with the counterparty.

In circumstances where a Sub-Fund receives collateral for at least 30% of its assets, the Investment Manager will employ an appropriate stress testing policy to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Investment Manager to assess the liquidity risk attached to the collateral. The liquidity stress testing policy shall be disclosed in the risk management process employed by the Investment Manager.

The Company will employ a risk management process which will enable it to accurately measure, monitor and manage the risk attached to financial derivative positions and details of this process have been provided to the Central Bank. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been received by the Central Bank. The Company will provide on request to Shareholders supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

For the purpose of providing margin or collateral in respect of transactions in techniques and instruments, the Company may transfer, mortgage, charge or encumber any assets or cash forming part of the relevant Sub-Fund in accordance with normal market practice.

Counterparty Procedures

The Investment Manager approves the counterparties used for dealing, establishes counterparty credit limits for them and monitors them on an on-going basis.

The Investment Manager's counterparty selection criteria include a review of the structure, management, financial strength, internal controls and general reputation of the counterparty in question, as well as the legal, regulatory and political environment in the relevant markets. The selected counterparties are then monitored using latest available market information. Counterparty exposure is monitored and reported to the Company on a regular basis. Any broker counterparty selected must be appropriately registered and meet operational efficiency requirements.

Please refer to risk factors under the heading "Risk Factors" in the Prospectus for the counterparty risks that apply to the Sub-Funds.

Eligible Assets and Investment Restrictions

The Company is authorised as a UCITS pursuant to the UCITS Regulations. In any event the Company will comply with the UCITS Notices. Pursuant to the provision of the UCITS Regulations, each Sub-Fund is subject to the investment restrictions set out below. Additional investment restrictions may be set out in the relevant Supplement to this Prospectus for each Sub-Fund.

(1) Permitted Investments

Investments of a Sub-Fund are confined to:

- (i) Transferable securities and money market instruments, as prescribed in the UCITS Notices, which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operating regularly, recognised and open to the public in a Member State or non-Member State.
- (ii) Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.

- (iii) Money market instruments, as defined in the UCITS Notices, other than those dealt on a regulated market.
- (iv) Units of UCITS as prescribed in the UCITS Notices.
- (v) Units of non-UCITS as set out in the Central Bank's Guidance Note 2/03.
- (vi) Deposits with credit institutions as prescribed in the UCITS Notices.
- (vii) Financial derivative instruments as prescribed in the UCITS Notices.

(2) *Investment Restrictions*

- (i) 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 section (1) above.
- (ii) 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 stock exchange or other market (as described in paragraph 1(ii) above) within a year. This restriction will not apply in relation to investment by that relevant Sub-Fund in certain US securities known as Rule 144A securities provided that:
 - the securities are issued with an undertaking to register with the US Securities and Exchanges Commission within one year of issue; and
 - the securities are not illiquid securities i.e. they may be realised by a Sub-Fund within seven days at the price, or approximately at the price, at which they are valued by the UCITS.
- (iii) 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%.
- (iv) Subject to the prior approval of the Central Bank, the limit of 10% (in paragraph 2(iii) above) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a Sub-Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of that relevant Sub-Fund.
- (v) The limit of 10% (in paragraph 2(iii) above) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.

(vi) The transferable securities and money market instruments referred to in paragraph 2(iv) and 2(v) above shall not be taken into account for the purpose of applying the limit of 40% referred to in paragraph 2(iii) above.

(vii) A Sub-Fund may not invest more than 20% of net assets in deposits made with the same credit institution.

Deposits with any one credit institution, other than credit institutions authorised in the European Economic Area (European Union Member States, Norway, Iceland, Liechtenstein) ("EEA") or credit institutions authorised within a signatory state (other than an EEA member state) to the Basle Capital Convergence Agreement of July 1988 or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand, held as ancillary liquidity, must not exceed 10% of net assets.

This limit may be raised to 20% in the case of deposits made with the Custodian.

(viii) The risk exposure of a Sub-Fund to a counterparty to an OTC derivative may not exceed 5% of net assets.

This limit is raised to 10% in the case of credit institutions authorised in the EEA or credit institutions authorised within a signatory state (other than an EEA member state) to the Basle Capital Convergence Agreement of July 1988 or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

(ix) Notwithstanding paragraphs 2(iii), 2(vii) and 2(viii) above, a combination of two or more of the following issued by, 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
- risk exposures arising from OTC derivatives transactions.

(x) The limits referred to in paragraphs 2(iii), 2(iv), 2(v), 2(vii), 2(viii) and 2(ix) above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.

(xi) Group companies are regarded as a single issuer for the purposes of paragraphs 2(iii), 2(iv), 2(v), 2(vii), 2(viii) and 2(ix) above. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.

- (xii) A Sub-Fund may invest up to 100% of its assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, OECD Member Country (provided the relevant issues are investment grade), Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Singapore, the International Monetary Fund, the European Investment Bank, the European Union, the European Central Bank, the Council of Europe, Eurofima, the European Bank for Reconstruction and Development, Euratom, the African Development Bank, the Asian Development Bank, the Inter-American Development Bank, the International Bank for Reconstruction & Development (The World Bank), the International Finance Corporation and issues backed by the full faith and credit of the government of the United States of America, and issues by the US Federal National Mortgage Association and the US Federal Home Loan Mortgage Corporation, the US Government National Mortgage Association, the US Student Loan Marketing Association, the US Federal Home Loan Bank, the US Federal Farm Credit Bank and the US Tennessee Valley Authority, Straight-A Funding LLC provided that the Sub-Fund must hold securities from at least six different issues with securities from any one issue not exceeding 30% of the net assets of the relevant Sub-Fund.
- (3) *Investment in Collective Investment Schemes ("CIS")*
- (i) A Sub-Fund may not invest more than 20% of net assets in any one CIS unless it is established as a feeder fund, as detailed on page 17 of the Prospectus.
- (ii) Investment in non-UCITS may not, in aggregate, exceed 30% of net assets.
- (iii) The CIS are prohibited from investing more than 10 per cent of net assets in other CIS.
- (iv) When a Sub-Fund invests in the units of other CIS that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by way of a direct or indirect stake of more than 10% of the capital or votes, that management company or other company may not charge any subscription, conversion or redemption fees on account of the relevant Sub-Fund investment in the units of such other CIS.
- (v) Where a commission (including a rebated commission) is received by a Sub-Fund manager/investment manager/investment adviser by virtue of an investment in the units of another CIS, this commission must be paid into the property of the relevant Sub-Fund.
- (4) *Index Tracking UCITS*
- (i) A Sub-Fund may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the relevant Sub-Fund is to replicate an index which satisfies the criteria set out in the UCITS Notices and is recognised by the Central Bank.

(ii) The limit in paragraph 4(i) above may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.

(5) *General Provisions*

(i) An investment company, or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

(ii) A Sub-Fund may acquire no more than:

- (a) 10% of the non-voting shares of any single issuing body;
- (b) 10% of the debt securities of any single issuing body;
- (c) 25% of the units of any single CIS;
- (d) 10% of the money market instruments of any single issuing body.

NOTE: The limits laid down in (b), (c) and (d) 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.

(iii) Paragraph 5(i) and 5(ii) above shall not be applicable to:

- (a) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (b) transferable securities and money market instruments issued or guaranteed by a non-Member State;
- (c) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;
- (d) shares held by a Sub-Fund in the capital of a company incorporated in a non-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 the relevant 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-Member State complies with the limits laid down in paragraphs 2(iii) to 2(xi), 3(i), 5(i) and 5(ii) above, and provided that where these limits are exceeded, paragraphs 5(v) and 5(vi) above are observed;
- (e) 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 redemption of shares at shareholders' request exclusively on their behalf.

(iv) 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.

- (v) A Sub-Fund may derogate from the provisions of paragraphs 2(iii) to 2(xii), 3(i), 3(ii), 4(i) and 4(ii) above for six months following the date of its authorisation, provided it observes the principle of risk spreading.
- (vi) If the limits laid down herein are exceeded for reasons beyond the control of a Sub-Fund, or as a result of the exercise of subscription rights, the relevant Sub-Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.
- (vii) A Sub-Fund may not carry out uncovered sales of:
- transferable securities;
 - money market instruments¹;
 - units of CIS; or
 - financial derivative instruments.
- (viii) A Sub-Fund may hold ancillary liquid assets.
- (6) *Financial Derivative Instruments ("FDIs")*
- (i) A Sub-Fund's global exposure (as prescribed in the UCITS Notices) relating to FDIs must not exceed its total net asset value.
- (ii) Position exposure to the underlying assets of FDIs, including embedded FDIs 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 UCITS Notices. (This provision does not apply in the case of index based FDIs provided the underlying index is one which meets with the criteria set out in the UCITS Notices).
- (iii) A Sub-Fund may invest in FDIs dealt in OTC provided that the counterparties to OTC transactions are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
- (iv) Investment in FDIs are subject to the conditions and limits laid down by the Central Bank.
- (7) *Restrictions on Borrowing and Lending*
- (i) A Sub-Fund may borrow up to 10% of its net assets provided such borrowing is on a temporary basis. The Custodian may give a charge over the assets of a Sub-Fund in order to secure borrowings. Credit balances (e.g. cash) may not be offset against borrowings when determining the percentage of borrowings outstanding.
- (ii) A Sub-Fund may acquire foreign currency by means of a "back-to-back" loan agreement. Foreign currency obtained in this manner is not classed as borrowings for the purposes of the borrowing restrictions set out at (i) above provided that the offsetting deposit:-

¹ Any short selling of money market instruments by UCITS is prohibited

- (a) is denominated in the Base Currency of the relevant Sub-Fund; and
- (b) equals or exceeds the value of the foreign currency loan outstanding.

However, where foreign currency borrowings exceed the value of the back-to-back deposit, any excess is regarded as borrowing for the purpose of (i) above.

Distribution Policy

Unless otherwise specified in the relevant Supplements to this Prospectus, the Shares are accumulating Shares, and for such Shares, the Company does not intend to make distributions in respect of the Shares. The Company intends to automatically re-invest all earnings, dividends and other distributions of whatever kind as well as realised capital gains pursuant to the investment objective and policies of the relevant Sub-Fund for the benefit of the holders of accumulating Shares. Application may be made for distributing Classes of Shares to be classified as "reporting funds" for the purpose of United Kingdom taxation, the details of which are set out in the relevant Supplements to this Prospectus.

Application for Shares

Application Procedure

All applications for Shares must be received (by letter or by facsimile or for a subsequent subscription, application by an electronic means approved by the Directors and in accordance with the requirements of the Central Bank) by the Administrator at its business address no later than 12.00 noon (Irish time) on the Business Day immediately preceding the relevant Dealing Day. Any application received after the time aforesaid shall be deemed to be made in respect of the Dealing Day next following such relevant Dealing Day unless the Directors in their absolute discretion and in exceptional circumstances otherwise determine to accept one or more applications received after the time aforesaid for processing on that Dealing Day provided that such application(s) have been received prior to the Net Asset Value having been struck for that particular Dealing Day. The original signed application form must be sent to the Administrator by a Shareholder immediately after the initial application for Shares. Failure to provide the original signed application form may result in the compulsory redemption of Shares, at the discretion of the Directors. Unless otherwise stated in the relevant Supplement to this Prospectus, subscription monies are to be received by the Administrator no later than 5.00 p.m. (Irish time) on the fifth Business Day following the relevant Dealing Day, as appropriate or within such other period as may be permitted by the Directors. Applications for Shares may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of a suspension of calculation of the Net Asset Value of the relevant Sub-Fund in respect of which the application for Shares was made in which case an application for Shares will be held over by the Company until the suspension ends.

Contract notes will normally be issued by the Administrator within 48 hours of dealing. Contract notes will serve as completion notice where the original signed application form is received by the Administrator. Share certificates shall not be issued. No redemption payments will be made until the original application

form is received from a Shareholder by the Administrator and all necessary anti-money laundering checks have been completed.

Different minimum subscriptions may be imposed on initial and/or subsequent subscriptions and minimum subscriptions may differ between Sub-Funds, as set out in the relevant Supplement to this Prospectus.

The Company may at its sole discretion waive or reduce such minimum initial and/or subsequent subscription amounts or differentiate between applicants as to such minimum initial and subsequent subscription amounts.

Anti-Money Laundering and Countering Terrorist Financing Measures

Measures aimed towards the prevention of money laundering and terrorist financing may require a detailed verification of the applicant's identity and of the source of the subscription monies and where applicable the beneficial owner on a risk sensitive basis. Politically exposed persons ("PEPs"), an individual who is or has, at any time in the preceding year, been entrusted with prominent public functions, and immediate family member, or persons known to close associates of such persons, must also be identified. Depending on the circumstances of each application, a detailed verification might not be required where the application is made through a recognised intermediary. These exceptions may only apply if the intermediary referred to above is located in a country recognised by Ireland as having equivalent anti-money laundering and counter terrorist financing regulations to that in place in Ireland

and satisfies other applicable conditions such as providing a letter of undertaking confirming the intermediary has carried out the appropriate verification checks on the investor and will retain such information in accordance with the required timeframe and will provide such information on request to the Administrator. Intermediaries cannot rely on third parties to meet the obligation to monitor the ongoing business relationship with an investor which remains their ultimate responsibility. These exceptions do not effect the right of the Administrator to request such information as is necessary to verify the identity of an applicant or the source of the subscription monies.

By way of example an individual may be required to produce an original certified copy of a passport or identification card with evidence of his/her address such as a copy of a utility bill or bank statement and proof of tax residence. In the case of corporate applicants this may require production 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. Additional information may be required at the Administrator's discretion to verify the source of the subscription monies.

Shares cannot be applied to an account unless full details of registration have been completed. Shares cannot be sold from an account unless they have been applied.

The Administrator reserves the right to request such information as is necessary to verify the identity of an investor and where applicable the beneficial owner of an investor. In particular, the Administrator reserves the right to carry out additional procedures in relation to an investor who is classed as a PEP. Verification of the investor's identity is required to take place before the establishment of the business relationship. In any event, evidence of identity is required for all investors as soon as is reasonably practicable after the initial contact. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Administrator or the Company may refuse to accept the application and subscription monies.

The Company and the Administrator reserve the right to reject an application, at their discretion, in whole or in part in which event the application monies or any balance thereof will be returned without interest to the applicant by transfer to the applicant's designated account or by post at the applicant's risk.

Issue of Shares

Shares shall be issued in registered form only and shall be represented on issue by entry in the Register.

Applicants for Shares will be required to either certify that they are not U.S. Persons precluded from purchasing, acquiring or holding Shares or certify that they may purchase and hold Shares in accordance with an applicable US exemption. The number of Shares for all Sub-Funds will be calculated to two decimal places, unless otherwise provided for in the relevant Supplements to this Prospectus. Fractional Shares shall not carry any voting rights.

Initial Issues

Details of any initial offer of Shares in a Sub-Fund or Class, including the initial offer period, the initial offer price and the subscription fee (if any) will be set out in the relevant Supplement to this Prospectus.

The initial offer period may be shortened or extended by the Company with the consent of the Custodian. The Central Bank shall be notified periodically of any such shortening or extension.

A subscription fee, which shall not exceed 5% of the total subscription amount, may be paid to the Global Distributor or Distributors for its or their absolute use and benefit or as they shall direct and shall not form part of the assets of the relevant Sub-Fund. The Company may at its sole discretion waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within permitted limits.

Further Issues

The Company may issue further Shares in a Sub-Fund or Class after the close of an initial offer period as the Directors deem appropriate. Such issues of Shares shall only take place on Dealing Days at the Subscription Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. A subscription fee not exceeding 5% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Global Distributor or Distributors for its or their absolute use and benefit or as they shall direct and shall not form part of the assets of the relevant Sub-Fund. The Company may at its sole discretion waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within the permitted limits.

Redemption of Shares

Shares may be redeemed, at the option of the relevant Shareholder, on any Dealing Day. Such requests will be dealt with at the Redemption Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. There is no redemption fee payable.

All requests for redemption must be received (by letter or by facsimile or by any electronic means approved by the Directors and in accordance with the requirements of the Central Bank) by the Administrator at its respective business addresses no later than 12.00 noon (Irish time) on the Business Day immediately preceding the relevant Dealing Day. Any requests for redemption received after the time aforesaid shall be deemed to be made in respect of the Dealing Day next following such relevant Dealing Day unless the Directors in their absolute discretion and in exceptional circumstances otherwise determine to accept one or more requests for redemption received after the time aforesaid for processing on that Dealing Day provided that such requests for redemption have been received prior to the Net Asset Value having been struck for that particular Dealing Day. No redemption payments will be made until the original application form is received from a Shareholder and all the necessary anti-money laundering checks have been completed. Redemption requests received by faxed instructions and electronic means will only be made to the account of record of a Shareholder. Any amendments to a Shareholder's registration details and payment instructions can only be effected upon receipt of original documentation.

Subject to the prior receipt of the correct original documentation, the full redemption proceeds will be dispatched in the Base Currency of the relevant Sub-Fund or the designated currency of a Class, as appropriate within five Business Days of the Dealing Day on which the redemption is effected (unless such other time period is specified in the relevant Supplement to this Prospectus) by telegraphic transfer to the bank account designated by the Shareholder at the expense of the Shareholder.

If the number of Shares in a Sub-Fund falling to be redeemed on any Dealing Day is equal to one-tenth or more of the total number of Shares in issue or deemed to be in issue in that Sub-Fund on such Dealing Day, then the Directors may in their absolute discretion refuse to redeem any Shares in excess of one-tenth of the total number of Shares in that Sub-Fund in issue or deemed to be in issue as aforesaid and, if they so refuse, the requests for redemption on such Dealing Day shall be reduced rateably and the Shares to which each request relates which are not redeemed by reason of such refusal shall be treated as if a request for redemption had been made in respect of each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Requests for redemption which have been carried forward from an earlier Dealing Day shall (subject always to the foregoing limits) be complied with in priority to later requests.

The Company may, at the discretion of the Directors and with the consent of the relevant Shareholders, satisfy any request for redemption of Shares by the transfer in specie to those Shareholders of assets of the relevant Sub-Fund having a value equal to the Redemption Price for the Shares redeemed as if the redemption proceeds were paid in cash less any expenses of the transfer. A determination to provide redemption in specie may be solely at the discretion of the Company where the redeeming Shareholder requests redemption of a number of Shares that represents 5% or more of the Net Asset Value of the relevant Sub-Fund provided that any such Shareholder requesting redemption shall be entitled to request the sale of any asset or assets proposed to be distributed in specie and the distribution to such Shareholder of the cash proceeds of such sale less the costs of such sale which shall be borne by the relevant Shareholder.

The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Custodian as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the relevant Sub-Fund or Class.

In calculating the Redemption Price the Directors may, on the advice of the Investment Manager, require the Administrator to adjust the Net Asset Value per Share to reflect the value of the Company's investments as calculated in the manner set out in "Calculation of Net Asset Value" below assuming its investments were valued using the lowest market dealing bid price on the relevant market at the relevant time. The Directors only intend to use this discretion to preserve the value of the shareholdings of continuing Shareholders in the event of substantial or recurring net redemption of Shares.

The right of any Shareholder to require the redemption of Shares will be temporarily suspended during any period when the calculation of the Net Asset Value per Share of the relevant Sub-Fund is suspended by the Company in the circumstances set out under "Calculation of Net Asset Value". Requests for redemption will be irrevocable except in the event of a suspension of redemptions.

All of the aforementioned payments and transfers will be made subject to any withholding tax or other deductions which may apply.

Compulsory Redemption of Shares

At any time the Company may by giving not less than four nor more than twelve weeks' notice (expiring on a Dealing Day) to all Shareholders in the Company or in any Sub-Fund or Class, redeem at the Redemption Price on such Dealing Day, all (but not some) of the Shares in the Company or in the relevant Sub-Fund or Class not previously redeemed.

The Company may at any time redeem or request the transfer of Shares held by Shareholders who are excluded from purchasing or holding Shares under the Articles. Any such redemption will be made on a Dealing Day at the Redemption Price on the relevant Dealing Day on which the Shares are to be redeemed.

If the Company becomes liable to account for tax in any jurisdiction in the event that a Shareholder or beneficial owner of a Share were to receive a distribution in respect of his/her Shares or to dispose (or deemed to have disposed) of his/her Shares in any way ("Chargeable Event" as defined), the Directors shall be entitled to deduct from the payment arising on a Chargeable Event an amount equal to the appropriate tax and/or where applicable, to appropriate, cancel or compulsorily redeem such number of Shares held by the Shareholder or such beneficial owner as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax in any jurisdiction on the happening of a Chargeable Event if no such deduction, appropriation, cancellation or compulsory redemption has been made.

Switching of Shares

Subject to the following conditions, Shareholders have the right on any Dealing Day to switch some or all of their Shares in one Sub-Fund or Class (the "Original Sub-Fund") to Shares in another Sub-Fund or Class (the "New Sub-Fund"), such switch shall be effected on the same Dealing Day for both Sub-Funds.

Switching requests duly made cannot be withdrawn without the consent of the Directors, except in any circumstances in which the relevant Shareholder would be entitled to withdraw a redemption request for those Shares.

Requests for switching by letter or facsimile should be received by the Administrator no later than 12.00 noon (Irish time) on the Business Day immediately preceding the relevant Dealing Day.

The number of Shares of the New Sub-Fund to be issued will be calculated in accordance with the following formula:-

$$S = \frac{(R \times RP \times ER)}{SP}$$

where

S is the number of Shares of the New Sub-Fund to be issued.

R is the number of Shares in the Original Sub-Fund to be converted.

RP is the Redemption Price per Share of the Original Sub-Fund calculated as at the relevant Dealing Day following receipt of the switching request.

ER is the currency conversion factor (if any) determined by the Directors on the relevant Dealing Day as representing the effective rate of exchange applicable to the transfer of assets between relevant Sub-Funds after adjusting such rate as may be necessary to reflect the effective costs of making such re-investment.

SP is the Subscription Price per Share of the New Sub-Fund calculated as at the next Dealing Day of the New Sub-Fund following receipt of the switching request.

The number of Shares for all Sub-Funds will be calculated to two decimal places unless otherwise provided for in the relevant Supplements to this Prospectus. Fractional Shares do not carry any voting rights.

In respect of each such switch, unless otherwise stated in the relevant Supplement to this Prospectus, no switching fee shall apply. The Administrator shall be entitled to be repaid by the Shareholder any fiscal, sale and purchase charges arising out of such switch.

A Shareholder switching from the Original Sub-Fund to the New Sub-Fund must comply with the minimum initial subscription amounts applicable to the New Sub-Fund as set out in the relevant Supplement to this Prospectus.

Transfer of Shares

Shares may be transferred by an instrument in writing. The instrument of transfer must be accompanied by a certificate from the transferee that he/she is not, nor is he/she acquiring such Shares on behalf of or for the benefit of a U.S. Person unless the transferee certifies that he/she can purchase Shares pursuant to an applicable US exemption and provides the Administrator with all relevant information requested by the Administrator. If the transferee is not already a Shareholder of the Company a completed application form and all necessary anti-money laundering verification documents will be required to be submitted to the Administrator before the registration of the transfer. In the case of the death of one of joint Shareholders,

the survivor or survivors will be the only person or persons recognised by the Administrator as having any title to or interest in the Shares registered in the names of such joint Shareholders.

The transferor may be charged by the Company a fee not exceeding Euro 25 for the registration of each transfer and such fee must, if required by the Company, be paid to the Company before the registration of the transfer. The fee, not exceeding Euro 25, may be deducted from amount being transferred by the Administrator to the transferee.

Calculation of Net Asset Value

The Articles provide for the Directors to calculate the Net Asset Value of each Sub-Fund, the Net Asset Value of each Class and the Net Asset Value per Share of each Sub-Fund as at each Dealing Day. The Directors have delegated the calculation of the Net Asset Value of each Sub-Fund and the Net Asset Value per Share of each Sub-Fund to the Administrator.

The Administrator will calculate the Net Asset Value of each Sub-Fund, the Net Asset Value of each Class and the Net Asset Value per Share of each Sub-Fund as at each Dealing Day.

The Net Asset Value of a Sub-Fund is calculated by deducting the relevant Sub-Fund's liabilities (after adjusting for any inter company balances) from the value of the relevant Sub-Fund's assets as at close of business in the relevant markets on the Valuation Day.

The Net Asset Value per Share of each Sub-Fund is calculated as at each Dealing Day by dividing the Net Asset Value of the relevant Sub-Fund by the number of Shares in that Sub-Fund in issue on the relevant Dealing Day and rounding the result to two decimal places, unless otherwise provided for in the relevant Supplements to this Prospectus.

Where more than one Class of Share is in issue in respect of a Sub-Fund, the Net Asset Value of the relevant Sub-Fund shall be allocated between each Class based on the Net Asset Value of the Shares in issue in each Class on the relevant Dealing Day plus or minus any subscriptions/redemptions. Where different entitlements, costs, charges or fees and expenses (including any annual investment management fee) or liabilities apply in respect of different Classes, (including the gains/losses on and costs of financial instruments employed for currency hedging between the Base Currency and a designated currency of a Class) these are excluded from the initial calculation of the Net Asset Value of each Sub-Fund and applied separately to the Net Asset Value allocated to the relevant Class. The portion of the Net Asset Value of each Sub-Fund attributable to each Class shall then be divided by the number of Shares of the relevant Class in issue on the relevant Dealing Day. The value per Share in each Class shall then be converted into the relevant currency of denomination of the Class at prevailing exchange rates applied by the Administrator and shall be divided by the number of shares of the relevant Class in issue on the relevant Dealing Day in order to calculate the Net Asset Value per share of the relevant Class. The result of the calculation for all Sub-Funds shall be rounded to two decimal places unless otherwise provided for in the relevant Supplements to this Prospectus.

The method of calculating the value of the assets of each Sub-Fund is as follows:-

- (i) assets listed and regularly traded on a Recognised Exchange and for which market quotations are readily available or traded on OTC markets shall be valued at the closing price on the principal exchange in the market for such investment as at close of business in the relevant market on the relevant Valuation Day provided that the value of any investment listed on a Recognised Exchange but acquired or traded at a premium or at a discount outside or off the relevant stock exchange or on an OTC market may be valued taking into account the level of premium or discount as at the date of valuation of the investment.

The Directors or a competent person selected by the Directors and approved for such purpose by the Custodian, in consultation with the Investment Manager, may adjust or may instruct the Administrator to adjust the value of any such assets if, in relation to currency, marketability and such other considerations as they deem relevant, they consider that such adjustment is required to reflect the fair value thereof with the approval of the Custodian.

If for specific assets the latest available prices do not in the opinion of the Directors or a competent person selected by the Directors and approved for such purpose by the Custodian, in consultation with the Investment Manager, reflect their fair value, the value shall be calculated with care and in good faith by the Directors or a competent person selected by the Directors and approved for such purpose by the Custodian, in consultation with the Investment Manager, with a view to establishing the probable realisation value for such assets as at close of business in the relevant market on the relevant Valuation Day;

- (ii) if the assets are listed on several Recognised Exchanges, the closing price on the Recognised Exchange which, in the opinion of the Administrator, in consultation with the Investment Manager, constitutes the main market for such assets, will be used;
- (iii) in the event that any of the assets on the relevant Valuation Day are not listed or dealt on any Recognised Exchange, such assets shall be valued by the Directors or a competent person selected by the Directors and approved for such purpose by the Custodian with care and in good faith and in consultation with the Investment Manager at the probable realisation value.

The approach taken to establish the probable realisation value for such assets is to use cost or last traded price. However, if the Investment Manager, as competent person approved by the Custodian, receives information relevant to the valuation of such an asset, the Investment Manager, based on its knowledge of the investment, may adjust the price as to the probable realisation value of the relevant asset (if significantly different from cost or last traded price) taking due account of such information which the Investment Manager considers better reflects the probable realisation value and the Administrator shall apply the valuation accordingly. The Directors shall review any such adjusted prices on a regular basis and if they deem it appropriate may appoint another competent person approved by the Custodian, for the purpose of providing another valuation for such asset(s). Due to the nature of such unquoted assets and the difficulty in obtaining a valuation from other sources, such competent person may be related to the Investment Manager.

- (iv) cash and other liquid assets will be valued at their face value with interest accrued, where applicable, as at close of business in the relevant markets on the relevant Valuation Day;

- (v) units or shares in collective investment schemes (other than those valued pursuant to paragraph (i) or (ii) above) will be valued at the latest available net asset value as published by the relevant collective investment scheme or, if listed or traded on a Recognised Exchange, in accordance with paragraph (i) above;
- (vi) in the case of a Sub-Fund which is a short-term money market fund, the Directors may use the amortised cost method of valuation provided it is only used in relation to Sub-Funds which comply with the Central Bank's requirements for short-term money market funds and where a review of the amortised valuation vis-à-vis market valuation will be carried out in accordance with the Central Bank's guidelines;
- (vii) in the case of a Sub-Fund which is not a money market fund, the Directors may value securities having a residual maturity not exceeding three months using the amortised cost method valuation where such securities have no specific sensitivity to market parameters, including credit risk;
- (viii) any value expressed otherwise than in the Base Currency of a Sub-Fund (whether of an investment or cash) and any borrowing in a currency other than the Base Currency of a Sub-Fund shall be converted into the Base Currency of the relevant Sub-Fund at the rate (whether official or otherwise) which the Administrator deems appropriate in the circumstances;
- (ix) derivative instruments dealt in on a market will be valued at the settlement price for such instruments on such market. If such a price is not available the value shall be the probable realisation value estimated with care and in good faith by the Directors or a competent person selected by the Directors and approved for such purpose by the Custodian. OTC derivative contracts (including without limitation swap contracts and swaptions) will be valued daily either (i) on the basis of a quotation provided by the relevant counterparty and such valuation shall be approved or verified at least weekly by a party who is approved for the purpose by the Custodian and who is independent of the counterparty (the "Counterparty Valuation"); or (ii) using an alternative valuation provided by a competent person appointed by the Directors and approved for such purpose by the Custodian (the "Alternative Valuation"). Where such Alternative Valuation method is used the Company will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA and will be reconciled to the Counterparty Valuation on a monthly basis. Where significant differences arise these will be promptly investigated and explained;
- (x) forward foreign exchange and interest rate swap contracts will be valued by reference to freely available market quotations.

For the purposes of paragraphs (i) to (x) above, as appropriate, the "competent person" shall be such competent person selected by the Directors (which may include the Investment Manager and the Administrator) acting in good faith and in accordance with the procedures described above and approved for that purpose by the Custodian.

In the event of it being impossible or incorrect to carry out a valuation of a specific asset in accordance with the valuation rules set out in paragraphs (i) to (viii) above, or if such valuation is not representative of the asset's fair market value, the value shall be the probable realisation estimated by the Directors with care and

in good faith or by a competent person selected by the Directors and approved for such purpose by the Custodian or the Directors or their delegate are entitled to use other generally recognised valuation methods in order to reach a proper valuation of that specific asset, provided that any alternative method of valuation is approved by the Custodian.

Prices from independent brokers in respect of investments traded on an OTC market and/or premiums or discounts thereon shall be obtained by the Investment Manager and furnished to the Directors or the Administrator. The Directors or the Administrator, with the approval of the Custodian, may adjust the value of such investments if it considers that such adjustment is required to reflect the fair value thereof, in the context of the currency, marketability, dealing costs and such other considerations which are deemed relevant.

The Directors, in consultation with the Investment Manager, reserve the right to impose "an anti-dilution levy" representing a provision for market spreads (the difference between the prices at which assets are valued and/or bought or sold), duties and charges and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of a Sub-Fund, in the event of receipt for processing of net subscription or net redemption requests exceeding 5% of the Net Asset Value of a Sub-Fund including subscriptions and/or redemptions which would be effected as a result of requests for conversion from one Sub-Fund into another Sub-Fund. Any such provision will be added to the price at which Shares will be issued in the case of net subscription requests exceeding 5% of the Net Asset Value of the Sub-Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 5% of the Net Asset Value of the Sub-Fund including the price of Shares issued or redeemed as a result of requests for conversion. The trigger to apply the anti-dilution levy may vary from Sub-Fund to Sub-Fund as determined by the Directors from time to time within the limit stated above. Any such variances shall be notified to Shareholders of the relevant Sub-Fund in advance and shall be specified in the relevant Supplement to this Prospectus.

In calculating the Net Asset Value of a Sub-Fund, appropriate provisions will be made to account for the charges and fees charged to the Sub-Fund as well as accrued income on the Sub-Fund's investments.

In calculating the Net Asset Value, neither the Directors nor the Administrator shall be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the Subscription or Redemption Prices resulting from any inaccuracy in the information provided by any pricing service. Similarly, where the Administrator is directed by the Company or the Investment Manager to use particular pricing services, brokers, market makers or other intermediaries, the Administrator shall not be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the Subscription or Redemption Prices resulting from any inaccuracy in the information provided by such pricing services, brokers, market makers or other intermediaries not appointed or selected by the Administrator. The Administrator shall use reasonable endeavours to verify any pricing information supplied by the Investment Manager or any connected person thereof (including a connected person which is a broker, market maker or other Intermediary). However, the Company acknowledges that in certain circumstances it may not be possible or practicable for the Administrator to verify such information and, in such circumstances, the Administrator shall not be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the Subscription or Redemption Prices resulting from any inaccuracy in the information provided by any such person.

The Directors may at any time and from time to time temporarily suspend the determination of the Net Asset Value of a Sub-Fund or attributable to a Class and the issue, redemption and conversion of Shares in any Sub-Fund or Class, in the following instances:

- (a) during the whole or part of any period (other than ordinary holidays or customary weekends) when any of the Recognised Exchanges on which investments of the relevant Sub-Fund are quoted, listed, traded or dealt are closed or during which dealings therein are restricted or suspended or trading is suspended or restricted;
- (b) during the whole or part of any period when circumstances outside the control of the Directors exist as a result of which any disposal or valuation by the Company of investments of the relevant Sub-Fund is not reasonably practicable or would be detrimental to the interests of Shareholders or it is not possible to transfer monies involved in the acquisition or disposition of investments to or from the relevant account of the Company;
- (c) during the whole or part of any period when any breakdown occurs in the means of communication normally employed in determining the value of any of the investments of the relevant Sub-Fund;
- (d) during the whole or part of any period when for any reason the value of any investments of the relevant Sub-Fund cannot be reasonably, promptly or accurately ascertained;
- (e) during the whole or part of any period when subscription proceeds cannot be transmitted to or from the account of any Sub-Fund or the Company is unable to repatriate funds required for making redemption payments or when such payments cannot, in the opinion of the Directors, be carried out at normal rates of exchange;
- (f) upon mutual agreement between the Company and the Custodian for the purpose of winding up the Company or terminating any Sub-Fund or Class; or
- (g) if any other reason makes it impossible or impracticable to determine the value of a substantial portion of the investments of the Company or any Sub-Fund.

Notice of any such suspension and notice of the termination of any such suspension shall be given immediately to the Central Bank and shall be notified to Shareholders if in the opinion of the Directors it is likely to exceed fourteen (14) days and will be notified to applicants for Shares or to Shareholders requesting the redemption of Shares at the time of application or filing of the written request for such redemption. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

The Central Bank may also require that the Company temporarily suspends the determination of the Net Asset Value and the issue and redemption of Shares in a Sub-Fund if it decides that it is in the best interests of the general public and the Shareholders to do so.

MANAGEMENT AND ADMINISTRATION OF THE COMPANY

Directors

The Directors of the Company are as follows:

Andrew Bates (Resident in Ireland)

Andrew Bates, an Irish national born 02.11.66, is a commercial lawyer and has been a partner in Dillon Eustace since 1996, where he works principally in the area of funds management, life assurance and securities offerings. Prior to his current position, Mr. Bates was a solicitor in Cawley Sheerin Wynne from 1992.

Frank Ennis (Resident in Ireland)

Frank Ennis, an Irish national born 24.12.55, has been an independent consultant since 2001. Mr. Ennis was joint Chief Executive and a Board Director of Trinity Technology Limited from 2000 to 2001. Prior to this, Mr. Ennis held various positions within PricewaterhouseCoopers from 1977 to 2000, including holding the position of Partner from 1985 - 2000. Mr. Ennis obtained a Bachelor of Business Studies from Trinity College Dublin in 1977 and is a Fellow of the Institute of Chartered Accountants in Ireland.

Tim Pearey

Tim Pearey, a British national born 15.12.1976, is the Chief Operating Officer, Chief Finance Officer and Partner of Odey Asset Management LLP, which he joined in 2002. He previously worked at WestLB Panmure and prior to that at PricewaterhouseCoopers. He is a Chartered Management Accountant and graduated from Aberdeen University in 1998.

Tom Richards (Alternate to Tim Pearey)

Tom Richards, a British national born 24.08.1981, is the Finance Director of Odey Asset Management Group Ltd, which he joined in 2010. He previously worked at KPMG initially in the Audit and Assurance division and then in the Restructuring and Advisory division. He is a Chartered Accountant and member of the Institute of Chartered Accountants in England and Wales. He graduated from Bristol University in 2004 with a Bsc in Economics and Management.

The address of the Directors is the registered office of the Company. All the Directors of the Company act in a non-executive capacity.

Investment Manager and Global Distributor

Odey Asset Management LLP has been appointed to act as Investment Manager of the Company pursuant to the Investment Management Agreement. Subject to the overall supervision of the Directors and to each Sub-Fund's investment objectives, policies and restrictions, the Investment Manager will manage the investment and re-investment of each Sub-Fund's assets. Odey Asset Management LLP will also act as facilities agent in the UK, maintaining facilities at the registered office of the Investment Manager through

which Shareholders in the Company may submit application forms and redemption requests for forwarding to the Administrator on behalf of the Company and from which the other facilities referred to in section 9.4 of the FCA Collective Investment Schemes Sourcebook will be maintained, as further described in the "Preliminary" section of this Prospectus.

Odey Asset Management LLP was established in July 2002 and assumed all of the regulated business of Odey Asset Management Limited in November, 2002. Odey Asset Management LLP manages the investment of a number of individual investors, pension funds, hedge funds and segregated accounts and is regulated by the Financial Conduct Authority. At present, it has assets under management of about US\$ 11 billion.

Odey Asset Management LLP has also been appointed Global Distributor of the Company and each of its Sub-Funds pursuant to the Global Distribution Agreement to distribute the Shares of each Sub-Fund of the Company. Odey Asset Management LLP is also promoter of the Company.

The Investment Manager may delegate the discretionary investment management of certain Sub-Funds to Sub-Investment Managers, details of which will be set out in the relevant Supplements to this Prospectus. The Investment Manager shall remain responsible to the Company for any act of a Sub-Investment Manager.

Administrator, Registrar and Transfer Agent

RBC Investor Services Ireland Limited has been appointed to act as Administrator and Registrar of the Company pursuant to the Administration Agreement. The Administrator is a company incorporated with limited liability in Ireland and is authorised by the Central Bank under the Investment Intermediaries Act 1995. The Administrator is a wholly-owned subsidiary of the Royal Bank of Canada Group and is engaged in the business of, inter alia, providing fund administration services to and in respect of collective investment undertakings and investment companies. RBC Investor Services Ireland Limited is responsible, under the Administration Agreement, for the administration of the Company's affairs including maintaining the Company's accounting records, calculating the Net Asset Value of each Sub-Fund, the Net Asset Value per Share and serving as registrar and as transfer agent.

Custodian

The Custodian is RBC Investor Services Bank S.A., which is a company incorporated with limited liability in Luxembourg, operating through its Dublin Branch. The Custodian is a wholly-owned subsidiary of the Royal Bank of Canada Group and its head office is 14, Porte de France L 4360 Esch sur Alzette Luxembourg, Luxembourg. All the assets of the Company will be held on behalf of the Company by the Custodian or by sub-custodians appointed by the Custodian which will be responsible for the collection of all income and other payments, and the holding of any interest credited, with respect to the investments.

The Custodian's main activity is to act as trustee and custodian of collective investment schemes such as the Company.

The Custodian has the power to appoint agents, sub-custodians and delegates. The Custodian's liability shall not be affected by the fact that it has entrusted some or all of the assets in safekeeping to any third

party. The parties agree that the Central Bank considers, that, in order for the Custodian to discharge its responsibilities in respect of third parties, the Custodian must exercise care and diligence in choosing and appointing a third party to be a sub-custodian so as to ensure that the sub-custodian has and maintains the expertise, competence and standing appropriate to discharge the responsibilities involved. The Custodian shall maintain an appropriate level of supervision over a sub-custodian and make appropriate enquiries from time to time to confirm that the obligations of the sub-custodian continue to be competently discharged. This does not purport to be a legal interpretation of the UCITS Regulations or the corresponding provisions of EC Council Directive 85/611/EEC of December 20, 1985 (as amended).

As a Sub-Fund may invest in emerging markets where custodial and/or settlement systems are not fully developed, the assets of the relevant Sub-Fund which are traded in such markets and which have been entrusted to safekeeping agents in circumstances where the use of such safekeeping agents is necessary, may be exposed to risk in circumstances whereby the Custodian will have no liability.

Prospective investors are referred to the section headed "Risk Factors".

Paying Agents

Local laws/regulations in European Economic Area countries may require the appointment of Paying Agents and maintenance of accounts by such Paying Agents through which subscription and redemption monies may be paid. Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies via an intermediate entity rather than directly to the Custodian of the Company (e.g. a sub-distributor or agent in the local jurisdiction) bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Custodian for the account of the Company and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. Fees and expenses payable to a Paying Agent appointed by the Company on behalf of the Company or a Sub-Fund, which will be at normal commercial rates, will be borne by the Company or the Sub-Fund in respect of which a Paying Agent has been appointed. All Shareholders of the Company or the Sub-Fund on whose behalf a Paying Agent is appointed may avail of the services provided by Paying Agents appointed by or on behalf of the Company.

Distributors

The Global Distributor may appoint Distributors in one or more countries with responsibility for the marketing and distribution of the Shares of the Company and of each or any Sub-Fund.

Conflicts of Interest

The Investment Manager, the Administrator, the Custodian and their respective affiliates, officers and shareholders, employees and agents (collectively the "Parties") are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with the management of the Company. These include the management of other funds, purchases and sales of securities, investment and management counselling, brokerage services and serving as directors, officers, advisers or agents of other funds or other companies, including companies in which the Company may

invest. The Parties will use reasonable endeavours to ensure that the performance of their respective duties will not be impaired by any such involvement that they might have.

In particular, it is envisaged that the Investment Manager may (i) be involved in advising or managing other investment funds which may have similar or overlapping investment objectives to or with the Company and/or (ii) be involved in procuring or providing valuations of some or all of the assets of a Sub-Fund, their fees being linked directly to the valuation of a Sub-Fund's assets. Each of the Parties will respectively ensure that the performance of their respective duties will not be impaired by any such involvement that they may have and that any conflicts which may arise will be resolved fairly.

The Directors shall ensure that any conflict of interest involving any such Party shall be resolved fairly and in the interests of Shareholders.

The Investment Manager may effect a transaction collectively for the Company and one or more of its other customers, and where upon the effecting of such transaction it is apparent to the Investment Manager that the Company and its other customers cannot be satisfied in full, subject always to the specific needs of each portfolio, then the transaction shall be allocated between the customers (including the Company) pro rata in accordance with the value of each of the customers' portfolios (omitting any resulting allocation that would be too small to be reasonably marketable or disproportionate to the needs of any portfolio), so that the Investment Manager does not unduly favour one customer at the expense of another. The Company acknowledges that on this basis the Investment Manager will be acting fairly as between its customers, and reasonably in the interests of each customer.

Fees and Expenses

Where fees are stated to be paid out of the assets of the Company or calculated on the Net Asset Value of the Company they shall be borne jointly by all the Sub-Funds pro rata to their respective Net Asset Values at the time when the allocation is made. Where there are multiple Classes of Shares in a Sub-Fund, unless otherwise stated, fees shall be attributable to the Classes of Shares of that Sub-Fund pro rata to their respective Net Asset Values at the time the allocation is made.

The reasonable out-of-pocket expenses of the Administrator and Custodian shall be borne jointly by all the Sub-Funds save that any expenses which are directly or indirectly attributable to a particular Sub-Fund shall be borne solely by that Sub-Fund. The registrar and transfer agency fee shall be paid by each Sub-Fund individually.

Save as provided above and unless otherwise stated below, all fees and expenses shall be borne solely by the relevant Sub-Fund.

The Administrator

The Company shall pay to the Administrator, out of the assets of the Company, an annual fund accounting, registrar and transfer agency fee, accrued daily and payable monthly in arrears, at a rate which shall not exceed 0.05 % per annum of the Net Asset Value of the Company, subject to a minimum fee of Euro 25,000 per annum per Sub-Fund (plus VAT, if any).

The Administrator shall be entitled to be repaid out of the assets of the Company or relevant Sub Fund, a registrar and transfer agency fee and transaction charges which shall be charged at normal commercial rates and based on transactions undertaken by the Company, the number of subscriptions, redemptions, exchanges and transfer of Shares processed by the Administrator and time spent on company shareholder servicing duties and to the reimbursement of operating expenses.

The Administrator shall also be entitled to be repaid out of the assets of the Company or relevant Sub-Fund all of its reasonable out-of-pocket expenses incurred on behalf of the Company which shall include legal fees, couriers' fees and telecommunication costs and expenses.

The Custodian

The Company shall pay to the Custodian, out of the assets of the Company, an annual custodian fee, accrued daily and payable monthly in arrears, at a rate which shall not exceed 0.03 % per annum of the Net Asset Value of the Company, subject to a minimum fee of Euro 17,000 per annum per Sub-Fund (plus VAT, if any). The Custodian shall also be entitled to receive out of the assets of the Company the payment of transaction charges (at normal commercial rates) based on transactions undertaken by the Company.

The Custodian shall be entitled to be repaid out of the assets of the Company or relevant Sub-Fund all of its reasonable disbursements and out-of-pocket expenses incurred by it on behalf of the relevant Sub-Fund together with any transaction charges at a rate agreed by the Company and the Custodian (at normal commercial rates).

The fees (plus VAT, if any) of any sub-custodian appointed by the Custodian in respect of a Sub-Fund shall be payable out of the assets of the relevant Sub-Fund and charged at normal commercial rates.

The Investment Manager and the Global Distributor

The Investment Manager shall be entitled to receive out of the assets of a Sub-Fund an annual fee, accrued daily and payable monthly in arrears, at the rates (plus VAT, if any) as set out in the relevant Supplement to this Prospectus. Within the permitted limit for a Sub-Fund the Investment Manager's fees may differ between Classes of Shares of the same Sub-Fund. Other Classes of Shares may be established from time to time within a Sub-Fund which may be subject to higher/lower/no fees, as applicable. Information in relation to the fees applicable to other Classes of Shares set out in the relevant Supplement to this Prospectus. The Investment Manager may, from time to time and at its sole discretion, for any Class of Shares waive or reduce the amount of any accrued investment management fees payable to it or out of its own resources rebate part or all of its investment management fee to Distributors, other intermediaries or to certain Shareholders, without entitling any other Shareholder to any such rebate or reduction.

The Investment Manager may also be entitled to receive out of the assets of a Sub-Fund a performance fee as set out in the relevant Supplement to this Prospectus.

The Investment Manager shall also pay the fees of any Distributor out of its own fee and such fees shall be at normal commercial rates.

The Investment Manager shall not be entitled to charge any out-of-pocket expenses to a Sub-Fund.

The Sub-Investment Manager

The fees of a Sub-Investment Manager will be discharged out of the assets of the relevant Sub-Fund as set out in the relevant Supplement to this Prospectus.

The Sub-Investment Manager shall not be entitled to charge any out-of-pocket expenses to a Sub-Fund.

Directors

The Company shall pay the Directors such annual remuneration for acting as Directors of the Company as the Directors may from time to time agree, provided, however, that the annual aggregate remuneration of the Directors shall not exceed Euro 65,000. Such fees shall be payable semi-annually in arrears and shall be apportioned equally amongst the Sub-Funds. No other remuneration will be payable by the Company to the Directors except for the out-of-pocket expenses reasonably incurred by them.

RBC Investor Services Bank S.A.

The Company has appointed RBC Investor Services Bank S.A., Luxembourg ("RBC") to provide currency hedging transaction services. RBC shall be entitled, for such services, to transactional fees which shall be at normal commercial rates and shall be paid out of the assets of the relevant Sub-Fund as attributable to the relevant Class of Shares being hedged.

Dealing Commission

The Investment Manager may utilise brokers with whom dealing commission arrangements are in place. A report thereon will be included in the Company's annual and semi-annual reports. Any such arrangements will provide for best execution, namely, the best price available in the market, exclusive of any charges but taking account of any other exceptional circumstances such as counterparty risk, order size of client instructions and any benefits provided under such arrangements must be those which assist in the provision of investment services to the Company or any Sub-Fund.

General

In addition, each Sub-Fund will pay certain other costs and expenses incurred in its operation, including, without limitation, taxes, government duties, expenses for legal, auditing and consulting services, promotional expenses, printing costs, registration fees, to include all fees in connection with obtaining advance treaty clearances from tax authorities in any jurisdiction for a Sub-Fund and other expenses due to supervisory authorities in various jurisdictions, insurance, interest, brokerage costs and all professional fees and expenses, company secretarial fees incurred in connection therewith and the cost of the publication of the Net Asset Value of a Sub-Fund. Each Sub-Fund will also pay the issue costs, charges and expenses (including the fees of the legal advisers) in relation to the preparation of the Prospectus and all other documents and matters relating to or concerning the issue and any other fees, charges and expenses on the creation and issue of the Shares. In the event that a listing is sought, each Sub-Fund will pay the costs of obtaining and maintaining a listing of the Shares on any stock exchange.

All fees and expenses relating to the establishment of the Company and its initial two Sub-Funds were amortised for accounting purposes over a two year period from the date on which the Company commenced business.

Accounts and Information

The Company's financial year ends on December 31 in each year. The Company will prepare an annual report and audited accounts within four months of the end of the financial period to which they relate. The Company's half-yearly accounting date is June 30. Copies of the unaudited half yearly reports will also be published within two months of the end of the half year period to which they relate.

In addition, the Net Asset Value per Share as calculated on each Dealing Day will be available from the Administrator and unless otherwise provided for in the relevant Supplement to the Prospectus, the up-to-date Net Asset Value per Share will also be available on Bloomberg at www.bloomberg.com (save for the M Class Shares) and on the Investment Manager's website at www.odey.com. Bloomberg tickers are set out in the relevant Supplements to this Prospectus.

RISK FACTORS

Potential investors should consider the following risks before investing in any of the Sub-Funds.

Market Risk

Market risk arises from uncertainty about future prices of investments held by a Sub-Fund, whether price changes are caused by factors specific to individual investments, or other factors affecting a number of similar financial instruments traded in the markets. It represents the potential loss a Sub-Fund might suffer through holding positions in the face of price movements. Price movements are influenced by, amongst other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, including equities, currencies and interest rates. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. Market risk can change substantially without a change in the Sub-Fund portfolio, due to a change in market conditions. Usually the maximum risk is determined as a proportion of the opening fair value of the instruments (i.e. the loss cannot exceed the total amount invested). However, in a number of circumstances, losses can exceed the original investment value sometimes without limit, e.g. partly paid shares, futures and other margin purchases and derivative instruments,

Investments in underlying funds contain the market and liquidity risks associated with the underlying investments but also operational risks (including governance and valuation risks) associated with investing in the underlying fund manager.

Foreign Exchange/Currency Risk

Assets of a Sub-Fund may be denominated in a currency other than the Base Currency of the Sub-Fund. Changes in the exchange rate between the Base Currency and the currency of the asset may lead to a depreciation of the value of the Sub-Fund's assets as expressed in the Base Currency. The Sub-Fund's Investment Manager may or may not try to mitigate this risk by using financial instruments. To do this, the Sub-Fund may enter into a forward contract, for example to sell the currency in which the investment is denominated or principally traded in exchange for the Base Currency of the Sub-Fund. Although these transactions are intended to minimise the risk of loss due to a decline in the value of hedged currency, at the same time they limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the forward contract amounts and the value of the securities involved will not generally be possible because the future value of such securities will change as a consequence of market movements in the value of such securities between the date when the forward contract is entered into and the date when it matures. The successful execution of a hedging strategy which matches exactly the profile of the investments of any Sub-Fund cannot be assured. The use of financial instruments in order to mitigate currency risk at the Sub-Fund level may theoretically have a negative impact on the net asset value of the Sub-Fund's various Classes of Shares.

Where such strategies as outlined above are not used, the performance of a Sub-Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by the Sub-Fund

may not correspond with securities positions held.

Sub-Funds may enter from time to time into currency exchange transactions either on a spot (i.e. cash) basis or by buying currency derivative contracts. Neither spot transactions nor currency derivative contracts eliminate fluctuations in the prices of a Sub-Fund's securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline.

Share Currency Designation Risk

A Class of Shares of a Sub-Fund may be designated in a currency other than the Base Currency of the Sub-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. Depreciation of that nature may also occur as a result of changes in the exchange rate between the designated currency of a particular Class of Shares and the currency of denomination of the assets of the Sub-Fund attributable to that Class of Shares. The Sub-Fund's Investment Manager may or may not try to mitigate these risks by using financial instruments such as those described under the heading "Currency Risk".

Although not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Investment Manager. However, hedged positions will be kept under review to ensure that over-hedged positions will not exceed 105% of the Net Asset Value of the Class of Shares and that positions in excess of 100% of the Net Asset Value of the Class of Shares will not be carried forward from month to month. 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 Sub-Fund are denominated. In such circumstances Shareholders of the Class of Shares of the Sub-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, however, the Investment Manager is of the view that currency movements will have a neutral impact on the performance of the various Sub-Funds over time for the long term investor.

Although hedging strategies may not necessarily be used in relation to each Class of Share within a Sub-Fund, the financial instruments used to implement such strategies shall be assets/liabilities of the Sub-Fund as a whole. However the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Shares of the Sub-Fund. Unless otherwise specified in the relevant Supplement, each Sub-Fund may (but is not obliged to) enter into such currency related transactions in order to hedge the currency exposure of the Classes denominated in a currency other than the Base Currency of the relevant Sub-Fund. Where the name of a Class of Shares denotes that it is specifically to be hedged, the currency exposure of that Class of Shares shall be hedged against the Base Currency of the relevant Sub-Fund (i.e. in such cases whether hedging is undertaken or not shall not be at the discretion of the Investment Manager). Any currency exposure of a Class of Shares may not be combined with or offset against that of any other Class of Shares of a Sub-Fund. The currency exposure of the assets attributable to a Class of Shares may not be allocated to other Classes of Shares.

In relation to unhedged currency share classes, a currency conversion will take place on subscription, redemption, switching and distributions at prevailing exchange rates where the value of the share expressed in the Class of Shares currency will be subject to exchange rate risk in relation to the Base Currency.

Interest Rate Risk

If not reflected in the market price itself, the effect of interest rate movements on the present value of future payments represents an additional risk in the value of securities to be considered.

Interest rate risk represents the potential losses that a Sub-Fund might suffer due to adverse movements in relevant interest rates. The value of fixed interest securities may be affected by changes in the interest rate environment and the amount of income receivable from floating rate securities and bank balances, or payable on overdrafts, will also be affected by fluctuations in interest rates.

Investing in Fixed Income Instruments

Investment in fixed income securities is subject to interest rate and credit risks. Lower-rated securities will usually offer higher yields than higher-rated securities to compensate for the reduced creditworthiness and increased risk of default that these securities carry.

The volume of transactions effected in certain international bond markets may be appreciably below that of the world's largest markets, such as the United States. Accordingly, a Sub-Fund's investment in such markets may be less liquid and their prices may be more volatile than comparable investments in securities trading in markets with larger trading volumes. Moreover, the settlement periods in certain markets may be longer than in others which may affect portfolio liquidity.

Many fixed income securities especially those issued at high interest rates provide that the issuer may repay them early. Issuers often exercise this right when interest rates decline. Accordingly, holders of securities that are pre-paid may not benefit fully from the increase in value that other fixed income securities experience when rates decline. Furthermore, in such a scenario a Sub-Fund may re-invest the proceeds of the pay-off at the then current yields, which will be lower than those paid by the security that was paid off. Pre-payments may cause losses on securities purchased at a premium, and unscheduled pre-payments, which will be made at par, will cause that Sub-Fund to experience loss equal to any unamortized premium.

Investment in Lower-Grade Securities

These securities, often referred to as high yield debt securities, are considered speculative and, while generally offering greater income than investments in higher quality securities, involve greater risk of loss of principal and income, including the possibility of default or bankruptcy of the issuers of such securities, especially during periods of economic uncertainty or change.

Lower-rated securities generally tend to reflect short-term corporate and market developments to a greater extent than higher-rated securities which respond primarily to fluctuations in the general level of interest rates. There are fewer investors in lower-rated securities and it may be harder to buy and sell such securities at an optimum time.

Market quotations may not be available for high yield debt securities, and judgment plays a greater role in valuing high yield corporate debt securities than is the case for securities for which more external sources for quotations and last sale information is available. Adverse publicity and changing investor perception may also affect the availability of outside pricing services to value lower-rated debt securities and the Sub-Fund's

ability to dispose of these securities. In addition, such securities generally present a higher degree of credit risk. Issuers of lower-rated debt securities are often highly leveraged and may not have more traditional method of financing available to them so that their ability to service their obligations during an economic downturn or during sustained periods of rising interest rates may be impaired. The risk of loss due to default by such issuers is significantly greater because below investment grade securities generally are unsecured and frequently are subordinated to the prior payment of senior indebtedness.

Asset Backed Securities and Mortgage Backed Securities

Certain Sub-Funds may invest in asset-backed securities and mortgage-backed securities. The value and the quality of mortgage-backed securities and asset-backed securities depends on the value and the quality of the underlying assets against which such securities are backed by a loan, lease or other receivables. Issuers of mortgage-backed and asset-backed securities may have limited ability to enforce the security interest in the underlying assets, and credit enhancements provided to support the securities, if any, may be inadequate to protect investors in the event of default.

Changes in interest rates may have a significant effect on investments in asset-backed securities and mortgage-backed securities. The return on holdings of mortgage-backed securities can reduce if the owners of the underlying mortgages repay their mortgages sooner than anticipated when interest rates go down. Investment in mortgage-backed securities may be subject to extension risk and prepayment risk, which are both a type of interest rate risk. Like mortgage-backed securities, asset-backed securities generally decrease in value when interest rates increase.

Asset-backed securities and mortgage-backed securities may be less liquid than other securities and investment in these instruments may be more susceptible to liquidity risks than Sub-Funds that invest in other securities.

Liquidity

In some circumstances, investments may be relatively illiquid making it difficult to acquire or dispose of them at the prices quoted on the various exchanges. Accordingly, the Sub-Fund's ability to respond to redemptions or market movements may be impaired and the Sub-Fund may experience adverse price movements upon liquidation of its investments. Settlement of transactions may be subject to delay and administrative uncertainties.

There can be no assurance that the liquidity of the investments of underlying funds will always be sufficient to meet redemption requests as, and when, made. Any lack of liquidity may affect the liquidity of the Shares of a Sub-Fund and the value of its investments.

For such reasons the treatment of redemption requests may be postponed in exceptional circumstances including if a lack of liquidity may result in difficulties in determining the Net Asset Value and the Net Asset Value per Share.

Redemption Risk

Large redemptions of Shares in any of the Sub-Funds might result in the Sub-Fund being forced to sell assets at a time, under circumstances and at a price where it would, instead, normally prefer not to dispose of those assets.

Fraud Risk

None of the Company, the Investment Manager, the Distributors, the Administrator or the Custodian or any of their respective directors, officers, employees or agents will be responsible or liable for the authenticity of or acting upon instructions from Shareholders, including but not limited to requests for redemptions of Shares, reasonably believed to be genuine and shall not in any event be liable for any losses, costs or expenses arising out of or in conjunction with any unauthorized or fraudulent instructions. Although, the Distributors and the Administrator shall employ reasonable procedures to seek to establish that instructions are genuine and that the subscription, redemption and switching procedures of the Company are adhered to, as appropriate. In the event that a Sub-Fund suffers a loss due to the payment of redemption monies to, for example, a fraudster who has successfully redeemed a Shareholder's holding or part thereof, the Net Asset Value of that Sub-Fund shall be reduced accordingly and in the absence of any negligence, fraud, bad faith, recklessness or willful default on the part of the Investment Manager, the Distributors, the Administrator or in the case of the Custodian its unjustifiable failure to perform its obligations or its improper performance of them, the Company will not be compensated for any such loss which will therefore be absorbed by the Shareholders equally.

Cyber Security Risk

The Company and its service providers (including the Investment Manager, the Administrator, the Custodian and the Distributors) ("Affected Persons") may be susceptible to operational and information security and related risks of cyber security incidents. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber security attacks include, but are not limited to, gaining unauthorised access to digital systems (e.g. through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber-attacks also may be carried out in a manner that does not require gaining unauthorised access, such as causing denial-of-service attacks on websites (i.e. efforts to make services unavailable to intended users). Cyber security incidents affecting the Affected Persons have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, including by interference with a Sub-Fund's ability to calculate its NAV; impediments to trading for a Sub-Fund's portfolio; the inability of Shareholders to transact business with the Company; violations of applicable privacy, data security or other laws; regulatory fines and penalties; reputational damage; reimbursement or other compensation or remediation costs; legal fees; or additional compliance costs. Similar adverse consequences could result from cyber security incidents affecting issuers of securities in which a Sub-Fund invests, counterparties with which a Sub-Fund engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. While information risk management systems and business continuity plans have been developed which are designed to reduce the risks associated with cyber security, there are inherent limitations in any cyber security risk management systems or business continuity plans, including the possibility that certain risks have not been identified.

Counterparty and Credit Risk

Conflicts of interest may arise as a result of a Sub-Fund's trading with counterparties. Where any conflict of interest arises the Investment Manager will seek to resolve such conflicts fairly.

The Sub-Fund is subject to a number of types of counterparty risk, whereby a counterparty or investment issuer is unable or unwilling to meet a commitment that it has entered into and causes the Sub-Fund to incur a financial loss.

Very significant credit risk arises when the Sub-Fund lends/deposits cash with a counterparty directly. As well as normal banking relationships, foreign exchange settlement can involve short term (daylight) risks exposing the Fund to loss of 100% of the underlying contract value

A large proportion of transactions in listed securities are settled on a cash versus delivery basis (DVP) with settlement a few days after execution. Settlement risk here is minimised but default by the counterparty could still expose the Sub-Fund to an adverse price movement in the security between execution and default. For foreign exchange forward contracts, the settlement period may be weeks or months and the contract amounts may be larger. This sizeably increases the potential risk.

There are numerous transaction not settled on a DVP basis where there is therefore heightened credit risk through the possibility of settlement default: for example in relation to debt securities and derivative contracts.

Settlement mechanisms in emerging markets are generally less developed and reliable than those in more developed countries and this therefore increases the risk of settlement default, which could result in substantial losses for the Company and the relevant Sub-Fund

In some circumstances, such as new issues, the Sub-Fund may be required to make "free" payments to counterparties; thus exposing the Sub-Fund to 100% risk of loss.

Legal and Operational Risks linked to Management of Collateral

OTC derivatives are generally entered into pursuant to contracts based on the standards set by the International Securities Dealers Association for derivatives master agreements which are negotiated by the parties. The use of such contracts may expose a Sub-Fund to legal risks such as the contract may not accurately reflect the intention of the parties or the contract may not be enforceable against the counterparty in its jurisdiction of incorporation.

The use of OTC derivatives and the management of collateral received are subject to the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Where cash collateral is re-invested, in accordance with the conditions imposed by the Central Bank, a Sub-Fund will be exposed to the risk of a failure or default of the issuer of the relevant security in which the cash collateral has been invested

Custody Risks

Custody risk is the risk of loss of assets held in custody due to default by the Custodian. This is not a "primary credit risk" as the unencumbered assets of a Sub-Fund are segregated from the Custodian's own assets and therefore not available to its creditors in case of the Custodian's failure. However, if the segregation is ineffective, or there is fraud, insolvency of the Custodian could mean a loss of the Sub-Fund's assets.

The Custodian has the power to appoint sub-custodians typically to hold specific types of assets in different international locations. Although, perhaps somewhat mitigated by the Custodian's duty of care in selecting and monitoring these sub-custodians, the Sub-Fund has a similar risk to each sub-custodian as to the Custodian itself.

Furthermore, as a Sub-Fund may invest in markets where custodial and/or settlement systems are not fully developed, the assets of a Sub-Fund which are traded in such markets and which have been entrusted to sub-custodians, in circumstances where the use of such sub-custodians is necessary, may be exposed to risks in circumstances whereby the Custodian will have no liability.

Such markets include at the date of this Prospectus but are not limited to Russia, Nigeria, Vietnam, Argentina and such risks include but are not limited to:

- a non-true delivery versus payment settlement;
- a physical market and, as a consequence, the circulation of forged securities;
- poor information in regards to corporate actions;
- registration process that impacts the availability of the securities;
- lack of appropriate legal/fiscal infrastructure advices;
- lack of compensation/risk fund with a central depository.

Investing in Alternative Investments

Sub-Funds may in the future take advantage of opportunities with respect to certain other alternative instruments that are not presently contemplated for use by the Sub-Funds or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective and policies of the relevant Sub-Fund and are in accordance with the UCITS Regulations. Certain alternative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk.

Political and/or Regulatory Risks

The value of a Sub-Fund's assets may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets.

Registration Risk

In some emerging market countries evidence of legal title to shares is maintained in "book-entry" form. In order to be recognised as the registered owner of the shares of a company, a purchaser or purchasers' representative must physically travel to a registrar and open an account with the registrar (which, in certain cases, requires the payment of an account opening fee). Thereafter, each time that the purchaser purchases additional shares of the company, the purchasers' representative must present to the registrar powers of attorney from the purchaser and the seller of such shares, along with evidence of such purchase, at which time the registrar will debit such purchased shares from the seller's account maintained on the register and credit such purchased shares to the purchaser's account to be maintained to the register.

The role of the registrar in such custodial and registration processes is crucial. Registrars may not be subject to effective government supervision and it is possible for a Sub-Fund to lose its registration through fraud, negligence or mere oversight on the part of the registrar. Furthermore, while companies in certain emerging market countries may be required to maintain independent registrars that meet certain statutory criteria, in practice, there can be no guarantee that this regulation has been strictly enforced. Because of this possible lack of independence, management of companies in such emerging market countries can potentially exert significant influence over the shareholding in such companies. If the company register were to be destroyed or mutilated, a Sub-Fund's holding of the relevant shares of the company could be substantially impaired, or in certain cases, deleted. Registrars often do not maintain insurance against such occurrences, nor are they likely to have assets sufficient to compensate a Sub-Fund as a result thereof. While the registrar and the company may be legally obliged to remedy such loss, there is no guarantee that either of them would do so, nor is there any guarantee that a Sub-Fund would be able to successfully bring a claim against them as a result of such loss. Furthermore, the registrar or the relevant company could wilfully refuse to recognise a Sub-Fund as the registered holder of shares previously purchased by a Sub-Fund due to the destruction of the company's register.

Accounting, Auditing and Financial Reporting Standards

The accounting, auditing and financial reporting standards of many of, if not all of, the countries in which a Sub-Fund may invest are likely to be less extensive than those applicable to United States or United Kingdom companies.

Dependence on Key Personnel

The investment performance of one or more Sub-Funds may be dependent on the services of certain key employees of the Investment Manager and any of the appointees of the Investment Manager. In the event of the death, incapacity or departure of any of these individuals, the performance of the Sub-Funds may be adversely affected.

Investment Manager Valuation Risk

The Administrator may consult the Investment Manager (in its capacity as a "competent person") with respect to the valuation of certain investments. Whilst there may be a conflict of interest between the Investment Manager's involvement in establishing the valuation price of the Company's investments and the

Investment Manager's other duties and responsibilities in relation to the Company (particularly as the Investment Manager's fees may increase as the value of the assets increases), the Investment Manager shall manage any conflict of interest in accordance with its conflicts of interest policy to ensure any such conflicts are managed fairly.

Performance Fee Risk

The payment of a performance fee to the Investment Manager, as set out in the relevant Supplements to this Prospectus, based on the performance of a Sub-Fund may provide the Investment Manager with an incentive to cause a Sub-Fund to make more speculative investments than might otherwise be the case. The Investment Manager will have discretion as to the timing and the terms of a Sub-Fund's transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees.

Tax Risk

Dividends, interest and capital gains (if any) on securities in which the Company invests may be subject to taxes including withholding taxes imposed by such countries, sometimes retrospectively. In addition, where the Company invests in securities that are not subject to withholding tax at the time of acquisition, there can be no assurance that tax may not be withheld in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The Company may not be able to benefit from a reduction in the rate of withholding taxes by virtue of the double taxation agreements in operation between Ireland and other countries imposing such tax. The Company may not therefore be able to reclaim withholding tax suffered by it in various countries.

Where a Sub-Fund sell securities short that are subject to withholding tax at the time of sale, the price obtained will reflect the withholding tax liability of the purchaser. In the event that in the future such instruments cease to be subject to withholding tax, the benefit thereof will accrue to the purchaser and not to the Company.

Any change in the Company's tax status or in taxation legislation could affect the value of the investments held by the Company and affect the Company's ability to provide the investor returns. Potential investors and Shareholders should note that the statements on taxation that are set out below are based on advice which has been received by the Directors regarding the law and practice in force in the relevant jurisdiction as at the date of this Prospectus. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made in the Company will endure indefinitely. The attention of potential investors is drawn to the taxation risk associated with investing in the Company. See section headed "TAXATION".

Tax Liability of the Company

Furthermore, if the Company becomes liable to account for tax, in any jurisdiction, including any interest or penalties thereon if an event giving rise to a tax liability occurs, the Company shall be entitled to deduct such amount from the payment arising on such event or to compulsorily redeem or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as have a value sufficient after the deduction of any redemption charges to discharge any such liability. The relevant Shareholder shall indemnify and keep the Company indemnified against any loss arising to the Company by reason of the Company

becoming liable to account for tax and any interest or penalties thereon on the happening of an event giving rise to a tax liability including if no such deduction, appropriation or cancellation has been made.

Risks Resulting from Tax Publication Requirements

The Company may be required to provide documentation to foreign fiscal authorities upon request in order for such authorities to, inter alia, verify the accuracy of the published tax information. The basis on which such figures are calculated is subject to interpretation and therefore it cannot be guaranteed that such authorities will accept or agree with the Company's calculation methodology. In addition, Shareholders who are subject to tax in other jurisdictions should be aware, if it transpires that the relevant fiscal authorities disagree with the Company's calculation methodology and determine that the published tax information is incorrect, that any subsequent correction will, as a general rule, not have retrospective effect and will only take effect during the current financial year. Consequently, the correction may positively or negatively affect those Shareholders who receive a distribution or an attribution of deemed income distributions (including reported income) in the current year. The Company shall not be liable for any determination made by the relevant fiscal authorities in relation to the published tax information and any costs arising shall be borne by the relevant Shareholders.

Foreign Account Tax Compliance Act

The foreign account tax compliance provisions ("FATCA") of the Hiring Incentives to Restore Employment Act 2010 which apply to certain payments are essentially designed to require reporting of Specified US Person's direct and indirect ownership of non-US accounts and non-US entities to the US Internal Revenue Service, with any failure to provide the required information resulting in a 30% US withholding tax on direct US investments (and possibly indirect US investments). In order to avoid being subject to US withholding tax, both US investors and non-US investors are likely to be required to provide information regarding themselves and their investors. In this regard the Irish and US Governments signed an intergovernmental agreement with respect to the implementation of FATCA (see section entitled "Compliance with US reporting and withholding requirements" for further detail) on 21 December 2012.

Prospective investors should consult their own tax advisor with regard to US federal, state, local and non-US tax reporting and certification requirements associated with an investment in the Company.

Emerging Markets Risk

For Sub-Funds investing in securities located in countries with emerging securities markets, risks additional to the normal risk inherent in investing in conventional securities may be encountered. These include:-

Currency depreciation: A Sub-Fund's assets may be invested in securities which are denominated in currencies other than those of developed countries and any income received by the Sub-Fund from those investments will be received in those currencies. Historically most of the non-developed countries' currencies have experienced significant depreciation against the currencies of developed countries. Some of the emerging market currencies may continue to fall in value against currencies of developed countries. A Sub-Fund may compute its Net Asset Value in a currency different from that of the relevant Class of Shares, consequently there may be a currency exchange risk which may affect the value of the Shares.

Country risk: The value of a Sub-Fund's assets may be affected by uncertainties within each individual emerging market country in which it invests such as changes in government policies, nationalisation of industry, taxation, currency repatriation restrictions and other developments in the law or regulations of the countries in which a Sub-Fund may invest and, in particular, by changes in legislation relating to the level of foreign ownership in companies in some emerging countries.

Stockmarket practices: Many emerging markets are undergoing a period of rapid growth and are less regulated than many of the world's leading stockmarkets. In addition, market practices in relation to settlement of securities transactions and custody of assets in emerging markets – in particular Russia, other countries of the Commonwealth Independent States and other emerging market countries – can provide increased risk to a Sub-Fund and may involve delays in obtaining accurate information on the value of securities (which may as a result affect the calculation of the Net Asset Value).

Settlement, clearing and registration of securities transactions in Russia, other Commonwealth Independent States countries and other emerging market countries are subject to significant risks not normally associated with markets in Western Europe and the United States. Stock exchanges in the Commonwealth Independent States and other emerging market countries may not have similar kinds of rules and controls to those in more developed stock exchanges in Western countries. In particular, settlement and payment systems are generally underdeveloped, there may be no approved settlement procedure and bargains may be settled by a free delivery of stock with payment of cash in an uncollateralised manner.

Liquidity risk: The stockmarkets, in general, are less liquid than those of the world's leading stockmarkets. Purchases and sales of investments may take longer than would otherwise be expected on developed stockmarkets and transactions may need to be conducted at unfavourable prices.

Information quality: Accounting, auditing and financing reporting standards, practices and disclosure requirements applicable to some companies in emerging markets in which a Sub-Fund may invest may differ from those applicable in developed countries in that less information is available to investors and such information may be out of date or carry a lower level of assurance.

Leverage Risk

Leverage can be employed in a variety of ways including direct borrowing, the use of futures, warrants, options and other derivative products. Leverage increases the level of investment exposure in relation to the net value of the Sub-Fund. The effect on the Sub-Fund's value from a move in price of underlying securities holdings is thereby magnified and the risk increased. If assumptions made by the Investment Manager are wrong or if the instruments do not work as anticipated, the relevant Sub-Fund could lose more than if the Sub-Fund had not used such investment techniques.

The global exposure relating to FDI must not exceed a Sub-Fund's total Net Asset Value. However, this limit will not apply to Sub-Funds using VaR to assess the Sub-Fund's leverage and market risk volatility, as disclosed in the relevant Supplement to this Prospectus (where appropriate). A Sub-Fund's global exposure shall be calculated using the commitment approach. However, VaR or other advanced risk measurement methodologies may be used to calculate global exposure, in accordance with the Central Bank's requirements, as disclosed in the relevant Supplement to this Prospectus (where appropriate).

Owing to this leverage, it is possible that the value of a Sub-Fund's net assets will rise faster when the capital gains on the investments acquired with the help of FDI are greater than the associated costs

(specifically the premiums on the FDI used). When prices fall, however, this effect is offset by a corresponding rapid decrease in the value of the Sub-Fund's net assets.

Default of Payment Risk

If subscription monies have not been received by the Administrator by the time specified on the day appointed for payment, the Directors may, pursuant to the Articles, cancel any allotment of Shares made and the Company may charge the applicant for any loss, cost, expense or fees suffered by the Company as a result of such cancellation.

Market Disruption Risk

The Sub-Funds may be exposed to the risk of incurring large losses in the event of disrupted markets. Disruptions can include the suspension or limit on trading of a financial exchange and disruptions in one sector can have an adverse effect on other sectors. If this happens, the risk of loss to a Sub-Fund can be increased because many positions may become illiquid, making them difficult to sell. Finances available to a Sub-Fund may also be reduced which can make it more difficult for a Sub-Fund to trade.

Investment in an umbrella collective investment vehicle

The Company is an umbrella type collective investment vehicle broken down into distinct Sub-Funds. Investment in an umbrella type investment company has certain characteristics of which you should be aware.

Your subscription monies will be combined with those of other investors in the same Sub-Fund in which you invest and such Sub-Fund has not been established or designed with any one particular investor in mind. This means that the Sub-Fund has not been tailored to your specific circumstances and you need to determine whether an investment in the Sub-Fund is suitable in the context of your own circumstances. In addition, you will have no discretion over the investments made for the Sub-Fund. The Investment Manager will have complete discretion for selecting investments for purchase and sale by the Sub-Fund. The Sub-Fund's success therefore depends, to a large extent, on the services of the Investment Manager and you will not have any direct contractual claim against the Investment Manager with respect to the services it provides to the Sub-Fund.

In each year an annual report and audited annual accounts and a half yearly report with unaudited half yearly accounts will be prepared. In addition, the Investment Manager may, but is not obliged to, make available to the Shareholders, upon request and subject to certain policies and conditions, reports that contain estimates of the Sub-Fund's performance, list the Sub-Fund's investment positions and/or collateral holdings and activities or contain other information about the Sub-Fund. Unless otherwise indicated in the context of a particular report, no report will be tailored specifically for you or with your particular circumstances in mind. In addition, other than in the context of the annual report and half yearly report, the Company and the Investment Manager make no representation as to the accuracy, completeness, fitness for a particular purpose or timeliness of any information contained in any report, and the Company, the Investment Manager and their respective affiliates will not be liable for any loss suffered by you as a result of reliance on any such report.

The Company is an umbrella company with segregated liability between Sub-Funds. As a result, as a matter of Irish law, any liability attributable to a particular Sub-Fund may only be discharged out of the assets of that Sub-Fund and the assets of other Sub-Funds may not be used to satisfy the liability of that Sub-Fund. In addition, any contract entered into by the Company will by operation of law include an implied term to the effect that the counterparty to the contract may not have any recourse to assets of any of the Sub-Funds other than the Sub-Fund in respect of which the contract was entered into. These provisions are binding both on creditors and in any insolvency but do not prevent the application of any enactment or rule of law which would require the application of the assets of one Sub-Fund to discharge some, or all liabilities of another Sub-Fund on the grounds of fraud or misrepresentation. In addition, whilst these provisions, are binding in an Irish court which would be the primary venue for an action to enforce a debt against the Company, these provisions have not been tested in other jurisdictions, and there remains a possibility that a creditor might seek to attach or seize assets of one Sub-Fund in satisfaction of an obligation owed in relation to another Sub-Fund in a jurisdiction which would not recognise the principle of segregation of liability between Sub-Funds.

Termination Risk

In the event of the early termination of a Sub-Fund, the Sub-Fund would have to distribute to the Shareholders their pro rata interest in the assets of the Sub-Fund. It is possible that at the time of such sale or distribution, certain investments held by the Sub-Fund may be worth less than the initial cost of such investments, resulting in a substantial loss to the Shareholders. Moreover, any organisational expenses with regard to a Sub-Fund that had not yet become fully amortised would be debited against the Sub-Fund's capital at that time.

The above should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in any of the Sub-Funds. Potential investors should be aware that an investment in a Sub-Fund may be exposed to other risks of an exceptional nature from time to time.

TAXATION

The information given is not exhaustive and does not constitute legal or tax advice. Prospective investors should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, switching or disposing of Shares under the laws of the jurisdictions in which they may be subject to tax.

The following is a brief summary of certain aspects of Irish taxation law and practice relevant to the transactions contemplated in this Prospectus. It is based on the law and practice and official interpretation currently in effect, all of which are subject to change.

Dividends, interest and capital gains (if any) which the Company receives with respect to its investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Ireland and such 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 will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of repayment.

Irish Taxation

The Directors have been advised that on the basis that the Company is resident in Ireland for taxation purposes the taxation position of the Company and the Shareholders is as set out below.

Taxation of the Company

The Directors have been advised that, under current Irish law and practice, the Company qualifies as an investment undertaking as defined in Section 739B of the Taxes Act., so long as the Company is resident in Ireland. Accordingly the Company is not chargeable to Irish tax on its income and gains.

However, tax can arise on the happening of a "chargeable event" in the Company. A chargeable event includes any distribution payments to Shareholders or any encashment, redemption, cancellation, transfer or deemed disposal (a deemed disposal will occur at the expiration of a Relevant Period) of Shares or the appropriation or cancellation of Shares of a Shareholder by the Company for the purposes of meeting the amount of tax payable on a gain arising on a transfer. No tax will arise on the Company in respect of chargeable events in respect of a Shareholder who is neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event provided that a Relevant Declaration is in place and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration or the Company satisfying and availing of equivalent measures (see paragraph headed "*Equivalent Measures*" below) there is a presumption that the investor is Irish Resident or Ordinarily Resident in Ireland. A chargeable event does not include:

- An exchange by a Shareholder, effected by way of an arms-length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company;

- Any transactions (which might otherwise be a chargeable event) in relation to shares held in a recognised clearing system as designated by order of the Irish Revenue Commissioners;
- A transfer by a Shareholder of the entitlement to Shares where the transfer is between spouses and former spouses, subject to certain conditions; or
- An exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the Taxes Act) of the Company with another investment undertaking.

If the Company becomes liable to account for tax if a chargeable event occurs, the Company shall be entitled to deduct from the payment arising on a chargeable event an amount equal to the appropriate tax and/or where applicable, to appropriate or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event if no such deduction, appropriation or cancellation has been made.

Dividends received by the Company from investment in Irish equities may be subject to Irish dividend withholding tax at the standard rate of income tax (currently 20%). However, the Company can make a declaration to the payer that it is a collective investment undertaking beneficially entitled to the dividends which will entitle the Company to receive such dividends without deduction of Irish dividend withholding tax.

Stamp Duty

No stamp duty is payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. Where any subscription for or redemption of Shares is satisfied by the in specie transfer of securities, property or other types of assets, Irish stamp duty may arise on the transfer of such assets.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities provided that the stock or marketable securities in question have not been issued by a company registered in Ireland and provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B (1) of the Taxes Act or a "qualifying company" within the meaning of Section 110 of the Taxes Act) which is registered in Ireland.

Shareholders Tax

Shares which are held in a Recognised Clearing System

Any payments to a Shareholder or any encashment, redemption, cancellation or transfer of Shares held in a Recognised Clearing System will not give rise to a chargeable event in the Company (there is however ambiguity in the legislation as to whether the rules outlined in this paragraph with regard to Shares held in a Recognised Clearing System, apply in the case of chargeable events arising on a deemed disposal, therefore, as previously advised, Shareholders should seek their own tax advice in this regard). Thus the Company will not have to deduct any Irish taxes on such payments regardless of whether they are held by Shareholders who are Irish Residents or Ordinarily Resident in Ireland, or whether a non-resident Shareholder has made a Relevant Declaration. However, Shareholders who are Irish Resident or Ordinarily

Resident in Ireland or who are not Irish Resident or Ordinarily Resident in Ireland but whose Shares are attributable to a branch or agency in Ireland may still have a liability to account for Irish tax on a distribution or encashment, redemption or transfer of their Shares.

To the extent any Shares are not held in a Recognised Clearing System at the time of a chargeable event (and subject to the point made in the previous paragraph in relation to a chargeable event arising on a deemed disposal), the following tax consequences will typically arise on a chargeable event.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland

The Company will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder if (a) the Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland, (b) the Shareholder has made a Relevant Declaration on or about the time when the Shares are applied for or acquired by the Shareholder and (c) the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration (provided in a timely manner) or the Company satisfying and availing of equivalent measures (see paragraph headed "*Equivalent Measures*" below) tax will arise on the happening of a chargeable event in the Company regardless of the fact that a Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland. The appropriate tax that will be deducted is as described below.

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither Irish Resident nor Ordinarily Resident in Ireland no tax will have to be deducted by the Company on the occasion of a chargeable event provided that either (i) the Company satisfied and availed of the equivalent measures or (ii) the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland and either (i) the Company has satisfied and availed of the equivalent measures or (ii) such Shareholders have made Relevant Declarations in respect of which the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct, will not be liable to Irish tax in respect of income from their Shares and gains made on the disposal of their Shares. However, any corporate Shareholder which is not Irish Resident and which holds Shares directly or indirectly by or for a trading branch or agency in Ireland will be liable to Irish tax on income from their Shares or gains made on disposals of the Shares.

Where tax is withheld by the Company on the basis that no Relevant Declaration has been filed with the Company by the Shareholder, Irish legislation provides for a refund of tax only to companies within the charge to Irish corporation tax, to certain incapacitated persons and in certain other limited circumstances.

Shareholders who are Irish Residents or Ordinarily Resident in Ireland

Unless a Shareholder is an Exempt Irish Investor and makes a Relevant Declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or unless the Shares are purchased by the Courts Service, tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place)

will be required to be deducted by the Company from a distribution (where payments are made annually or at more frequent intervals) to a Shareholder who is Irish Resident or Ordinarily Resident in Ireland. Similarly, tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) will have to be deducted by the Company on any other distribution or gain arising to the Shareholder (other than an Exempt Irish Investor who has made a Relevant Declaration) on an encashment, redemption, cancellation, transfer or deemed disposal (see below) of Shares by a Shareholder who is Irish Resident or Ordinarily Resident in Ireland.

The Finance Act 2006 introduced rules (which were subsequently amended by the Finance Act 2008) in relation to an automatic exit tax for Shareholders who are Irish Resident or Ordinarily Resident in Ireland in respect of Shares held by them in the Company at the ending of a Relevant Period. Such Shareholders (both companies and individuals) will be deemed to have disposed of their Shares ("deemed disposal") at the expiration of that Relevant Period and will be charged to tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) on any deemed gain (calculated without the benefit of indexation relief) accruing to them based on the increased value (if any) of the Shares since purchase or since the previous exit tax applied, whichever is later.

For the purposes of calculating if any further tax arises on a subsequent chargeable event (other than chargeable events arising from the ending of a subsequent Relevant Period or where payments are made annually or at more frequent intervals), the preceding deemed disposal is initially ignored and the appropriate tax calculated as normal. Upon calculation of this tax, credit is immediately given against this tax for any tax paid as a result of the preceding deemed disposal. Where the tax arising on the subsequent chargeable event is greater than that which arose on the preceding deemed disposal, the Company will have to deduct the difference. Where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal, the Company will refund the Shareholder for the excess (subject to the paragraph headed "15% threshold" below).

10% Threshold

The Company will not have to deduct tax ("exit tax") in respect of this deemed disposal where the value of the chargeable shares (i.e. those Shares held by Shareholders to whom the declaration procedures do not apply) in the Company (or Sub-Fund being an umbrella scheme) is less than 10% of the value of the total Shares in the Company (or the Sub-Fund) and the Company has made an election to report certain details in respect of each affected Shareholder to Revenue (the "Affected Shareholder") in each year that the de minimus limit applies. In such a situation the obligation to account for the tax on any gain arising on a deemed disposal will be the responsibility of the Shareholder on a self-assessment basis ("self-assessors") as opposed to the Company or Sub-Fund (or their service providers). The Company is deemed to have made the election to report once it has advised the Affected Shareholders in writing that it will make the required report.

15% Threshold

As previously stated where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal (e.g. due to a subsequent loss on an actual disposal), the Company will refund the Shareholder the excess. Where however immediately before the subsequent chargeable event, the value of chargeable shares in the Company (or Sub-Fund being an umbrella scheme) does not exceed 15% of the value of the total Shares, the Company may elect to have any excess tax arising repaid directly by Revenue to the Shareholder. The Company is deemed to have made this election once it notifies the

Shareholder in writing that any repayment due will be made directly by Revenue on receipt of a claim by the Shareholder.

Other

To avoid multiple deemed disposal events for multiple units an irrevocable election under Section 739D(5B) can be made by the Company to value the Shares held at the 30th June or 31st December of each year prior to the deemed disposal occurring. While the legislation is ambiguous, it is generally understood that the intention is to permit a fund to group shares in six month batches and thereby make it easier to calculate the exit tax by avoiding having to carry out valuations at various dates during the year resulting in a large administrative burden.

The Irish Revenue Commissioners have provided updated investment undertaking guidance notes which deal with the practical aspects of how the above calculations/objectives will be accomplished.

Shareholders (depending on their own personal tax position) who are Irish Resident or Ordinarily Resident in Ireland may still be required to pay tax or further tax on a distribution or gain arising on an encashment, redemption, cancellation, transfer or deemed disposal of their Shares. Alternatively they may be entitled to a refund of all or part of any tax deducted by the Company on a chargeable event.

Equivalent Measures

The Finance Act 2010 ("Act") introduced measures commonly referred to as equivalent measures to amend the rules with regard to Relevant Declarations. The position prior to the Act was that no tax would arise on an investment undertaking with regard to chargeable events in respect of a shareholder who was neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event, provided that a Relevant Declaration was in place and the investment undertaking was not in possession of any information which would reasonably suggest that the information contained therein was no longer materially correct. In the absence of a Relevant Declaration there was a presumption that the investor was Irish Resident or Ordinarily Resident in Ireland. The Act however contained provisions that permit the above exemption in respect of shareholders who are not Irish Resident nor Ordinarily Resident in Ireland to apply where the investment undertaking is not actively marketed to such investors and appropriate equivalent measures are put in place by the investment undertaking to ensure that such shareholders are not Irish Resident nor Ordinarily Resident in Ireland and the investment undertaking has received approval from the Revenue Commissioners in this regard.

Personal Portfolio Investment Undertaking ("PPIU")

The Finance Act 2007 introduced provisions regarding the taxation of Irish Resident individuals or Ordinarily Resident in Ireland individuals who hold shares in investment undertakings. These provisions introduced the concept of a personal portfolio investment undertaking ("PPIU"). Essentially, an investment undertaking will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the investment undertaking either directly or through persons acting on behalf of or connected to the investor. Depending on individuals' circumstances, an investment undertaking may be considered a PPIU in relation to some, none or all individual investors i.e. it will only be a PPIU in respect of those individuals' who can "influence" selection. Any gain arising on a chargeable event in relation

to an investment undertaking which is a PPIU in respect of an individual on or after 20th February 2007, will be taxed at the rate of 60%. Specific exemptions apply where the property invested in has been widely marketed and made available to the public or for non-property investments entered into by the investment undertaking. Further restrictions may be required in the case of investments in land or unquoted shares deriving their value from land.

Capital Acquisitions Tax

The disposal of Shares may be subject to Irish gift or inheritance tax (Capital Acquisitions Tax). However, provided that the Company falls within the definition of investment undertaking (within the meaning of Section 739B (1) of the Taxes Act), the disposal of Shares by a Shareholder is not liable to Capital Acquisitions Tax provided that (a) at the date of the gift or inheritance, the donee or successor is neither domiciled nor Ordinarily Resident in Ireland; (b) at the date of the disposition, the Shareholder disposing ("disponer") of the Shares is neither domiciled nor Ordinarily Resident in Ireland; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

With regard to Irish tax residency for Capital Acquisitions Tax purposes, special rules apply for non-Irish domiciled persons. A non-Irish domiciled donee or disponer will not be deemed to be resident or ordinarily resident in Ireland at the relevant date unless;

- i) that person has been resident in Ireland for the 5 consecutive years of assessment immediately preceding the year of assessment in which that date falls; and
- ii) that person is either resident or ordinarily resident in Ireland on that date.

Compliance with US reporting and withholding requirements

The foreign account tax compliance provisions ("FATCA") of the Hiring Incentives to Restore Employment Act 2010 represent an expansive information reporting regime enacted by the United States ("US") aimed at ensuring that Specified US Persons with financial assets outside the US are paying the correct amount of US tax. FATCA will generally impose a withholding tax of up to 30% with respect to certain US source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce US source interest or dividends paid to a foreign financial institution ("FFI") unless the FFI enters directly into a contract ("FFI agreement") with the US Internal Revenue Service ("IRS") or alternatively the FFI is located in a IGA country (please see below). An FFI agreement will impose obligations on the FFI including disclosure of certain information about US investors directly to the IRS and the imposition of withholding tax in the case of non-compliant investors. For these purposes the Company would fall within the definition of a FFI for the purpose of FATCA.

In recognition of both the fact that the stated policy objective of FATCA is to achieve reporting (as opposed to being solely the collecting of withholding tax) and the difficulties which may arise in certain jurisdictions with respect to compliance with FATCA by FFIs, the US has developed an intergovernmental approach to the implementation of FATCA. In this regard the Irish and US Governments signed an intergovernmental agreement ("Irish IGA") on the 21st December 2012 and provisions were included in Finance Act 2013 for the implementation of the Irish IGA and also to permit regulations to be made by the Irish Revenue Commissioners with regard to registration and reporting requirements arising from the Irish IGA. In this regard, the Revenue Commissioners (in conjunction with the Department of Finance) have issued

Regulations – S.I. No. 292 of 2014 which is effective from 1 July 2014. Supporting Guidance Notes (which will be updated on an ad-hoc basis) were issued by the Irish Revenue Commissioners on 1 October 2014.

The Irish IGA is intended to reduce the burden for Irish FFIs of complying with FATCA by simplifying the compliance process and minimising the risk of withholding tax. Under the Irish IGA, information about relevant US investors will be provided on an annual basis by each Irish FFI (unless the FFI is exempted from the FATCA requirements) directly to the Irish Revenue Commissioners. The Irish Revenue Commissioners will then provide such information to the IRS (by the 30th September of the following year) without the need for the FFI to enter into a FFI agreement with the IRS. Nevertheless, the FFI will generally be required to register with the IRS to obtain a Global Intermediary Identification Number commonly referred to as a GIIN.

Under the Irish IGA, FFIs should generally not be required to apply 30% withholding tax. To the extent the Company does suffer US withholding tax on its investments as a result of FATCA, the Directors may take any action in relation to an investor's investment in the Company to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or to become a participating FFI gave rise to the withholding.

Each prospective investor should consult their own tax advisor regarding the requirements under FATCA with respect to their own situation.

Common Reporting Standards (CRS)

Ireland and a number of other jurisdictions have also announced that they propose to enter into multilateral arrangements modelled on the Common Reporting Standard for Automatic Exchange of Financial Account Information published by the Organisation for Economic Co-operation and Development (OECD). If implemented into Irish law, this may require the Issuer to provide certain information to the Irish Revenue Commissioners about Shareholders resident or established in the jurisdictions which are party to such arrangements (which information will in turn be provided to the relevant tax authorities).

United Kingdom

The following information applies to all Classes of Shares and Sub-Funds of the Company, unless otherwise specified below.

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. In these circumstances, the Company will not be subject to United Kingdom taxation on its profits and gains (other than withholding tax on any interest or certain other income received by the Company which has a United Kingdom source), provided that all the trading transactions in the United Kingdom of the Company are carried out through an investment manager which is not a fixed place of business or agent situated in the United Kingdom that constitutes a "permanent establishment" or "UK representative" for United Kingdom taxation purposes.

The profits of such UK trading activities should not be assessed to United Kingdom tax provided that the Company and the Investment Manager meet the requirements of a statutory exemption commonly referred

to as the "investment manager exemption" contained in the UK Corporation Tax Act 2010. The Directors and the Investment Manager each intend that the respective affairs of the Company and the Investment Manager 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 or requirements will at all times be satisfied.

General

The receipt of dividends (if any) by Shareholders, the redemption, switching or transfer of Shares and any distribution on a winding-up of the Company may result in a tax liability for the Shareholders according to the tax regime applicable in their various countries of residence, citizenship or domicile. Shareholders resident in or citizens of certain countries which have anti-offshore fund legislation may have a current liability to tax on the undistributed income and gains of the Company. The Directors, the Company and each of the Company's agents shall have no liability in respect of the individual tax affairs of Shareholders.

UK Shareholders

Subject to their personal circumstances, Shareholders will be subject to income or corporation tax in the United Kingdom in respect of dividends or other distributions of an income nature made by the Company, whether or not such distributions are reinvested.

Shareholders who are subject to UK corporation tax may, subject to the points below, be exempt from UK taxation in respect of dividends from the Company. However, persons within the charge to UK corporation tax should note that the regime for the taxation of most corporate debt contained in Part 6 of the United Kingdom Corporation Tax Act 2009 (the "loan relationships regime"), provides that, if the person holds an interest in an offshore fund and there is a time in that period when that fund fails to satisfy the "non-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. Accordingly, such distributions are not treated as dividends for these purposes. An offshore fund fails to satisfy the "non-qualifying investments" test at any time when more than 60 per cent. of its assets by market value comprise government and corporate debt securities or cash on deposit or certain derivative contracts or holdings in other offshore funds which at any time in the relevant accounting period do not themselves satisfy the "non-qualifying investments" test.

On the basis of the investment policies of the Company, the Company could invest more than 60 per cent. of its assets in government and corporate debt securities, cash on deposit, or in certain derivative contracts or in other offshore funds which do not satisfy the "non-qualifying" investments test and hence could fail to satisfy the "non-qualifying investments" test itself. In that eventuality, the Shares will be treated for corporation tax purposes as within the loan relationships regime with the result that all returns on the Shares 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 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).

If the Company fails the non-qualifying investments test, a UK shareholder who is subject to income tax will generally be chargeable to UK income tax on distributions at full marginal rates. If the Company satisfied the

non-qualifying investments test, a shareholder who is an individual will generally be chargeable to UK income tax on dividends received from the Company.

Offshore Fund Rules

The Company falls within the United Kingdom Offshore Funds rules contained in Part 8 of the Taxation (International and Other Provisions) Act 2010 and the Offshore Funds (Tax) Regulations 2009 ("the Regulations"). Under these rules, the definition of an offshore fund is based on a characteristics approach. Investors will be considered to have an interest in an offshore fund if they do not have day to day control over the management of the fund's property and if they have a reasonable expectation to realise any investment based entirely or almost entirely by reference to the net asset value of the fund. The Company is expected to have such characteristics and meet the definition. Accordingly, the Company will be subject to the offshore fund rules.

In accordance with the Regulations, an investor who is resident in the United Kingdom for taxation purposes and holds an interest in an "offshore fund" will be taxed on any accrued gain at the time of sale, redemption or other disposal as offshore income gains (i.e., individual investors are charged to income tax, and corporate investors to corporation tax on income principles), unless the fund becomes a "reporting fund" throughout the period during which the investor holds an interest.

The Company is an umbrella type collective investment vehicle broken down into distinct Sub-Funds with separate Classes of Shares. In accordance with Part 1 of the Regulations, where there is more than one class of interest, each class is to be regarded as a separate offshore fund and may apply to be classified as a "reporting fund". The umbrella fund as a whole is not regarded as an offshore fund.

Except as mentioned below to the contrary (see the section entitled "*Information Specific to Sterling Classes of Shares*" below), it is not intended that any Class of Shares will enter the reporting fund regime and become a "reporting fund". In these circumstances, any gains arising to Shareholders resident in the United Kingdom on a sale, redemption or other disposal of Shares (including a deemed disposal on death) will be taxed as offshore income gains rather than capital gains, so that United Kingdom resident investors are charged to income tax (in the case of individual investors) or corporation tax on income principles (in the case of corporate investors). One further consequence of this treatment is that such investors who are individuals will not be able to benefit from the lower rate of United Kingdom capital gains tax or capital gains tax exemptions or reliefs.

An investor who is an individual who has ceased to be resident in the UK for tax purposes for a period of less than five years of assessment and who disposes of their interest during that period may also be liable, on his return to the UK, to UK income tax on any offshore income gain.

Information Specific to "Reporting Funds"

The Directors intend to complete reporting requirements in relation to certain Sub-Funds as specified in the relevant Supplement to this Prospectus, for each of the GBP Class of Shares and such other Classes of Shares as the Directors may determine from time to time. In these circumstances, if such Classes of Shares fulfill reporting requirements as required by HM Revenue and Customs ("HMRC") throughout the period during which such Shares are held, any gain realised by a United Kingdom resident Shareholders on a sale, redemption or other disposal of their Shares in the relevant Classes of Shares (including a deemed disposal on

death) should be taxed as capital gains (or, in the case of a corporate investor, corporation tax on capital gains principles), with any undistributed income that has been subject to tax being treated as capital expenditure. If reporting fund status is not obtained or maintained throughout the period of investment by a Shareholder, the relevant Class of Shares will not be "reporting funds" for United Kingdom tax purposes.

The Directors intend to manage the Company's affairs so that, in relation to certain Sub-Funds and as specified in the relevant Supplement to this Prospectus, each of the GBP Class of Shares and such other Classes of Shares as the Directors may determine from time to time qualifies as a "reporting fund" in respect of each accounting period of the Company. This policy may be reviewed depending on whether the relevant Classes of Shares make(s) an income profit or on account of any other relevant circumstances.

Further, if "reporting fund" status is obtained, United Kingdom resident investors will be subject to tax on reported income attributable to the investor. Under the Regulations, a "reporting fund" is required to provide each United Kingdom investor in the relevant Class of Shares, for each accounting period, with a report of the income of the Class of Shares for that accounting period which is attributable to the investor's interest (whether or not such income has been distributed), and such reported income is treated as an additional distribution made by the Class of Shares to the investor. A United Kingdom resident investor in the relevant Class of Shares will therefore (subject to their particular UK tax position) be potentially subject to United Kingdom tax on that reported income as if such reported income were a distribution upon their Shares, whether or not actual distribution of the income is made. Any gain accruing to the investor upon the sale, redemption or other disposal of their interest in a reporting fund will be subsequently taxed as a capital gain, with any undistributed income that has been subject to tax being treated as capital expenditure.

Other

The attention of individual investors subject to income tax in the United Kingdom is drawn to Chapter 2 of Part 13 of the Income Tax Act 2007, which contains anti-avoidance provisions dealing with the transfer of assets to overseas persons in circumstances which may render such individuals liable to taxation in respect of undistributed income profits of the Company.

Controlled Foreign Companies

If the Company is controlled for United Kingdom taxation purposes by persons who are resident in the United Kingdom for these purposes, or is controlled by two persons, one of whom is resident in the United Kingdom for these purposes and has at least 40 percent. of the interests, rights and powers by which the two persons together control the Company and the other of whom has at least 40 percent. and not more than 55 percent. of such interests, rights and powers, the Company will be a "controlled foreign company" for the purposes of Part 9A of the Taxation (International and Other Provisions) Act 2010. Where a United Kingdom resident company, either alone or together with persons connected or associated with it for United Kingdom taxation purposes, has an interest in 25 percent. or more of the "chargeable profits" of a controlled foreign company, the United Kingdom resident company may be subject to United Kingdom taxation on an amount calculated by reference to its proportionate interest in those chargeable profits. The chargeable profits of a controlled foreign company are, however, determined by the application of a number of specific "gateway" tests (with only those profits of the controlled foreign company that pass through one or more "gateways" constituting its chargeable profits) and do not, in any event, include its capital gains. The controlled foreign company rules also contain a number of specific exemptions. Shareholders who are United Kingdom resident companies

should, however, be aware that they may in some circumstances be subject to United Kingdom tax an amount calculated by reference to undistributed profits of a particular Sub-Fund.

Section 13

The attention of persons resident or ordinarily resident in the United Kingdom for taxation purposes is drawn to the provisions of section 13 Taxation of Chargeable Gains Act 1992 ("section 13") and the supplementary provision of the Regulations. 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, but is not limited to, a shareholder) at a time when a chargeable gain accrues to the Company (such as on a disposal of any of its investments) 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 participator being treated for the purposes of United Kingdom taxation as if a part of any chargeable 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 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 the case of Shareholders who are individuals domiciled outside the United Kingdom, Section 13 applies subject to the remittance basis in particular circumstances.

Stamp Duty

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, so long as the relevant register of Shares is kept outside the United Kingdom.

European Union – Taxation of Savings Income Directive

Dividends and other distributions made by the Company, together with payment of the proceeds of sale and/or redemption of Shares in the Company, may (depending on the investment portfolio of the Company and the location of the paying agent – the definition of a paying agent for the purposes of the Savings Directive is not necessarily the same person who may legally be regarded as the paying agent) be subject to the exchange of information regime or withholding tax imposed by EU Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments. If a payment is made to a Shareholder who is an individual resident in a Member State of the European Union (or a "residual entity" established in a Member State) by a paying agent resident in another Member State (or in certain circumstances the same Member State of the Shareholder) then the Directive may apply. The Directive applies to payments of "interest" (which may include distributions or redemption payments by collective investment funds) or other similar income made on or after 1 July 2005 and applicants for Shares in the Company will be requested to provide certain information as required under the Directive. It should be noted that the imposition of exchange of information and/or withholding tax on payments made to certain individuals and residual entities resident in an EU Member State also applies to those resident or located in

any of the following countries: Anguilla, Aruba, British Virgin Islands, Cayman Island, Guernsey, Isle of Man, Jersey, Montserrat, Netherlands Antilles and Turks and Caicos Islands.

For the purposes of the Directive, interest payments include income distributions made by certain collective investment funds (in the case of EU domiciled funds, the Directive currently only applies to UCITS), to the extent that the fund has invested more than 15% of its assets directly or indirectly in interest bearing securities and income realised upon the sale, repurchase or redemption of fund units to the extent that the fund has invested more than 25% of its assets directly or indirectly in interest bearing securities.

The following countries, Andorra, Liechtenstein, Monaco, San Marino and Switzerland, will not be participating in automatic exchange of information. To the extent that they will exchange information it will be on a request basis only. Their participation is confined to imposing a withholding tax.

On 24th March 2014 the European Commission formally adopted a council directive (the "Amending Directive") amending the EU Savings Directive (2003/48/EC). The amendments sought to, inter alia, (i) extend the scope of the Directive to payments made through certain Non-EU intermediate structures for the ultimate benefit of an EU resident individual and (ii) include certain EU entities and legal arrangements which are not subject to effective taxation within the definition of a "residual entity" and (iii) expand the definition of interest to cover other income substantially equivalent to interest.

However, the European Commission has proposed the repeal of the Savings Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other Member States (subject to on-going requirements to fulfil administrative obligations such as the reporting and exchange of information relating to, and accounting for withholding taxes on, payments made before those dates). This is to prevent overlap between the Savings Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU). The proposal also provides that, if it proceeds, Member States will not be required to apply the new requirements of the Amending Directive.

APPENDIX I

GENERAL INFORMATION

1. Incorporation, Registered Office and Share Capital

- (a) The Company was incorporated in Ireland on the August 21, 2002 as an open-ended umbrella type investment company with variable capital, limited liability (registered no. 360460) and with segregated liability between Sub-Funds under the name of Odey Investment Funds plc. The registered office of the Company is at George's Quay House, 43 Townsend Street, Dublin 2, Ireland.
- (b) The authorised share capital of the Company is 500,000,000,000 Shares of no par value and Euro 38,092 divided into 38,092 redeemable non-participating Management Shares of Euro 1.00 each. Management Shares do not entitle the holders thereof to any dividend and on a winding up entitle the holders thereof to receive the amount paid up thereon but do not otherwise entitle them to participate in the assets of the Company. The Directors have the power to allot shares up to the authorised share capital of the Company. There are two Management Shares currently in issue.
- (c) No capital of the Company is under option or agreed conditionally or unconditionally to be put under option.
- (d) Shares carry no pre-emption rights.

2. Voting Rights

On a show of hands every Shareholder who is present in person or by proxy shall have one vote and every Management Shareholder who is present in person or by proxy shall have one vote in respect of all of the Management Shares. On a poll, every Shareholder present in person or by proxy shall be entitled to one vote in respect of each Share held by him and every Management Shareholder present in person or by proxy shall be entitled to one vote in respect of all the Management Shares held by him. Fractional Shares shall not carry any voting rights.

3. Winding Up Provisions

If the Directors decide that it is in the best interests of Shareholders to wind up the Company, the Secretary shall forthwith at the Directors' request, convene an extraordinary general meeting of the Company to consider a proposal to appoint a liquidator to wind up the Company. The liquidator, on appointment, will firstly apply the assets of the Company in satisfaction of creditors' claims as he deems appropriate. The assets of the Company will then be distributed amongst the Shareholders. The liquidator may, pursuant to a special resolution of the Company, divide among the Shareholders (pro-rata to the value of their shareholdings in the Company) 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 provided that any Shareholder shall be entitled to request the sale of any asset or asset proposed to be so distributed and the distribution to such Shareholder of the cash proceeds of such sale. The

costs of any such sale shall be borne by the relevant Shareholder. The assets available for distribution amongst the Shareholders shall be applied as follows:

- (i) firstly, in the payment to the Shareholders of each Class or Sub-Fund of a sum in the Base Currency (or in any other currency selected and at such rate of exchange as determined by the liquidator) as nearly as possible equal to the Net Asset Value of the Shares of the relevant Class or Sub-Fund held by such Shareholders respectively as at the date of commencement of winding up;
- (ii) secondly, in the case of the winding up of the Company, payment to the holders of the non-participating shares of sums up to the consideration paid in respect thereof out of the assets of the Company not comprised within any Sub-Funds provided that if there are insufficient assets 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 Shareholders of each Class or Sub-Fund of any balance then remaining in the relevant Sub-Fund, in proportion to the number of Shares of the relevant Class or Sub-Fund held; and
- (iv) fourthly, in the case of the winding up of the Company, any balance then remaining and not attributable to any Sub-Fund or Class shall be apportioned between the Sub-Funds and Classes pro-rata to the Net Asset Value of each Sub-Fund or attributable to each Class immediately prior to any distribution to Shareholders and the amounts so apportioned shall be paid to Shareholders pro-rata to the number of Shares in that Sub-Fund or Class held by them.

The rights attached to the Shares may, whether or not the Company or any Sub-Fund is being wound up, be varied with the consent in writing of holders of three-quarters of the issued Shares of the Company or of the relevant Sub-Fund or with the sanction of an ordinary resolution passed at a general meeting of the holders of the Shares of the Company or of the relevant Sub-Fund. To be passed, ordinary resolutions of the Company or of the Shareholders of a particular Sub-Fund will require a simple majority of the votes cast by the Shareholders voting in person or by proxy at the meeting at which the resolution is proposed. Special resolutions of the Company or of the Shareholders of a particular Sub-Fund will require a majority of not less than 75% of the Shareholders present in person or by proxy and voting in general meeting in order to pass a special resolution including a resolution to amend the Articles.

The rights attaching to the Shares shall not be deemed to be varied by any of the following:-

- (i) the creation, allotment or issue of any further Shares ranking *pari passu* with Shares already in issue;
- (ii) by the liquidation of the Company or of any Sub-Fund and distribution of its assets to its members in accordance with their rights or the vesting of assets in trustees for its members in specie.

4. Borrowing Powers

Subject to the limits and conditions laid down by the Central Bank, the Directors may exercise all powers of the Company to borrow money or charge its undertaking, property and assets or any part thereof.

5. Directors' Interests

- (i) There are no existing or proposed contracts of service between any of the Directors and the Company.
- (ii) There are no loans outstanding made by the Company to any Director nor any guarantee given for the benefit of any Director.
- (iii) Except as outlined below, none of the Directors has, or has had, any direct or indirect interest in any transactions which are or were unusual in their nature or conditions or significant to the business of the Company and which have been effected since the date of incorporation of the Company;
 - (a) Mr. Andrew Bates shall be deemed to be interested in any contract entered into by the Company with Dillon Eustace by virtue of being a partner of Dillon Eustace and with Tudor Trust Limited by virtue of being a director of Tudor Trust Limited
 - (b) Mr. Tim Pearey shall be deemed to be interested in any contract entered into by the Company with the Investment Manager by virtue of being a Partner and COO/CFO of the Investment Manager.
 - (c) Mr. Tom Richards shall be deemed to be interested in any contract entered into by the Company with the Investment Manager by virtue of being the Finance Director of Odey Asset Management Group Ltd (Odey Asset Management Group Ltd is the managing member of the Investment Manager).

6. General Meetings

The Annual General Meeting of the Company will be held in Dublin, normally during the month of May or June or such other date as the Directors may determine. Notice convening the Annual General Meeting in each year at which the audited financial statements of the Company will be presented (together with the Directors' and Auditors' reports of the Company) will be sent to Shareholders at their registered addresses not less than 21 clear days before the date fixed for the meeting. Other general meetings may be convened from time to time by the Directors in such manner as provided by Irish law.

7. Material Contracts

The following contracts, details of which are included in the section headed "Management and Administration of the Company", not being contracts entered into in the ordinary course of business, have been entered into by the Company and are, or may be material:

(i) *Administration Agreement*

- (a) Pursuant to the Administration Agreement, the Administrator will provide certain administrative and registrar services to the Company. The Administrator will be entitled to receive a fee as described in "Management and Administration of the Company - Fees and Expenses".
- (b) The Administration Agreement may be terminated by either party on giving not less than ninety days' prior written notice to the other party. The Administration Agreement may also be terminated by either party giving notice in writing to the other party upon certain breaches or upon the insolvency of a party (or upon the happening of a like event).

The Administration Agreement provides for the Company to indemnify the Administrator against all actions, claims, costs, damages, liabilities and expenses (including, without limitation, attorney's fees on a full indemnity basis and amounts reasonably paid in settlement) incurred by the Administrator, its directors, officers, employees, servants or agents in the performance of any of its obligations or duties thereunder otherwise than due to the fraud, bad faith, negligence, recklessness or wilful default of the Administrator, its directors, officers, employees, servants or agents in the performance of any of its obligations or duties thereunder.

(ii) *Custodian Agreement*

- (a) Pursuant to the Custodian Agreement, the Custodian will act as custodian of all of the Company's assets. The Custodian will collect any income arising from the Company's assets on the Company's behalf. The Custodian will be entitled to receive a fee as described in "Management and Administration of the Company - Fees and Expenses".
- (b) The Custodian Agreement may be terminated by either party on giving not less than ninety days' prior written notice to the other party. The Custodian Agreement provides for the Company to hold harmless and indemnify the Custodian against all losses, liabilities, demands, damages, costs, claims or expenses, proceedings, claims, costs, demands and expenses other than as a result of the Custodian's unjustifiable failure to perform its obligations or its improper performance of them, its fraud, negligence, bad faith, wilful default or recklessness whatsoever or howsoever arising (including without limitation, legal fees on a full indemnity basis and other costs, charges and expenses incurred in enforcing or attempting to enforce this indemnity).

(iii) *Investment Management Agreement*

- (a) Pursuant to the Investment Management Agreement, the Investment Manager will manage and will recommend and provide general advice to the Company in connection with the investment and reinvestment of the assets of each Sub-Fund. The Investment Manager will be entitled to receive a fee as described in "Management and Administration - Fees and Expenses".
- (b) The Investment Management Agreement may be terminated by either party on giving not less than ninety days' prior written notice to the other party. The Investment Management Agreement may also be terminated forthwith upon certain breaches or upon the insolvency of a party (or upon the happening of a like event). The Investment Management Agreement provides that the Investment Manager shall not be liable for any error or judgement or mistake of law or for any loss suffered by the Company under the terms of this Agreement but also that the Investment Manager is to indemnify and hold harmless the Company against all or any damages, losses, liabilities, actions, proceedings, claims, costs, and expenses (including, without limitation, reasonable legal fees and expenses) arising from its wilful default, fraud, or negligence or reckless disregard of its obligations thereunder.

(iv) *Global Distribution Agreement*

- (a) Pursuant to the Global Distribution Agreement, the Global Distributor will act as global distributor of all of the Shares. The Global Distributor will be entitled to receive a fee as described in "Management and Administration of the Company - Fees and Expenses".
- (b) The Global Distribution Agreement may be terminated by either party on giving not less than ninety days' prior written notice to the other party. The Global Distribution Agreement provides for the Company to hold harmless and indemnify the Global Distributor against all loss, liability, claim, damage and expense whatsoever other than as a result of the Global Distributor's wilful deceit, fraud or negligence (or any Distributor appointed by it) in the performance of its/their duties.

The Investment Manager may also enter into one or more sub-investment management agreements pursuant to which it shall appoint one or more Sub-Investment Managers to manage the investment and reinvestment of the assets of one or more Sub-Funds or portion of assets thereof. Any such agreements shall be detailed in the relevant Supplement to this Prospectus.

8. Notices

- (i) Any notice or other document required to be served upon or sent to a Shareholder may be given by posting or delivery to or leaving the same at his address as appearing on the Register or by transmitting the same by fax or other means of electronic communication to

a fax number, e-mail address or other electronic identification provided to the Company or its delegate or by such other means as the Directors may determine and notify in advance to Shareholders. Any such notices or documents shall be deemed to have been duly given if sent by pre-paid post 48 hours after posting and if delivered to or left at the Shareholder's address as appearing on the Register on the day of delivery or on the next working day if delivered or left outside usual business hours and if sent by fax on the day of receipt of a transmission receipt and if sent by electronic communication when it has been transmitted to the electronic information system designated by the Shareholder for the purpose of receiving electronic communications and otherwise as determined by the Directors and notified in advance to Shareholders and in the case of joint Shareholders shall be deemed duly given if so done upon or to the first named on the Register. Any notice may be given by advertisement and shall be deemed to have been duly given if published in a national daily newspaper circulating in the country or countries where Shares are marketed or an advertisement is published stating where copies of such notices or documents may be obtained.

- (ii) Service of a notice or a document on the first named of several joint Shareholders shall be deemed an effective service on that person and the other joint Shareholders.
- (iii) Any notice or document served or sent in accordance with the Articles shall, notwithstanding that such Shareholder be then dead or bankrupt and whether or not the Company or the Administrator has notice of his death or bankruptcy, be deemed to have been duly served or sent and such service shall be deemed as sufficient service on or receipt by all persons interested (whether jointly with or as claiming through or under him) in the Shares concerned.
- (iv) Any certificate or notice or other document which is served on or sent or given to a Shareholder in accordance with the articles or dispatched by or on behalf of the Company in accordance with a Shareholder's instructions shall be so served or sent, or given or dispatched at the risk of such Shareholder.
- (v) Any notice in writing or other document in writing required to be served upon or sent or given to the Company shall be deemed to have been duly given if sent by pre-paid post to the registered office of the Company upon receipt and if left at the registered office of the Company on the next day and otherwise in accordance with any procedures specified in this Prospectus with respect to service of notice in specific circumstances.

9. Documents Available

Copies of the Articles of the Company may be obtained free of charge from the office of the Administrator where copies of the annual reports, the subsequent semi-annual reports (if published thereafter), the Prospectus, any Supplement thereto and the issue price and Redemption Price of Shares may also be obtained free of charge.

APPENDIX II

RECOGNISED EXCHANGES

With the exception of permitted investment in unlisted securities or in shares of 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, operate regularly, be recognised and open to the public) and which is listed in the Prospectus. The exchanges and markets are listed in accordance with the requirements of the Central Bank and the Central Bank does not issue a list of approved markets. Investments may be made:

(i) without restriction in any stock exchange which is:-

- located in any Member State of the European Union; or
- located in a Member State of the European Economic Area (EEA) (excluding Liechtenstein); or
- located in any of the following countries:-

Australia
Canada
Japan
Hong Kong
New Zealand
Switzerland
United States of America

(ii) without restriction in any of the following stock exchanges:-

Argentina	-	Bolsa de Comercio de Buenos Aires
Argentina	-	Bolsa de Comercio de Cordoba
Argentina	-	Bolsa de Comercio de Rosario
Bahrain	-	Bahrain Stock Exchange
Bangladesh	-	Dhaka Stock Exchange
Bangladesh	-	Chittagong Stock Exchange
Botswana	-	Botswana Stock Exchange
Brazil	-	Bolsa de Valores do Rio de Janeiro
Brazil	-	Bolsa de Valores de Sao Paulo
Bulgaria	-	First Bulgarian Stock Exchange
Chile	-	Bolsa de Comercio de Santiago
Peoples Republic of China	-	Shanghai Securities Exchange
	-	Shenzhen Stock Exchange
Colombia	-	Bolsa de Bogota
Colombia	-	Bolsa de Medellin
Colombia	-	Bolsa de Occidente

Croatia	-	Zagreb Stock Exchange
Egypt	-	Alexandria Stock Exchange
Egypt	-	Cairo Stock Exchange
Ghana	-	Ghana Stock Exchange
Hong Kong	-	Hong Kong Stock Exchange
India	-	Bangalore Stock Exchange
India	-	Delhi Stock Exchange
India	-	Mumbai Stock Exchange
India	-	National Stock Exchange of India
Indonesia	-	Jakarta Stock Exchange
Indonesia	-	Surabaya Stock Exchange
Israel	-	Tel-Aviv Stock Exchange
Jordan	-	Amman Financial Market
Kazakhstan (Rep. Of)	-	Central Asian Stock Exchange
Kazakhstan (Rep. Of)	-	Kazakhstan Stock Exchange
Kenya	-	Nairobi Stock Exchange
Mauritius	-	Stock Exchange of Mauritius
Malaysia	-	Kuala Lumpur Stock Exchange
Morocco	-	Societe de la Bourse des Valeurs de Casablanca
Namibia	-	Namibian Stock Exchange
Pakistan	-	Karachi Stock Exchange
Pakistan	-	Lahore Stock Exchange
Pakistan	-	Islamabad Stock Exchange
Peru	-	Bolsa de Valores de Lima
Philippines	-	Philippine Stock Exchange
Romania	-	Bucharest Stock Exchange
Singapore	-	Singapore Stock Exchange
South Africa	-	Johannesburg Stock Exchange
Sri Lanka	-	Colombo Stock Exchange
Taiwan (Republic of China)	-	Taiwan Stock Exchange Corporation
Thailand	-	Stock Exchange of Thailand
Tunisia	-	Bourse des Valeurs Mobilieres de Tunis
Turkey	-	Istanbul Stock Exchange
Ukraine	-	Ukrainian Stock Exchange
Uruguay	-	Bolsa de Valores de Montevideo
Zimbabwe	-	Zimbabwe Stock Exchange

(iii) without restriction in any of the following markets:

ICMA - the market organised by the International Capital Market Association;

the market conducted by the "listed money market institutions", as described in the Financial Services Central Bank publication 'The Regulation of the Wholesale Cash and OTC Derivatives Markets' - the "Grey Paper" (as amended from time to time);

AIM - the Alternative Investment Market in the UK, regulated and operated by the London Stock Exchange;

the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan;

NASDAQ in the United States of America;

the market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;

the over-the-counter market in the United States of America regulated by the National Association of Securities Dealers Inc. (may also be described as the over-the-counter market in the United States of America conducted by primary and second dealers regulated by the Securities and Exchanges Commission and by the National Association of Securities Dealers (and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation));

NASDAQ Europe (is a recently formed market and the general level of liquidity may not compare favourably to that found on more established exchanges);

The over-the-counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada

(iv) for the purposes only of determining the value of the assets of a Sub-Fund, the term "Recognised Exchange" shall be deemed to include, in relation to any futures or options contract utilised by the Sub-Fund for the purposes of efficient portfolio management or to provide protection against exchange rates, any organised exchange or market on which such futures or options contract is regularly traded.

(v) All stock exchanges listed in (i) and (ii) above on which permitted financial derivative instruments may be listed or traded and the following derivatives exchanges:

All derivatives exchanges in a Member State of the European Economic Area (European Union, Norway, Iceland, Liechtenstein);

in the United States of America, the

- American Stock Exchange
- Chicago Stock Exchange
- Chicago Board of Trade;
- Chicago Board Options Exchange;
- Chicago Mercantile Exchange;
- USFE (US Futures Exchange);
- New York Futures Exchange;
- New York Board of Trade;
- New York Mercantile Exchange;

- New York Stock Exchange
- Pacific Exchange
- Philadelphia Stock Exchange

- SWX Swiss Exchange US

in Canada, the

- Montreal Exchange
- Toronto Stock Exchange

in China, the Shanghai Futures Exchange;

in Hong Kong, the Hong Kong Futures Exchange;

in Japan, the

- Osaka Securities Exchange;
- Tokyo Financial Exchange;
- Tokyo Stock Exchange;

in Singapore, on the

- Singapore Exchange;
- Singapore Commodity Exchange.

in Switzerland, on the

- Swiss Options & Financial Futures Exchange
- EUREX
- the Taiwan Futures Exchange;
- Kuala Lumpur Options and Financial Futures Exchange;
- Jakarta Futures Exchange;
- Korea Futures Exchange;
- Osaka Mercantile Exchange;
- Tokyo International Financial Futures Exchange;
- Australian Stock Exchange;
- Sydney Futures Exchange;
- the Bolsa de Mercadorias & Futuros, Brazil;
- the Mexican Derivatives Exchange (MEXDER);
- the South African Futures Exchange;

For the purposes only of determining the value of the assets of a Sub-Fund, the term "Recognised Exchange" shall be deemed to include, in relation to any derivatives contract utilised by a Sub-Fund, any organised exchange or market on which such contract is regularly traded.

APPENDIX III
Definition of U.S. Person

The Company defines "U.S. Person" to include any "U.S. Person" included in the definition of U.S. Person under rule 902 of Regulation S under the United States Securities Act of 1933, as amended and excluded from the definition of a "Non-United States Person" as used in the Commodity Futures Trading Commission ("CFTC") Rule 4.7 under the US Commodity Exchange Act, as amended.

Regulation S currently provides that:

"U.S. Person" means:

- (a) any natural person resident in the United States;
- (b) any partnership or corporation organised or incorporated under the laws of the United States;
- (c) any estate of which any executor or administrator is a U.S. Person;
- (d) any trust of which any trustee is a U.S. Person;
- (e) any agency or branch of a non-US entity located in the United States;
- (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;
- (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
- (h) any partnership or corporation if (i) organised or incorporated under the laws of any non-US jurisdiction and (ii) formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

Notwithstanding the foregoing, "U.S. Person" does not include:

- (a) a 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;
- (b) any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if (i) 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 (ii) the estate is governed by non-US law;

- (c) 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;
- (d) 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;
- (e) any agency or branch of a U.S. Person located outside the United States if (i) the agency or branch operates for valid business reasons and (ii) 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; or
- (f) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations and their agencies, affiliates and pension plans, and any other similar international organisations, their agencies, affiliates and pension plans.

Rule 4.7 of the Commodity Exchange Act Regulations currently provides in relevant part that the following persons are not considered "United States persons":

- (1) A natural person who is not a resident of the United States;
- (2) A partnership, corporation or other entity, other than an entity organised principally for passive investment, organised under the laws of a foreign jurisdiction and which has its principal places of business in a foreign jurisdiction;
- (3) An estate or trust, the income of which is not subject to tax in the United States;
- (4) An entity organised principally for passive investment such as a pool, investment company or other similar entity; Provided, that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as qualified eligible persons represent in the aggregate less than 10% of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the (US Commodity Futures Trading Commission's) Commission's regulations by virtue of its participants being Non-United States persons; or
- (5) A pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside of the United States;

An investor who is considered a "non-U.S. Person" under Regulation S and a "non-United States person" under Rule 4.7 may nevertheless be generally subject to income tax under US Federal income tax laws. Any such person should consult his or her tax adviser regarding an investment in the Company.

REGISTERED OFFICE

George's Quay House
43 Townsend Street
Dublin 2
Ireland

SECRETARY

Tudor Trust Limited
33 Sir John Rogerson's Quay
Dublin 2
Ireland

**ADMINISTRATOR
AND REGISTRAR**

RBC Investor Services Ireland
Limited
George's Quay House
43 Townsend Street
Dublin 2
Ireland

**INVESTMENT MANAGER,
GLOBAL DISTRIBUTOR AND
PROMOTER**

Odey Asset Management LLP
12 Upper Grosvenor Street
London
W1K 2ND
England

CUSTODIAN

RBC Investor Services Bank
S.A.
Dublin Branch
George's Quay House
43 Townsend Street
Dublin 2
Ireland

LEGAL ADVISERS

In Ireland
Dillon Eustace
33 Sir John Rogerson's Quay
Dublin 2
Ireland

AUDITORS

Deloitte & Touche
Deloitte & Touche House
Earlsfort Terrace
Dublin 2
Ireland

In England
Simmons & Simmons
City Point
One Ropemaker Street
London EC2Y 9SS
England

ODEY PAN EUROPEAN FUND

Supplement 1 to the Prospectus dated November 6, 2015 for Odey Investment Funds plc dated November 6, 2015

This Supplement contains specific information in relation to the Odey Pan European Fund (the “Sub-Fund”) a Sub-Fund of Odey Investment Funds plc (the “Company”) an open-ended umbrella type investment company with segregated liability between Sub-Funds authorised by the Central Bank pursuant to the UCITS Regulations.

This Supplement replaces the Supplement for Odey Pan European Fund dated May 6, 2015.

This Supplement forms part of and should be read in conjunction with the Prospectus for the Company dated November 6, 2015 which is available from the Administrator at George’s Quay House, 43 Townsend Street, Dublin 2, Ireland.

The other existing Sub-Funds of the Company, details of which are set out in the relevant Supplements to the Prospectus are Odey Allegra European Fund, Odey Allegra International Fund, Odey Opportunity Fund and Odey Allegra Developed Markets Fund and Odey European Focus Fund.

Investors should note that an investment in the Sub-Fund (i) should only be made by those persons who could sustain a loss on their investment; (ii) should not constitute a substantial proportion of their investment portfolio; and (iii) may not be appropriate for all investors.

The Sub-Fund may, in exceptional market conditions, invest substantially in cash deposits and/or cash equivalents with credit institutions as more fully described below under the heading “Investment Policies”. However, Shares of the Sub-Fund are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Sub-Fund involves certain investment risks, including the possible loss of principal.

The Directors whose names appear in the Prospectus under the heading “Management and Administration of the Company” accept responsibility for the information contained in 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) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

1. The Investment Manager

The Directors have appointed Odey Asset Management LLP (the “Investment Manager”) to manage the investment and re-investment of the assets of the Sub-Fund.

A description of the Investment Manager can be found under the heading "Management and Administration of the Company" on page 39 of the Prospectus.

2. Share Classes

Class	Initial Offer Price	Minimum Initial Subscription	Annual Investment Management Fee	Performance Fee	Dividend Policy	UK Reporting Fund Status	Bloomberg Tickers
Euro R	n/a	£5,000*	1.50%	None	Accumulating Shares	n/a	ODPANEA
Euro R G	€100	£5,000*	1.50%	None	Accumulating Shares	n/a	ODPANEG
GBP R	n/a	£5,000	1.50%	None	Distributing Shares	Yes	ODPANES
GBP I	n/a	£1,000,000	1%	None	Distributing Shares	Yes	OSPASTI

* Equivalent in Euro

3. Base Currency

The Base Currency of the Sub-Fund is Euro.

4. Investment Objective, Policies and Profile of a Typical Investor

Investment Objective

The investment objective of the Sub-Fund is long term capital appreciation through investing in equities issued by companies which derive a significant proportion of their income from or whose principal offices are in Europe, including Eastern Europe ("European companies").

Investment Policies

The Sub-Fund will invest primarily in equities issued by what the Investment Manager considers to be companies which derive a significant proportion of their income from or whose principal offices are in Europe, including Eastern Europe ("European companies") which are listed or traded on one or more Recognised Exchanges.

The Sub-Fund may invest up to 10% of its Net Asset Value in equities issued by what the Investment Manager reasonably considers non-European companies and which are listed or traded on one or more Recognised Exchanges. The Sub-Fund may invest up to 20% of its Net Asset Value in emerging markets. The Sub-Fund may also invest up to 35% of its Net Asset Value in fixed income securities, including bonds and unleveraged notes (including, but not limited to commercial paper) issued principally by government/supranational and/or local authority issuers but also, to a lesser extent, by corporates all of which are rated at least investment grade by a recognised rating agency and which are listed or traded on one or more Recognised Exchanges.

The Sub-Fund may invest up to 5%, in aggregate, of its Net Asset Value in UCITS and/or non-UCITS, such non-UCITS will be principally regulated and domiciled in Europe. The Sub-Fund cannot invest in another Sub-Fund of the Company which is invested in another Sub-Fund of the Company. Where the Sub-Fund invests in another Sub-Fund of the Company, the Investment Manager may not charge investment management fees in respect of that portion of its assets invested in the other Sub-Fund of the Company.

The Sub-Fund may hold or maintain cash deposits and/or cash equivalents (such as short term commercial paper, certificates of deposit and fixed or variable rate commercial paper) on a temporary basis and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash that the Sub-Fund will hold will vary depending on prevailing circumstances. Under normal market conditions, the Sub-Fund may hold or maintain up to 30% of its Net Asset Value in cash deposits and/or cash equivalents as set out above. In exceptional market conditions, such as market volatility or falling markets, the amount of such cash deposits and/or cash equivalents may be up to 50% of the Sub-Fund's Net Asset Value.

The performance of the Sub-Fund's portfolio of investments will be measured against the MSCI Europe Total Return Net Index (or any other index which replaces it or is considered by the Investment Manager to be the market standard in place of that index and any such change in that index will be notified to Shareholders in the semi-annual and annual accounts) which is currently a market value-weighted index of the following countries in the region: Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom. Countries weightings may change from time to time.

Where considered appropriate, the Sub-Fund may utilise techniques and instruments, such as futures, options, stocklending arrangements and forward currency contracts, for efficient portfolio management and/or to protect against exchanges risks subject to the conditions and within the limits laid down by the Central Bank and as more fully described under the heading "Efficient Portfolio Management" on pages 19 - 21 of the Prospectus. Forward foreign exchange contracts may be used for hedging purposes or to alter the currency characteristics of transferable securities held by the Sub-Fund where the Investment Manager considers it economically appropriate or to reflect the Investment Manager's views on the likely movement of currencies. Because currency positions held by the Sub-Fund may not correspond with the asset positions held performance may be strongly influenced by movements in foreign exchange rates.

Deterioration in the Sub-Fund's performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Sub-Fund. Changes in the exchange rate between the Base Currency of the Sub-Fund and the designated currency could lead to a depreciation in the value of the Share Class as expressed in their designated currency. The Investment Manager may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, generally not leveraging the Class by exceeding 100% of the Net Asset Value attributable to the relevant Class of Shares. Overhedged positions may occur due to factors outside the Investment Manager's control but will not exceed 105% of the Net Asset Value attributable to the relevant Class of Shares. Positions materially in excess of 100% will not be carried forward from month to month.

Profile of a Typical Investor

The Sub-Fund is suitable for investors seeking long term capital appreciation and typical equity market volatility and risk in the management of their assets.

5. Distribution Policy

As set out under the heading "Share Classes" above, Classes of Shares are either accumulating or distributing shares.

The Company does not intend to make distributions in respect of accumulating Classes of Shares. The Company intends to automatically re-invest all earnings, dividends and other distributions of whatever kind as well as realised capital gains pursuant to the investment objective and policies of the Sub-Fund for the benefit of the Shareholders.

As set out under the heading "Share Classes" above, applications will be made for certain Classes of Shares to be classified as a Reporting Fund for the purpose of United Kingdom taxation.

The net amount of all realised and unrealised gains in respect of those Classes of Shares (less unrealised and realised losses) arising on the disposal of investments shall not be distributed but shall form part of the assets of the Sub-Fund, as attributable to those Classes of Shares. Owing to the fact that the expenses of the Sub-Fund, as attributable to those Classes of Shares are in the first instance payable out of income, it is not anticipated that the net income of the Sub-Fund, as attributable to those Classes of Shares or any dividends will be significant.

If sufficient net income after expenses is available in the Sub-Fund, the Directors may make a single distribution to Shareholders of those Classes of Shares of substantially the whole of the net income of the Sub-Fund, as attributable to those Classes of Shares.

Unless a Shareholder of those Classes of Shares elects otherwise, any dividends will be applied in the purchase of further Shares in the relevant Class of Shares (or fractions thereof) as applicable. Where such dividends are to be reinvested they shall be paid by the Sub-Fund into an account in the name of the Company for the account of the Shareholders. The amount standing to the credit of this account shall not be an asset of the Sub-Fund, as attributable to those Classes of Shares and will be immediately transferred, pursuant to a standing instruction, from the aforementioned account to the account of the Sub-Fund. Cash payments, for Shareholders of those Classes of Shares who elect to receive dividends in cash, will be payable to the account specified by Shareholders on the application form.

Dividends, if declared will normally be declared in May of each year and will be paid within six months of the Accounting Date.

Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Sub-Fund.

6. Issue of Shares

Initial Issue

The Euro R G Class Shares are being offered from 9 a.m. on November 9, 2015 to 5 p.m. on December 31, 2015 (the "Initial Offer Period") at the initial offer price as set out under the heading "Share Classes" above and subject to acceptance of applications for Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Initial Offer Period may be shortened or extended by the Company. The Central Bank will be notified of any such shortening or extension.

Potential investors should note that the Directors may in accordance with the Articles, cease to offer Shares in any Class for subscription for a definite period or otherwise. Shareholders will be notified of any such cessation. During any such period Shares of that Class will not be available for subscription.

Subsequent Issue

Issue of the Euro R G Class Shares (following the Initial Offer Period as set out above) and the Euro R Class, GBP R Class and GBP I Class Shares, unless a Class of Shares is otherwise closed to new subscriptions by the Directors, shall only take place on Dealing Days at the Subscription Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. A subscription fee not exceeding 5% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Global Distributor or Distributors for their absolute use and benefit and shall not form part of the assets of the Sub-Fund. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within the permitted limits.

Details of the minimum initial subscription amount in respect of each Class of Shares is set out under the heading "Share Classes" above. No minimum subsequent subscription amount shall apply in respect of any Class of Shares.

7. Fees

In addition to the general fees and expenses set out in the Prospectus under the heading "Management and Administration of the Company – Fees and Expenses", the following fees are payable out of the Sub-Fund.

The Investment Manager

The Investment Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee, accrued daily and payable monthly in arrears, at an annual rate of 1.50% of the Net Asset Value of the Sub-Fund (plus VAT, if any). Within this permitted limit the Investment Manager's fees may differ between Classes of Shares of the Sub-Fund.

The Investment Manager's fees applicable to each Class of Shares are set out under the heading "Share Classes" above.

The Investment Manager shall not be entitled to charge any out-of-pocket expenses to the Sub-Fund.

8. Risk Factors

Persons interested in purchasing Shares in the Sub-Fund should read the section headed "Risk Factors" in the main body of the Prospectus.

9. Publication of Net Asset Value per Share

Notwithstanding the disclosure in relation to where the Net Asset Value per Share is published under the heading "Accounts and Information" on page 45 of the Prospectus, the up-to-date Net Asset Value per Share of each Class of this Sub-Fund will be available from the Administrator and will also be available on Bloomberg at www.bloomberg.com and on the Investment Manager's website at www.odey.com. Only the Net Asset Value per Share of the Euro R Class will be published daily in the Financial Times and in such other newspapers as the Directors may instruct the Administrator from time to time.

10. Taxation

Persons interested in purchasing Share Classes which have UK reporting fund status as set out under the heading ""Share Classes" above should read the sub-section "*Information Specific to Reporting Funds*" under the main section headed "TAXATION" in the body of the Prospectus which also applies to these Shares Classes of the Sub-Fund.

ODEY ALLEGRA EUROPEAN FUND

Supplement 2 to the Prospectus dated November 6, 2015 for Odey Investment Funds plc dated November 6, 2015

This Supplement contains specific information in relation to the Odey Allegra European Fund (the "Sub-Fund") a Sub-Fund of Odey Investment Funds plc (the "Company") an open-ended umbrella type investment company with segregated liability between Sub-Funds authorised by the Central Bank pursuant to the UCITS Regulations.

This Supplement replaces the Supplement for Odey Allegra European Fund dated May 6, 2015.

This Supplement forms part of and should be read in conjunction with the Prospectus for the Company dated November 6, 2015, which is available from the Administrator at George's Quay House, 43 Townsend Street, Dublin 2, Ireland.

The other existing Sub-Funds of the Company, details of which are set out in the relevant Supplements to the Prospectus are Odey Pan European Fund, Odey Allegra International Fund, Odey Opportunity Fund and Odey Allegra Developed Markets Fund and Odey European Focus Fund.

Investors should note that an investment in the Sub-Fund (i) should only be made by those persons who could sustain a loss on their investment; (ii) should not constitute a substantial proportion of their investment portfolio; and (iii) may not be appropriate for all investors.

The Sub-Fund may, in exceptional market conditions, invest substantially in cash deposits and/or cash equivalents with credit institutions as more fully described below under the heading "Investment Policies". However, Shares of the Sub-Fund are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Sub-Fund involves certain investment risks, including the possible loss of principal.

The Directors whose names appear in the Prospectus under the heading "Management and Administration of the Company" accept responsibility for the information contained in 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) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

1. The Investment Manager

The Directors have appointed Odey Asset Management LLP (the "Investment Manager") to manage the investment and re-investment of the assets of the Sub-Fund.

A description of the Investment Manager can be found under the heading "Management and Administration of the Company" on page 39 of the Prospectus.

2. Share Classes

Class	Initial Offer Price	Minimum Initial Subscription	Annual Investment Management Fee	Performance Fee	Dividend Policy	UK Reporting Fund Status	Bloomberg Tickers
Euro O**	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODALGEU
Euro I**	n/a	£1,000,000*	1%	Yes	Accumulating Shares	n/a	ODALGEI
Euro A	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODALSDA
Euro A I	n/a	£1,000,000*	1%	Yes	Accumulating Shares	n/a	ODALEUI
Euro B I	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODALEBI
Euro B R	n/a	£1,000,000*	1.20%	Yes	Accumulating Shares	n/a	ODALEBR
Euro C I	€100	£1,000,000*	0.85%	Yes	Accumulating Shares	n/a	ODALECI
GBP O	n/a	£1,000,000	0.70%	Yes	Accumulating Shares	n/a	ODALGGB
GBP I	£100	£1,000,000	1%	Yes	Accumulating Shares	n/a	ODALGGI
GBP D	n/a	£1,000,000	0.70%	Yes	Distributing Shares	Yes	ODALSDI
USD O	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODALGUS
USD I	\$100	£1,000,000*	1%	Yes	Accumulating Shares	n/a	ODALGUI
USD B I	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODALUBI
USD B R	\$100	£1,000,000*	1.20%	Yes	Accumulating Shares	n/a	ODALUBR

* Equivalent in Euro or US Dollars, as appropriate

**This Class was closed to subscriptions from new investors with effect from December 3, 2010. The closure to new subscriptions will not affect the redemption rights of Shareholders in this Class. In addition, Shareholders will still be permitted to switch into another Class in a Sub-Fund.

3. Base Currency

The Base Currency of the Sub-Fund is Euro.

4. Investment Objective, Policies and Profile of a Typical Investor

Investment Objective

The investment objective of the Sub-Fund is to achieve long term capital appreciation through investing predominantly in European equity and European equity related securities.

Investment Policies

The Sub-Fund will invest predominantly in equities and equity related securities (such as convertible bonds and warrants) which are listed or traded on one or more Recognised Exchanges in Europe. The Sub-Fund may also invest up to 35% of its Net Asset Value in fixed and/or floating rate bonds issued by governments with a rating at least A2/P2 from Standard & Poors\ Moodys, respectively. The Sub-Fund will at all times invest at least two-thirds of its total assets in issuers (of the securities described above) having their registered offices in Europe or carrying out the preponderant part of their economic activities in Europe.

The Sub-Fund may invest up to 5%, in aggregate, of its Net Asset Value in UCITS and/or non-UCITS, such non-UCITS may be domiciled in Europe, and which invest in the securities described above and which are listed or traded on one or more Recognised Exchanges in Europe. The Sub-Fund cannot invest in another Sub-Fund of the Company which is invested in another Sub-Fund of the Company. Where the Sub-Fund invests in another Sub-Fund of the Company, the Investment Manager may not charge investment management fees in respect of that portion of its assets invested in the other Sub-Fund of the Company.

The Sub-Fund may hold or maintain cash deposits and/or cash equivalents (such as short term commercial paper, certificates of deposit and fixed or variable rate commercial paper) on a temporary basis and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash that the Sub-Fund will hold will vary depending on prevailing circumstances. Under normal market conditions, the Sub-Fund may hold or maintain up to 30% of its Net Asset Value in cash deposits and/or cash equivalents as set out above. In exceptional market conditions, such as market volatility or falling markets, the amount of such cash deposits and/or cash equivalents may be up to 50% of the Sub-Fund's Net Asset Value.

The performance of the Sub-Fund's portfolio of investments will be measured against the MSCI Europe Total Return Net Index (or any other index which replaces it or is considered by the Investment Manager to be the market standard in place of that index and any such change in that index will be notified to Shareholders in the semi-annual and annual accounts) which is currently a market value-weighted index of the following countries in the region: Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom. Countries weightings may change from time to time.

Where considered appropriate, the Sub-Fund may utilise techniques and instruments, such as futures, options, stocklending arrangements and forward currency contracts, for efficient portfolio management and/or to protect against exchange risks subject to the conditions and within the limits laid down by the Central Bank and as more fully described under the heading "Efficient Portfolio Management" on pages 19 - 21 of the Prospectus. Forward foreign exchange contracts may be used for hedging purposes or to alter the currency characteristics of transferable securities held by the Sub-Fund where the Investment Manager considers it economically appropriate or to reflect the Investment Manager's views on the likely movement of currencies. Because currency positions held by the Sub-Fund may not correspond with the asset positions held performance may be strongly influenced by movements in foreign exchange rates.

Deterioration in the Sub-Fund's performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Sub-Fund. Changes in the exchange rate between the Base Currency of the Sub-Fund and the designated currency could lead to a depreciation in the value of the Share Class as expressed in their designated currency. The Investment Manager may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, generally not leveraging the Class by exceeding 100% of the Net Asset Value attributable to the relevant Class of Shares. Overhedged positions may occur due to factors outside the Investment Manager's control but will not exceed 105% of the Net Asset Value attributable to the relevant Class of Shares. Positions materially in excess of 100% will not be carried forward from month to month.

Profile of a Typical Investor

The Sub-Fund is suitable for investors seeking long term capital appreciation and typical equity market volatility and risk in the management of their assets.

5. Distribution Policy

As set out under the heading "Share Classes" above, Classes of Shares are either accumulating or distributing shares.

The Company does not intend to make distributions in respect of accumulating Classes of Shares. The Company intends to automatically re-invest all earnings, dividends and other distributions of whatever kind as well as realised capital gains pursuant to the investment objective and policies of the Sub-Fund for the benefit of the Shareholders.

As set out under the heading "Share Classes" above, applications will be made for certain Classes of Shares to be classified as a Reporting Fund for the purpose of United Kingdom taxation.

The net amount of all realised and unrealised gains in respect of those Classes of Shares (less unrealised and realised losses) arising on the disposal of investments shall not be distributed but shall form part of the assets of the Sub-Fund, as attributable to those Classes of Shares. Owing to the fact that the expenses of the Sub-Fund, as attributable to those Classes of Shares are in the first instance payable out of income, it is not anticipated that the net income of the Sub-Fund, as attributable to those Classes of Shares or any dividends will be significant.

If sufficient net income after expenses is available in the Sub-Fund, the Directors may make a single distribution to Shareholders of those Classes of Shares of substantially the whole of the net income of the Sub-Fund, as attributable to those Classes of Shares.

Unless a Shareholder of those Classes of Shares elects otherwise, any dividends will be applied in the purchase of further Shares in the relevant Class of Shares (or fractions thereof) as applicable. Where such dividends are to be reinvested they shall be paid by the Sub-Fund into an account in the name of the Company for the account of the Shareholders. The amount standing to the credit of this account shall not be an asset of the Sub-Fund, as attributable to those Classes of Shares and will be immediately transferred, pursuant to a standing instruction, from the aforementioned account to the account of the Sub-Fund. Cash payments, for Shareholders of those Classes of Shares who elect to receive dividends in cash, will be payable to the account specified by Shareholders on the application form.

Dividends, if declared will normally be declared in May of each year and will be paid within six months of the Accounting Date.

Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Sub-Fund.

6. Issue of Shares

Initial Issue

The USD B R Class, USD I Class, GBP I Class and Euro C I Class Shares are being offered from 9 a.m. on November 9, 2015 to 5 p.m. on December 31, 2015 (the "Initial Offer Period") at the initial offer price as set out under the heading "Share Classes" above and subject to acceptance of applications for Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Initial Offer Period may be shortened or extended by the Company. The Central Bank will be notified of any such shortening or extension.

Potential investors should note that the Directors may in accordance with the Articles, cease to offer Shares in any Class for subscription for a definite period or otherwise. Shareholders will be notified of any such cessation. During any such period Shares of that Class will not be available for subscription.

Subsequent Issue

Issue of the USD B R Class, USD I Class, GBP Class and Euro C I Class Shares (following the Initial Offer Period as set out above) and the Euro O Class, Euro I Class, Euro A Class, Euro A I Class, Euro B I Class, Euro B R Class, GBP O Class, GBP D Class, USD O Class and USD B I Class Shares unless a Class of Shares is otherwise closed to new subscriptions by the Directors, shall only take place on Dealing Days at the Subscription Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. A subscription of 2% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Global Distributor or Distributors for their absolute use and benefit and shall not form part of the assets of the Sub-Fund. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within the permitted limits.

Details of the minimum initial subscription amount in respect of each Class of Shares is set out under the heading "Share Classes" above. No minimum subsequent subscription amount shall apply in respect of any Class of Shares.

7. Fees

In addition to the general fees and expenses set out in the Prospectus under the heading "Management and Administration of the Company – Fees and Expenses", the following fees are payable out of the Sub-Fund.

The Investment Manager

The Investment Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee, accrued daily and payable monthly in arrears, at an annual rate of 1.50% of the Net Asset Value of the Sub-Fund (plus VAT, if any). Within this permitted limit the Investment Manager's fees may differ between Classes of Shares of the Sub-Fund.

The Investment Manager's fees applicable to each Class of Shares are set out under the heading "Share Classes" above.

The Investment Manager shall not be entitled to charge any out-of-pocket expenses to the Sub-Fund.

Performance Fee

In addition to the aggregate annual investment management fee, the Investment Manager is entitled to receive a performance related fee (the "Performance Fee") in respect of the performance of certain Classes of Shares as out under the heading "Share Classes" above. The Performance Fee may differ between Classes of Shares of the Sub-Fund, as described below.

Performance Fee for all Classes of Shares (excluding the Euro B I Class, Euro B R Class, Euro C I Class, USD B I Class and USD B R Class)

The Investment Manager is entitled to receive a Performance Fee in aggregate equal to 20% of the amount by which performance of each Class of Shares exceeds the benchmark (as described below). The Performance Fee is payable on the last Valuation Day in each financial year (each a "Payment Date"). The Performance Fee will be equal to 20% of x where x equals the Net Asset Value per Share on the Payment Date less the benchmark value per Share on such Date multiplied by the weighted average number of Shares of the relevant class in issue on Dealing Days in the period since the preceding Payment Date.

The benchmark value per Share for the purposes of the Performance Fee calculation will be the higher of: (a) the benchmark value per Share on the previous Payment Date adjusted by the return in the MSCI Europe Total Return Net Index since the previous Payment Date and (b) the Net Asset Value per Share on the previous Payment Date adjusted by the return in the MSCI Europe Total Return Net Index since the previous Payment Date. For the purposes of the first calculation of the Performance Fee, the starting point for the benchmark value per Share is the Initial Issue Price.

If the fee as calculated is less than zero, then no Performance Fee becomes payable until the under-performance has been made good (and future performance has exceeded the benchmark).

The Performance Fee will accrue on a daily basis and for the purposes of calculating the performance fee, the Net Asset Value will be adjusted by adding back the accrual. The Custodian will verify the Performance Fee prior to payment. Investors whose Shares are redeemed on a day other than a Payment Date will accordingly receive redemption proceeds based on a Net Asset Value calculation reflecting the performance fee accrued on the redemption date. If subsequent performance means that no Performance

Fee is payable on the Payment Date next succeeding the relevant redemption date, the sums representing the accrual will not be paid to the Investment Manager but will be retained by the Company.

Where Performance Fees are payable by the Company these will be based on net realised and net unrealised gains and losses at the end of each performance period. As a result, Performance Fees may be paid on unrealised gains which may subsequently not be realised.

Performance Fee for the Euro B I Class, Euro B R Class, Euro C I Class, USD B I Class and USD B R Class

The Investment Manager is entitled to a Performance Fee in respect of the performance of each relevant Class of Shares if there is an Outperformance during a Performance Period and, where Shares are redeemed during a Performance Period, to a pro-rata portion of the performance fee accrual (if any) at the time of redemption.

For the purposes of calculating the Performance Fee due to the Investment Manager the following terms are defined:

"Net Asset Value", the net asset value of a Class of Shares prior to accrual of a performance fee.

"Outperformance", the Net Asset Value of a Class of Shares less the value of the Reference Asset (provided that the resulting number is positive).

"Performance Period", the period beginning on 1 January in each year and ending on 31 December in each year. The initial performance period of the Sub-Fund will commence as at the close of the first Valuation Day following the close of the Initial Offer Period and end on 31 December. For any subsequent Share Class launched during a Performance Period, the initial performance period for that Share Class will commence at the close of its Initial Offer Period and end on 31 December.

"Reference Asset", a notional pool of assets which replicates the performance of the Reference Index and which is increased by subscriptions, reduced by redemptions and reduced by dividends (if any) paid by the relevant Class of Shares.

"Reference Index", an index representing, in respect of:

- the EUR Class of Shares, the MSCI Europe Total Return Net Index (expressed in EUR)
- the USD Class of Shares, the MSCI Europe Total Return Net Index (expressed in USD)

The MSCI Europe Total Return Net Index expressed for each currency is accessible on Bloomberg on page NDDUEI5 Index HP by selecting the appropriate currency.

The MSCI Europe Total Return Net Index expressed for EUR is calculated by converting, with the appropriate spot price, the index value found on Bloomberg on page NDDUEI5 Index expressed in USD.

Entitlement to a Performance Fee will be calculated if the Outperformance of a Class of Shares on the last Business Day of a Performance Period is positive. The Performance Fee will be equal to Outperformance multiplied by 20%.

The Performance Fee is payable on the last Valuation Day in each financial year.

If Shares are redeemed during the Performance Period, the pro-rata portion of the Performance Fee accrual (if any) at that point shall be due to the Investment Manager at the time of redemption. Any amount of Performance Fee calculated with respect to redeemed Shares of a Class during a Performance Period will be calculated according to the Net Asset Value of the redeemed Shares, and the Reference Asset as at the date of redemption (as opposed to at the end of the Performance Period in which the redemption takes place). It is therefore possible that, although the Net Asset Value is not in Outperformance for a full Performance Period, a performance fee may be earned by the Investment Manager in respect of Shares redeemed where the redemption took place when the Net Asset Value at redemption was higher than the Reference Asset.

In the event of an Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset for the next Performance Period will be reset on 1 January to the Net Asset Value of the relevant Class of Shares on the last Business Day of the preceding Performance Period. If there is no Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset will not be reset for the next Performance Period and the underperformance of the Class of Shares in the preceding Performance Period by reference to the Reference Asset will be clawed back (i.e. until under performance is made good) before a performance fee becomes due in a subsequent Performance Period.

Calculation of the Reference Asset for the Performance Period beginning at launch

The initial value of the Reference Asset, upon the launch of the Sub-Fund, will be the Net Asset Value of the relevant Class of Shares as at the close of the first Valuation Day. The initial value of the Reference Asset for each subsequent Class of Shares will be the Net Asset Value of the relevant Class of Shares on launch date.

The Performance Fee will be calculated and accrued daily by the Administrator. The Custodian will verify the Performance Fee prior to payment. Once a Performance Fee becomes due and payable in relation to a Performance Period, that Performance Fee will not be affected by any subsequent losses experienced by the Sub-Fund.

The Performance Fee is based on net realised and net unrealised gains and losses as at the end of each Performance Period and, as a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

8. Risk Factors

Persons interested in purchasing Shares in the Sub-Fund should read the section headed "Risk Factors" in the main body of the Prospectus.

9. Publication of Net Asset Value per Share

Notwithstanding the disclosure in relation to where the Net Asset Value per Share is published under the heading "Accounts and Information" on page 45 of the Prospectus, the up-to-date Net Asset Value per Share of each Class of this Sub-Fund will be available from the Administrator and will also be available on Bloomberg at www.bloomberg.com and on the Investment Manager's website at www.odey.com. Only the Net Asset Value per Share of the Euro O Class will be published daily in the Financial Times and in such other newspapers as the Directors may instruct the Administrator from time to time.

10. Taxation

Persons interested in purchasing Share Classes which have UK reporting fund status as set out under the heading "Share Classes" above should read the sub-section "*Information Specific to Reporting Funds*" under the main section headed "TAXATION" in the body of the Prospectus which also applies to these Shares Classes of the Sub-Fund.

ODEY ALLEGRA INTERNATIONAL FUND

**Supplement 3 to the Prospectus dated November 6, 2015
for Odey Investment Funds plc
dated November 6, 2015**

This Supplement contains specific information in relation to the Odey Allegra International Fund (the "Sub-Fund") a Sub-Fund of Odey Investment Funds plc (the "Company") an open-ended umbrella type investment company with segregated liability between Sub-Funds authorised by the Central Bank pursuant to the UCITS Regulations.

This Supplement replaces the Supplement for Odey Allegra International Fund dated May 6, 2015.

This Supplement forms part of and should be read in conjunction with the Prospectus for the Company dated November 6, 2015 which is available from the Administrator at George's Quay House, 43 Townsend Street, Dublin 2, Ireland.

The other existing Sub-Funds of the Company, details of which are set out in the relevant Supplements to the Prospectus are Odey Pan European Fund, Odey Allegra European Fund, Odey Opportunity Fund and Odey Allegra Developed Markets Fund and Odey European Focus Fund.

Investors should note that an investment in the Sub-Fund (i) should only be made by those persons who could sustain a loss on their investment; (ii) should not constitute a substantial proportion of their investment portfolio; and (iii) may not be appropriate for all investors.

The Sub-Fund may, in exceptional market conditions, invest substantially in cash deposits and/or cash equivalents with credit institutions as more fully described below under the heading "Investment Policies". However, Shares of the Sub-Fund are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Sub-Fund involves certain investment risks, including the possible loss of principal.

The Directors whose names appear in the Prospectus under the heading "Management and Administration of the Company" accept responsibility for the information contained in 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) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

1. The Investment Manager

The Directors have appointed Odey Asset Management LLP (the "Investment Manager") to manage the investment and re-investment of the assets of the Sub-Fund.

A description of the Investment Manager can be found under the heading "Management and Administration of the Company" on page 39 of the Prospectus.

2. Share Classes

Class	Initial Offer Price	Minimum Initial Subscription	Annual Investment Management Fee	Performance Fee	Dividend Policy	UK Reporting Fund Status	Bloomberg Tickers
Euro O	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODEAINE
Euro I	n/a	£1,000,000*	1%	Yes	Accumulating Shares	n/a	ODEAINI
GBP O	n/a	£1,000,000	0.70%	Yes	Accumulating Shares	n/a	ODEAIND
GBP D	n/a	£1,000,000	0.70%	Yes	Distributing Shares	Yes	ODEAINS
GBP A D	n/a	£1,000,000	1%	None	Distributing Shares	Yes	ODEUOPP
USD O	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODEATUO
AUD\$	n/a	£1,000,000*	1%	None	Accumulating Shares	n/a	ODEAUDA

* Equivalent in Euro, US Dollars or Australian Dollars, as appropriate

3. Base Currency

The Base Currency of the Sub-Fund is Euro.

4. Investment Objective, Policies and Profile of a Typical Investor

Investment Objective

The investment objective of the Sub-Fund is to achieve long term capital appreciation through investing predominantly in equity and equity-related securities on a world wide basis.

Investment Policies

The Sub-Fund will invest predominantly in equity and equity-related securities (such as convertible bonds and warrants) which are listed or traded on one or more Recognised Exchanges worldwide. The Sub-Fund may also invest up to 35% of its Net Asset Value in debt and debt-related securities (such as notes, preferred securities, debentures, fixed or floating rate bonds) issued by Governments, municipalities, agencies, supnationals or corporates listed or traded on one or more Recognised Exchanges worldwide with a rating at least A2\P2 from Standard & Poors\ Moodys, respectively.

The Sub-Fund may invest up to 5%, in aggregate, of its Net Asset Value in UCITS and/or non-UCITS, such non-UCITS will be regulated and domiciled on a worldwide basis. The Sub-Fund cannot invest in another Sub-Fund of the Company which is invested in another Sub-Fund of the Company. Where the

Sub-Fund invests in another Sub-Fund of the Company, the Investment Manager may not charge investment management fees in respect of that portion of its assets invested in the other Sub-Fund of the Company.

The Sub-Fund may hold or maintain cash deposits and/or cash equivalents (such as short term commercial paper, certificates of deposit and fixed or variable rate commercial paper) on a temporary basis and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash that the Sub-Fund will hold will vary depending on prevailing circumstances. Under normal market conditions, the Sub-Fund may hold or maintain up to 30% of its Net Asset Value in cash deposits and/or cash equivalents as set out above. In exceptional market conditions, such as market volatility or falling markets, the amount of such cash deposits and/or cash equivalents may be up to 50% of the Sub-Fund's Net Asset Value.

The performance of the Sub-Fund's portfolio of investments will be measured against the MSCI World Total Return Net Index (or any other index which replaces it or is considered by the Investment Manager to be the market standard in place of that index and any such change in that index will be notified to Shareholders in the semi-annual and annual accounts). The MSCI World Total Return Net Index consists of more than 1,500 stocks in 23 countries globally and represents approximately 85 of the total market capitalization in those countries. The countries currently include: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom and the United States.

Where considered appropriate, the Sub-Fund may utilise techniques and instruments, such as futures, options, stocklending arrangements, contracts for differences and forward currency contracts for efficient portfolio management in order to reduce risk and/or costs and/or to generate additional income for the Sub-Fund, subject to the conditions and within the limits laid down by the Central Bank and as more fully described under the heading "Efficient Portfolio Management" on pages 19 - 21 of the Prospectus. Forward foreign exchange contracts may be used for hedging purposes or to alter the currency characteristics of transferable securities held by the Sub-Fund where the Investment Manager considers it economically appropriate or to reflect the Investment Manager's views on the likely movement of currencies. Because currency positions held by the Sub-Fund may not correspond with the asset positions held performance may be strongly influenced by movements in foreign exchange rates.

Deterioration in the Sub-Fund's performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Sub-Fund. Changes in the exchange rate between the Base Currency of the Sub-Fund and the designated currency could lead to depreciation in the value of the Share Class as expressed in their designated currency. The Investment Manager may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, generally not leveraging the Class by exceeding 100% of the Net Asset Value attributable to the relevant Class of Shares. Overhedged positions may occur due to factors outside the Investment Manager's control but will not exceed 105% of the Net Asset Value attributable to the relevant Class of Shares. Positions materially in excess of 100% will not be carried forward from month to month.

Profile of a Typical Investor

The Sub-Fund is suitable for investors seeking long term capital appreciation and typical equity market volatility and risk in the management of their assets.

5. Distribution Policy

As set out under the heading "Share Classes" above, Classes of Shares are either accumulating or distributing shares.

The Company does not intend to make distributions in respect of accumulating Classes of Shares. The Company intends to automatically re-invest all earnings, dividends and other distributions of whatever kind as well as realised capital gains pursuant to the investment objective and policies of the Sub-Fund for the benefit of the Shareholders.

As set out under the heading "Share Classes" above, applications will be made for certain Classes of Shares to be classified as a Reporting Fund for the purpose of United Kingdom taxation.

The net amount of all realised and unrealised gains in respect of those Classes of Shares (less unrealised and realised losses) arising on the disposal of investments shall not be distributed but shall form part of the assets of the Sub-Fund, as attributable to those Classes of Shares. Owing to the fact that the expenses of the Sub-Fund, as attributable to those Classes of Shares are in the first instance payable out of income, it is not anticipated that the net income of the Sub-Fund, as attributable to those Classes of Shares or any dividends will be significant.

If sufficient net income after expenses is available in the Sub-Fund, the Directors may make a single distribution to Shareholders of those Classes of Shares of substantially the whole of the net income of the Sub-Fund, as attributable to those Classes of Shares.

Unless a Shareholder of those Classes of Shares elects otherwise, any dividends will be applied in the purchase of further Shares in the relevant Class of Shares (or fractions thereof) as applicable. Where such dividends are to be reinvested they shall be paid by the Sub-Fund into an account in the name of the Company for the account of the Shareholders. The amount standing to the credit of this account shall not be an asset of the Sub-Fund, as attributable to those Classes of Shares and will be immediately transferred, pursuant to a standing instruction, from the aforementioned account to the account of the Sub-Fund. Cash payments, for Shareholders of those Classes of Shares who elect to receive dividends in cash, will be payable to the account specified by Shareholders on the application form.

Dividends, if declared will normally be declared in May of each year and will be paid within six months of the Accounting Date.

Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Sub-Fund.

6. Issue of Shares

Potential investors should note that the Directors may in accordance with the Articles, cease to offer Shares in any Class for subscription for a definite period or otherwise. Shareholders will be notified of any such cessation. During any such period Shares of that Class will not be available for subscription.

The issue of Shares unless a Class of Shares is otherwise closed to new subscriptions by the Directors, shall only take place on Dealing Days at the Subscription Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. A subscription fee not exceeding 5% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Global Distributor or Distributors for their absolute use and benefit and shall not form part of the assets of the Sub-Fund. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within the permitted limits.

Details of the minimum initial subscription amount in respect of each Class of Shares is set out under the heading "Share Classes" above. No minimum subsequent subscription amount shall apply in respect of any Class of Shares.

7. Fees

In addition to the general fees and expenses set out in the Prospectus under the heading "Management and Administration of the Company – Fees and Expenses", the following fees are payable out of the Sub-Fund.

The Investment Manager

The Investment Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee, accrued daily and payable monthly in arrears, at an annual rate of 1.50% of the Net Asset Value of the Sub-Fund (plus VAT, if any). Within this permitted limit the Investment Manager's fees may differ between Classes of Shares of the Sub-Fund.

The Investment Manager's fees applicable to each Class of Shares are set out under the heading "Share Classes" above.

The Investment Manager shall not be entitled to charge any out-of-pocket expenses to the Sub-Fund.

Performance Fee

In addition to the aggregate annual investment management fee, the Investment Manager is entitled to receive a performance related fee (the "Performance Fee") in aggregate equal to 20% of the amount by which performance of certain Classes of Shares as set out under the heading "Share Classes" above exceeds the benchmark (as described below). The Performance Fee is payable on the last Valuation Day in each financial year (each a "Payment Date"). The Performance Fee will be equal to 20% of x where x equals the Net Asset Value per Share on the Payment Date less the benchmark value per Share on such Date multiplied by the weighted average number of Shares of the relevant class in issue on Dealing Days in the period since the preceding Payment Date.

The benchmark value per Share for the purposes of the Performance Fee calculation will be the higher of: (a) the benchmark value per Share on the previous Payment Date adjusted by the return in the MSCI World Total Return Net Index since the previous Payment Date and (b) the Net Asset Value per Share on the previous Payment Date adjusted by the return in the MSCI World Total Return Net Index since the previous Payment Date. For the purposes of the first calculation of the fee, the starting point for the benchmark value per Share is the Initial Issue Price.

If the fee as calculated is less than zero, then no Performance Fee becomes payable until the under-performance has been made good (and future performance has exceeded the benchmark).

The Performance Fee will accrue on a daily basis and for the purposes of calculating the Performance Fee, the Net Asset Value will be adjusted by adding back the accrual. The Custodian will verify the Performance Fee prior to payment. Investors whose Shares are redeemed on a day other than a Payment Date will accordingly receive redemption proceeds based on a Net Asset Value calculation reflecting the Performance Fee accrued on the redemption date. If subsequent performance means that no Performance Fee is payable on the Payment Date next succeeding the relevant redemption date, the sums representing the accrual will not be paid to the Investment Manager but will be retained by the Company.

Where Performance Fees are payable by the Company these will be based on net realised and net unrealised gains and losses at the end of each performance period. As a result, Performance Fees may be paid on unrealised gains which may subsequently not be realised.

Establishment Costs

The fees and expenses relating to the establishment of the Sub-Fund, which did not exceed Euro 7,500, are being amortised for accounting purposes over a 3 year period or such other period as may be determined by the Company.

8. Risk Factors

Persons interested in purchasing Shares in the Sub-Fund should read the section headed "Risk Factors" in the main body of the Prospectus.

9. Publication of Net Asset Value per Share

Notwithstanding the disclosure in relation to where the Net Asset Value per Share is published under the heading "Accounts and Information" on page 45 of the Prospectus, the up-to-date Net Asset Value per Share of each Class of this Sub-Fund will be available from the Administrator and will also be available on Bloomberg at www.bloomberg.com (save for the M Class Shares) and on the Investment Manager's website at www.odey.com. Only the Net Asset Value per Share of the Euro O Class will be published daily in the Financial Times and in such other newspapers as the Directors may instruct the Administrator from time to time.

9. Taxation

Persons interested in purchasing Share Classes which have UK reporting fund status as set out under the heading ""Share Classes" above should read the sub-section "*Information Specific to Reporting Funds*" under the main section headed "TAXATION" in the body of the Prospectus which also applies to these Shares Classes of the Sub-Fund.

ODEY OPPORTUNITY FUND

Supplement 4 to the Prospectus dated November 6, 2015 for Odey Investment Funds plc dated November 6, 2015

This Supplement contains specific information in relation to the Odey Opportunity Fund (the “Sub-Fund”) a Sub-Fund of Odey Investment Funds plc (the “Company”) an open-ended umbrella type investment company with segregated liability between Sub-Funds authorised by the Central Bank pursuant to the UCITS Regulations.

This Supplement replaces the Supplement for Odey Opportunity Fund dated May 15, 2015.

This Supplement forms part of and should be read in conjunction with the Prospectus for the Company dated November 6, 2015 which is available from the Administrator at George’s Quay House, 43 Townsend Street, Dublin 2, Ireland.

The other existing Sub-Funds of the Company, details of which are set out in the relevant Supplements to the Prospectus are Odey Pan European Fund, Odey Allegra European Fund, Odey Allegra International Fund, Odey Allegra Developed Markets Fund and Odey European Focus Fund.

Investors should note that an investment in the Sub-Fund (i) should only be made by those persons who could sustain a loss on their investment; (ii) should not constitute a substantial proportion of their investment portfolio; and (iii) may not be appropriate for all investors.

The Sub-Fund may, in exceptional market conditions, invest substantially in cash deposits and/or cash equivalents with credit institutions as more fully described below under the heading “Investment Policies”. However, Shares of the Sub-Fund are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Sub-Fund involves certain investment risks, including the possible loss of principal.

The Directors whose names appear in the Prospectus under the heading “Management and Administration of the Company” accept responsibility for the information contained in 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) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

1. The Investment Manager/Sub-Investment Manager

The Directors have appointed Odey Asset Management LLP (the “Investment Manager”) to manage the investment and re-investment of the assets of the Sub-Fund. The Investment Manager has, in turn, appointed Odey Wealth Management (C.I.) Limited (the “Sub-Investment Manager”) to act as sub-investment manager to manage the investment and re-investment of the assets of the Sub-Fund.

A description of the Investment Manager can be found under the heading "Management and Administration of the Company" on page 39 of the Prospectus.

The Sub-Investment Manager was founded in 2008 and is licensed and regulated by the Guernsey Financial Services Commission. The Sub-Investment Manager is a wholly owned subsidiary of the Investment Manager. As of January 31, 2010, the Sub-Investment Manager had approximately US\$ 85 million in assets under management. The Sub-Investment Manager's registered office is at PO Box 533, Level 3 (North), St. Julian's Court, St. Julian's Avenue, St. Peter Port, Guernsey GY1 6EY.

The Sub-Investment Management Agreement dated April 30, 2010 is between the Investment Manager and the Sub-Investment Manager pursuant to which the latter was appointed sub-investment manager in relation to the Sub-Fund. The Sub-Investment Management Agreement may be terminated by the Investment Manager on 60 days' written notice or the Sub-Investment Manager on 90 days' written notice or by either party thereto immediately upon notice in certain circumstances.

The Sub-Investment Management Agreement contains provisions for the indemnification of the Investment Manager, Company and Sub-Fund by the Sub-Investment Manager in certain circumstances subject to exclusions in the case of wilful default, bad faith, fraud, negligence or material breach of the Sub-Investment Management Agreement by the Investment Manager.

2. Share Classes

Class	Initial Offer Price	Minimum Initial Subscription	Annual Investment Management Fee	Performance Fee	Dividend Policy	UK Reporting Fund Status	Bloomberg Tickers
Euro R ***	n/a	£5,000*	1.50%	None	Accumulating Shares	n/a	ODTOPBE
Euro I ***	n/a	£1,000,000*	1%	None	Accumulating Shares	n/a	ODYOPAE
Euro I P	n/a	£1,000,000*	0.75%	Yes	Accumulating Shares	n/a	ODYEUIP
Euro R P	n/a	£5,000*	1.25%	Yes	Accumulating Shares	n/a	ODYEERP
GBP R ***	n/a	£5,000	1.50%	None	Distributing Shares	Yes	ODYOPBS
GBP I ***	n/a	£1,000,000	1%	None	Distributing Shares	Yes	ODYOPAS
GBP I P	n/a	£1,000,000	0.75%	Yes	Distributing Shares	Yes	ODYGBIP
GBP	n/a	£1,000	0.75%	Yes	Distributing	Yes	ODYGBM

MW **					Shares		W
GBP R P	n/a	£5,000	1.25%	Yes	Distributing Shares	Yes	ODYEGRP
GBP WM**	n/a	£1,000	1.25%	Yes	Distributing Shares	Yes	ODYOWMG
GBP F	£100	£1,000	0.75%	Yes	Distributing Shares	Yes	ODYOPFG
USD R ***	n/a	£5,000*	1.50%	None	Accumulating Shares	n/a	ODYOPBD
USD I ***	n/a	£1,000,000*	1%	None	Accumulating Shares	n/a	ODYOPAD
USD I P	\$100	£1,000,000*	0.75%	Yes	Accumulating Shares	n/a	ODYUSIP
USD R P	n/a	£5,000*	1.25%	Yes	Accumulating Shares	n/a	ODYUSRP
CHF R ***	n/a	£5,000*	1.50%	None	Accumulating Shares	n/a	ODYOCHF
CHF I ***	n/a	£1,000,000*	1%	None	Accumulating Shares	n/a	ODYOCHI
CHF I P	CHF 100	£1,000,000*	0.75%	Yes	Accumulating Shares	n/a	ODYCHIP
CHF R P	CHF 100	£5,000*	1.25%	Yes	Accumulating Shares	n/a	ODEYCRP
NOK R	n/a	£5,000*	1.50%	None	Accumulating Shares	n/a	ODYONOK
NOK I	n/a	£1,000,000*	1%	None	Accumulating Shares	n/a	ODYONKI

*Equivalent in Euro, US Dollars, Swiss Francs or Norwegian Krone, as appropriate.

** This Class will be 50-100% hedged **against the Base Currency of the Sub-Fund (Euro)** at any one time.

*** This Class was closed to subscriptions from new investors with effect from August 1, 2015 and will be closed to new subscriptions from existing Shareholders with effect from January 1, 2016. The closure to new subscriptions will not affect the redemption rights of Shareholders in this Class. In addition, Shareholders will still be permitted to switch into another Class in a Sub-Fund.

M W Class Shares carry the same rights and are subject to the same obligations as shares in other Sub-Fund Classes in all respects. M W Class Shares may be issued by the Sub-Fund only to funds managed by the Investment Manager unless otherwise determined by the Directors in their absolute discretion.

W M Class Shares carry the same rights and are subject to the same obligations as shares in other Sub-Fund Classes in all respects. W M Class Shares may be issued by the Sub-Fund only to funds/accounts

managed by the Investment Manager or its affiliates unless otherwise determined by the Directors in their absolute discretion.

F Class Shares carry the same rights and are subject to the same obligations as shares in other Sub-Fund Classes in all respects save that no Performance Fee shall be payable by the Sub-Fund to the Investment Manager in respect of the assets of the Sub-Fund attributable to the F Class. F Class Shares may be issued by the Sub-Fund only to employees, partners and immediate family members thereof, of the Investment Manager and related parties unless otherwise determined by the Directors in their absolute discretion. The Directors shall determine, in their sole discretion, a person's eligibility to subscribe for F Class Shares.

3. Base Currency

The Base Currency of the Sub-Fund is Euro.

4. Investment Objective, Policies and Profile of a Typical Investor

Investment Objective

The investment objective of the Sub-Fund is to achieve capital appreciation through investment, on a global basis (including in emerging markets), in a diversified portfolio of investments, as set out below.

Investment Policies

Depending on market conditions, the Sub-Fund's net assets will be invested in or take exposures to, in accordance with the principle of risk diversification, irrespective of currency, equities and equity-related securities such as warrants, fixed and/or floating rated debt securities issued or guaranteed by governments and/or supranational entities and/or corporate entities throughout the world such as bonds and notes (including securities issued on a discount basis), commodities, money market instruments such as treasury bills, commercial paper and certificates of deposit, all of which are listed or traded on Recognised Exchanges worldwide. Warrants (referred to above) may embed derivatives that give the holder the right to purchase equity securities from the issuer at a specific price within a certain time frame. It is not envisaged that the Sub-Fund will be highly leveraged as a result of these derivatives and in any event the extent of leverage will not exceed 100% of the Sub-Fund's Net Asset Value. It is not anticipated that the risk profile of the Sub-Fund will be altered by such derivatives.

The Sub-Fund maintains a flexible investment policy and is not subject to any specific limits in relation to its allocation of assets across the various asset types and any one asset type may account for up to 100% of the net assets of the Sub-Fund at any given time. The Sub-Fund is not subject to any specific geographic or market sector diversification requirements and the Sub-Fund is permitted to concentrate investments in any geographic and/or industry market sectors. The Sub-Fund may invest up to 100% of its Net Asset Value in investment grade debt securities with a rating of at least BBB from Standard & Poors or Baaa3 by Moody's, however, the Sub-Fund may also invest up to 50% of its Net Asset Value in below investment grade securities.

The Sub-Fund may invest up to 10%, in aggregate, of its Net Asset Value in UCITS and/or non-UCITS collective investment schemes. Where it invests in non-UCITS, such non-UCITS will be regulated and domiciled in a Member State of the EEA, the United States of America, the Channel Islands or the Isle of Man. The Sub-Fund cannot invest in another Sub-Fund of the Company which is itself invested in another Sub-Fund of the Company. Where the Sub-Fund invests in another Sub-Fund of the Company, the Investment Manager may not charge investment management fees in respect of that portion of its assets invested in the other Sub-Fund of the Company.

The Sub-Fund may hold or maintain cash deposits and/or cash equivalents (such as short term commercial paper, certificates of deposit and fixed or variable rate commercial paper) and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash that the Sub-Fund will hold will vary depending on prevailing circumstances. Under normal market conditions, the Sub-Fund may hold or maintain up to 30% of its Net Asset Value in cash deposits and/or cash equivalents as set out above. In exceptional market conditions, such as market volatility or falling markets, the amount of such cash deposits and/or cash equivalents may be up to 50% of the Sub-Fund's Net Asset Value.

The Sub-Fund may actively engage in currency transactions including but not limited to entering into forward and spot foreign currency exchange contracts or currency futures contracts on a speculative basis (i.e. without any link to currency exposures within the Sub-Fund) and/or to modify exposure to currencies. The Sub-Fund may enter into long and short currency trading positions through the use of forward foreign exchange contracts, seeking to benefit from changes in the relative value of currencies. The Sub-Fund may utilise this strategy with respect to currencies of both developed and emerging markets. It is not envisaged that the Sub-Fund will be highly leveraged as a result of these currency transactions and in any event the extent of leverage will not exceed 100% of the Sub-Fund's Net Asset Value. It is not anticipated that the risk profile of the Sub-Fund will be altered by such currency transactions.

Where considered appropriate, the Sub-Fund may utilise techniques and instruments, such as futures, options, stocklending arrangements, contracts for differences and forward currency contracts for efficient portfolio management in order to reduce risk and/or costs and/or to generate additional income for the Sub-Fund, subject to the conditions and within the limits laid down by the Central Bank and as more fully described under the heading "Efficient Portfolio Management" on pages 19 - 21 of the Prospectus. Forward foreign exchange contracts may be used for hedging purposes or to alter the currency characteristics of transferable securities held by the Sub-Fund where the Investment Manager/Sub-Investment Manager considers it economically appropriate or to reflect the Investment Manager/Sub-Investment Manager's views on the likely movement of currencies. Because currency positions held by the Sub-Fund may not correspond with the asset positions held performance may be strongly influenced by movements in foreign exchange rates.

Deterioration in the Sub-Fund's performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Sub-Fund. Changes in the exchange rate between the Base Currency of the Sub-Fund and the designated currency could lead to depreciation in the value of the Share Class as expressed in their designated currency. The Investment Manager/Sub-Investment Manager may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, generally not leveraging the Class by exceeding 100% of the Net Asset Value attributable to the relevant Class of Shares. Overhedged positions may occur due to factors outside the Investment Manager/Sub-Investment Manager's control but will not exceed 105% of the Net Asset Value

attributable to the relevant Class of Shares. Positions materially in excess of 100% will not be carried forward from month to month.

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

Profile of a Typical Investor

The Sub-Fund is suitable for investors seeking long term capital appreciation and low market volatility and risk in the management of their assets.

5. Distribution Policy

As set out under the heading "Share Classes" above, Classes of Shares are either accumulating or distributing shares.

The Company does not intend to make distributions in respect of accumulating Classes of Shares. The Company intends to automatically re-invest all earnings, dividends and other distributions of whatever kind as well as realised capital gains pursuant to the investment objective and policies of the Sub-Fund for the benefit of the Shareholders.

As set out under the heading "Share Classes" above, applications will be made for certain Classes of Shares to be classified as a Reporting Fund for the purpose of United Kingdom taxation.

The net amount of all realised and unrealised gains in respect of those Classes of Shares (less unrealised and realised losses) arising on the disposal of investments shall not be distributed but shall form part of the assets of the Sub-Fund, as attributable to those Classes of Shares. Owing to the fact that the expenses of the Sub-Fund, as attributable to those Classes of Shares are in the first instance payable out of income, it is not anticipated that the net income of the Sub-Fund, as attributable to those Classes of Shares or any dividends will be significant.

If sufficient net income after expenses is available in the Sub-Fund, the Directors may make a single distribution to Shareholders of those Classes of Shares of substantially the whole of the net income of the Sub-Fund, as attributable to those Classes of Shares.

Unless a Shareholder of those Classes of Shares elects otherwise, any dividends will be applied in the purchase of further Shares in the relevant Class of Shares (or fractions thereof) as applicable. Where such dividends are to be reinvested they shall be paid by the Sub-Fund into an account in the name of the Company for the account of the Shareholders. The amount standing to the credit of this account shall not be an asset of the Sub-Fund, as attributable to those Classes of Shares and will be immediately transferred, pursuant to a standing instruction, from the aforementioned account to the account of the Sub-Fund. Cash payments, for Shareholders of those Classes of Shares who elect to receive dividends in cash, will be payable to the account specified by Shareholders on the application form.

Dividends, if declared will normally be declared in May of each year and will be paid within six months of the Accounting Date.

Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Sub-Fund.

6. Issue of Shares

Initial Issue

The Euro R P Class, CHF I P Class, CHF R P Class, USD I P Class and GBP F Class Shares are being offered from 9 a.m. on November 9, 2015 to 5 p.m. on December 31, 2015 (the "Initial Offer Period") at the initial offer price as set out under the heading "Share Classes" above and subject to acceptance of applications for Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Initial Offer Period may be shortened or extended by the Company. The Central Bank will be notified of any such shortening or extension.

Subsequent Issue

Potential investors should note that the Directors may in accordance with the Articles, cease to offer Shares in any Class for subscription for a definite period or otherwise. Shareholders will be notified of any such cessation. During any such period Shares of that Class will not be available for subscription.

Issue of the Euro R P Class, CHF I P Class, CHF R P Class, USD I P Class and GBP F Class Shares (following the Initial Offer Period as set out above) and the Euro I P Class, Euro R Class, Euro I Class, Euro R P Class, GBP I P Class, GBP R P Class, GBP W M Class, GBP R Class, GBP M W Class, GBP I Class, USD R Class, USD R P Class, USD I Class, CHF R Class, CHF I Class, NOK R Class, NOK I Class Shares, unless a Class of Shares is otherwise closed to new subscriptions by the Directors, shall only take place on Dealing Days at the Subscription Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. A subscription fee not exceeding 5% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Global Distributor or Distributors for their absolute use and benefit and shall not form part of the assets of the Sub-Fund. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within the permitted limits.

Details of the minimum initial subscription amount in respect of each Class of Shares is set out under the heading "Share Classes" above. No minimum subsequent subscription amount shall apply in respect of any Class of Shares.

7. Fees

In addition to the general fees and expenses set out in the Prospectus under the heading "Management and Administration of the Company – Fees and Expenses", the following fees are payable out of the Sub-Fund.

The Investment Manager

The Investment Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee, accrued daily and payable monthly in arrears, at an annual rate of 1.50% of the Net Asset Value of the

Sub-Fund (plus VAT, if any). Within this permitted limit the Investment Manager's fees may differ between Classes of Shares of the Sub-Fund.

The Investment Manager's fees applicable to each Class of Shares are set out under the heading "Share Classes" above.

The Investment Manager shall not be entitled to charge any out-of-pocket expenses to the Sub-Fund.

Performance Fee

In addition to the aggregate annual investment management fee, the Investment Manager is entitled to a performance related fee (the "Performance Fee") in respect of the performance of certain Classes of Shares as set out under the heading "Share Classes" above if there is an Outperformance during a Performance Period and, where Shares are redeemed during a Performance Period, to a pro-rata portion of the Performance Fee accrual (if any) at the time of redemption.

For the purposes of calculating the Performance Fee due to the Investment Manager the following terms are defined:

"Net Asset Value", the net asset value of a Class of Shares prior to accrual of a Performance Fee.

"Outperformance", the Share value of a Class of Shares less the value of the Reference Asset (provided that the resulting number is positive).

"Performance Period", the period beginning on 1 January in each year and ending on 31 December in each year.

"Reference Asset", a notional pool of assets which is increased by subscriptions, reduced by redemptions and reduced by dividends (if any) paid by the relevant Class of Shares.

Entitlement to a Performance Fee will be calculated by reference to the Outperformance of a Class of Shares on the last Business Day of a Performance Period if the Class of Shares performance is positive for the Performance Period (i.e. the Net Asset Value per Share on the last Business Day of the Performance Period is greater than the Net Asset Value per Share on the first Business Day of the Performance Period). The Performance Fee will be equal to Outperformance multiplied by 10%.

The Performance Fee is payable on the last Valuation Day in each financial year.

If Shares are redeemed during the Performance Period, the pro-rata portion of the Performance Fee accrual (if any) at that point shall be due to the Investment Manager at the time of redemption. Any amount of Performance Fee calculated with respect to redeemed Shares of a Class during a Performance Period will be calculated according to the Net Asset Value of the redeemed Shares, and the Reference Asset as at the date of redemption (as opposed to at the end of the Performance Period in which the redemption takes place). It is therefore possible that, although the Net Asset Value is not in Outperformance for a full Performance Period, a Performance Fee may be earned by the Investment Manager in respect of Shares redeemed where the redemption took place when the Net Asset Value at redemption was higher than the Reference Asset.

In the event of an Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset for the next Performance Period will be reset on 1 January to the Net Asset Value of the relevant Class of Shares on the last Business Day of the preceding Performance Period. If there is no Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset will not be reset for the next Performance Period and the underperformance of the Class of Shares in the preceding Performance Period by reference to the Reference Asset will be clawed back (i.e. until under performance is made good) before a Performance Fee becomes due in a subsequent Performance Period.

Calculation of the Reference Asset for the Performance Period beginning at launch

The initial value of the Reference Asset for each Class of Shares will be the Net Asset Value of the relevant Class of Shares on launch date. The initial Performance Period for each Class of Shares will be the period commencing on the launch date of the relevant Class of Shares and ending on 31 December of the same year.

The Performance Fee will be calculated and accrued daily by the Administrator and verified by the Custodian. Once a Performance Fee becomes due and payable in relation to a Performance Period, that Performance Fee will not be affected by any subsequent losses experienced by the Fund.

The Performance Fee is based on net realised and net unrealised gains and losses as at the end of each Performance Period and, as a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

The Sub-Investment Manager

The Sub-Investment Manager shall be entitled to receive out of the assets of the Sub-Fund, an annual fee, accrued daily and payable monthly in arrears, at an annual rate of up to 1.5% of the Net Asset Value of the Sub-Fund (plus VAT, if any). Within this permitted limit the Sub-Investment Manager's fees may differ between Classes of Shares of the Sub-Fund.

The Sub-Investment Manager shall not be entitled to charge any out of pocket expenses to the Sub-Fund.

Establishment Costs

The fees and expenses relating to the establishment of the Sub-Fund, were paid by the Sub- Investment Manager.

8. Risk Factors

Persons interested in purchasing Shares in the Sub-Fund should read the section headed "Risk Factors" in the main body of the Prospectus.

9. Publication of Net Asset Value per Share

Notwithstanding the disclosure in relation to where the Net Asset Value per Share is published under the heading "Accounts and Information" on page 45 of the Prospectus, the up-to-date Net Asset Value per Share of each Class of this Sub-Fund will be available from the Administrator and will also be available on Bloomberg at www.bloomberg.com (save for the M Class Shares) and on the Investment Manager's website at www.odey.com. The Net Asset Value per Share of the Euro I Class will be published daily in the Financial Times and in such other newspapers as the Directors may instruct the Administrator from time to time.

10. Taxation

Persons interested in purchasing Share Classes which have UK reporting fund status as set out under the heading "Share Classes" above should read the sub-section "*Information Specific to Reporting Funds*" under the main section headed "TAXATION" in the body of the Prospectus which also applies to these Shares Classes of the Sub-Fund.

ODEY ALLEGRA DEVELOPED MARKETS FUND

Supplement 5 to the Prospectus dated November 6, 2015 for Odey Investment Funds plc dated November 6, 2015

This Supplement contains specific information in relation to the Odey Allegra Developed Markets Fund (the “Sub-Fund”) a Sub-Fund of Odey Investment Funds plc (the “Company”) an open-ended umbrella type investment company with segregated liability between Sub-Funds authorised by the Central Bank pursuant to the UCITS Regulations.

This Supplement replaces the Supplement for Odey Allegra Developed Markets Fund dated November 6, 2015.

This Supplement forms part of and should be read in conjunction with the Prospectus for the Company dated June 19, 2014 which is available from the Administrator at George’s Quay House, 43 Townsend Street, Dublin 2, Ireland.

The other existing Sub-Funds of the Company, details of which are set out in the relevant Supplements to the Prospectus are Odey Pan European Fund, Odey Allegra European Fund, Odey Allegra International Fund, Odey Opportunity Fund and Odey European Focus Fund.

[Investors should note that an investment in the Sub-Fund (i) should only be made by those persons who could sustain a loss on their investment; (ii) should not constitute a substantial proportion of their investment portfolio; and (iii) may not be appropriate for all investors.]

The Sub-Fund may, in exceptional market conditions, invest substantially in cash deposits and/or cash equivalents with credit institutions as more fully described below under the heading “Investment Policies”. However, Shares of the Sub-Fund are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Sub-Fund involves certain investment risks, including the possible loss of principal.

The Directors whose names appear in the Prospectus under the heading “Management and Administration of the Company” accept responsibility for the information contained in 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) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

1. The Investment Manager

The Directors have appointed Odey Asset Management LLP (the “Investment Manager”) to manage the investment and re-investment of the assets of the Sub-Fund.

A description of the Investment Manager can be found under the heading “Management and Administration of the Company” on page 39 of the Prospectus.

2. Share Classes

Class	Initial Offer Price	Minimum Initial Subscription	Annual Investment Management Fee	Performance Fee	Dividend Policy	UK Reporting Fund Status	Bloomberg Tickers
Euro R	€100	£5,000*	1.20%	Yes	Accumulating Shares	n/a	OADVMER
Euro I	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	OADVMEI
Euro M	€100	£1,000*	0.70%	None	Distributing Shares	Yes	OADVMEM
GBP I	n/a	£1,000,000	0.70%	Yes	Distributing Shares	Yes	OADVMGI
GBP R	n/a	£5,000	1.20%	Yes	Distributing Shares	Yes	OADVMGR
GBP M	n/a	£1,000	0.70%	None	Distributing Shares	Yes	OADVMGM
USD I	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	OADVMUI
USD R	n/a	£5,000*	1.20%	Yes	Accumulating Shares	n/a	OADVMUR

* Equivalent in Euro or US Dollars, as appropriate.

M Class Shares carry the same rights and are subject to the same obligations as shares in other Sub-Fund Classes in all respects save that no Performance Fee shall be payable by the Sub-Fund to the Investment Manager in respect of the assets of the Sub-Fund attributable to the M Class. M Class Shares may be issued by the Sub-Fund only to employees and partners of the Investment Manager and related parties unless otherwise determined by the Directors in their absolute discretion. The Directors shall determine, in their sole discretion, a person's eligibility to subscribe for M Class Shares.

3. Base Currency

The Base Currency of the Sub-Fund is USD.

4. Investment Objective, Policies and Profile of a Typical Investor

Investment Objective

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

Investment Policies

The Sub-Fund will invest predominantly in equity and equity-related securities (such as convertible bonds and warrants) which are listed or traded on one or more Recognised Exchanges worldwide. The Sub-Fund may also invest up to 35% of its Net Asset Value in fixed and/or floating rated debt and debt-related securities (such as notes, preferred securities, debentures, fixed or floating rate bonds) issued by Governments, municipalities, agencies, supranationals or corporates listed or traded on one or more Recognised Exchanges worldwide with a rating of at least A2/P2 from Standard & Poors \ Moodys, respectively.

The Sub-Fund may invest up to 10%, in aggregate, of its Net Asset Value in UCITS and/or non-UCITS collective investment schemes. Where it invests in non-UCITS, such non-UCITS will be regulated and domiciled in a Member State of the EEA, the United States of America, the Channel Islands or the Isle of Man. The Sub-Fund cannot invest in another Sub-Fund of the Company which is itself invested in another Sub-Fund of the Company. Where the Sub-Fund invests in another Sub-Fund of the Company, the Investment Manager may not charge investment management fees in respect of that portion of its assets invested in the other Sub-Fund of the Company.

The Sub-Fund may hold or maintain cash deposits and/or cash equivalents (such as short term commercial paper, certificates of deposit and fixed or variable rate commercial paper) on a temporary basis and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash that the Sub-Fund will hold will vary depending on prevailing circumstances. Under normal market conditions, the Sub-Fund may hold or maintain up to 30% of its Net Asset Value in cash deposits and/or cash equivalents as set out above. In exceptional market conditions, such as market volatility or falling markets, the amount of such cash deposits and/or cash equivalents may be up to 50% of the Sub-Fund's Net Asset Value.

The performance of the Sub-Fund's portfolio of investments will be measured against the MSCI World Total Return Net Index (or any other index which replaces it or is considered by the Investment Manager to be the market standard in place of that index and any such change in that index will be notified to Shareholders in the semi-annual and annual accounts). The MSCI World Total Return Net Index consists of more than 1,500 stocks in 23 countries globally and represents approximately 85% of the total market capitalization in those countries. The countries currently include: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom and the United States.

Where considered appropriate, the Sub-Fund may utilise techniques and instruments, such as futures, options, stocklending arrangements, contracts for differences and forward currency contracts for efficient portfolio management in order to reduce risk and/or costs and/or to generate additional income for the Sub-Fund, subject to the conditions and within the limits laid down by the Central Bank and as more fully described under the heading "Efficient Portfolio Management" on pages 19 - 21 of the Prospectus. Forward foreign exchange contracts may be used for hedging purposes or to alter the currency characteristics of transferable securities held by the Sub-Fund where the Investment Manager considers it economically appropriate or to reflect the Investment Manager's views on the likely movement of currencies. Because currency positions held by the Sub-Fund may not correspond with the asset positions held performance may be strongly influenced by movements in foreign exchange

rates.

Deterioration in the Sub-Fund's performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Sub-Fund. Changes in the exchange rate between the Base Currency of the Sub-Fund and the designated currency could lead to depreciation in the value of the Share Class as expressed in their designated currency. The Investment Manager may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, generally not leveraging the Class by exceeding 100% of the Net Asset Value attributable to the relevant Class of Shares. Overhedged positions may occur due to factors outside the Investment Manager's control but will not exceed 105% of the Net Asset Value attributable to the relevant Class of Shares. Positions materially in excess of 100% will not be carried forward from month to month.

Where the Sub-Fund uses derivatives it will use the commitment approach to measure the leverage effect produced by the use of such derivatives, as more particularly described in the Risk Management Process. The Sub-Fund's global exposure and leverage shall not exceed 100% of the Net Asset Value of the Sub-Fund on a permanent basis. The Sub-Fund is not expected to have a high volatility due to its investment policy or portfolio management techniques.

Profile of a Typical Investor

The Sub-Fund is suitable for investors seeking long term capital appreciation and typical equity market volatility and risk in the management of their assets.

5. Distribution Policy

As set out under the heading "Share Classes" above, Classes of Shares are either accumulating or distributing shares.

The Company does not intend to make distributions in respect of accumulating Classes of Shares. The Company intends to automatically re-invest all earnings, dividends and other distributions of whatever kind as well as realised capital gains pursuant to the investment objective and policies of the Sub-Fund for the benefit of the Shareholders.

As set out under the heading "Share Classes" above, applications will be made for certain Classes of Shares to be classified as a Reporting Fund for the purpose of United Kingdom taxation.

The net amount of all realised and unrealised gains in respect of those Classes of Shares (less unrealised and realised losses) arising on the disposal of investments shall not be distributed but shall form part of the assets of the Sub-Fund, as attributable to those Classes of Shares. Owing to the fact that the expenses of the Sub-Fund, as attributable to those Classes of Shares are in the first instance payable out of income, it is not anticipated that the net income of the Sub-Fund, as attributable to those Classes of Shares or any dividends will be significant.

If sufficient net income after expenses is available in the Sub-Fund, the Directors may make a single

distribution to Shareholders of those Classes of Shares of substantially the whole of the net income of the Sub-Fund, as attributable to those Classes of Shares.

Unless a Shareholder of those Classes of Shares elects otherwise, any dividends will be applied in the purchase of further Shares in the relevant Class of Shares (or fractions thereof) as applicable. Where such dividends are to be reinvested they shall be paid by the Sub-Fund into an account in the name of the Company for the account of the Shareholders. The amount standing to the credit of this account shall not be an asset of the Sub-Fund, as attributable to those Classes of Shares and will be immediately transferred, pursuant to a standing instruction, from the aforementioned account to the account of the Sub-Fund. Cash payments, for Shareholders of those Classes of Shares who elect to receive dividends in cash, will be payable to the account specified by Shareholders on the application form.

Dividends, if declared will normally be declared in May of each year and will be paid within six months of the Accounting Date.

Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Sub-Fund.

6. Issue of Shares

Initial Issue

The Euro R Class and Euro M Class Shares are being offered from 9 a.m. on June 20, 2014 to 5 p.m. on December 31, 2015 (the "Initial Offer Period") at the initial offer price as set out under the heading "Share Classes" above and subject to acceptance of applications for Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Initial Offer Period may be shortened or extended by the Company. The Central Bank will be notified of any such shortening or extension.

Potential investors should note that the Directors may in accordance with the Articles, cease to offer Shares in any Class for subscription for a definite period or otherwise. Shareholders will be notified of any such cessation. During any such period Shares of that Class will not be available for subscription.

Subsequent Issue

Issue of the Euro R Class and Euro M Class Shares (following the Initial Offer Period as set out above) and the Euro I Class, GBP I Class, GBP R Class, GBP M Class, USD I Class and USD R Class Shares, unless a Class of Shares is otherwise closed to new subscriptions by the Directors, shall only take place on Dealing Days at the Subscription Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. A subscription fee not exceeding 5% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Global Distributor or Distributors for their absolute use and benefit and shall not form part of the assets of the Sub-Fund. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within the permitted limits.

Details of the minimum initial subscription amount in respect of each Class of Shares is set out under the heading "Share Classes" above. No minimum subsequent subscription amount shall apply in respect of any Class of Shares.

7. Fees

In addition to the general fees and expenses set out in the Prospectus under the heading "Management and Administration of the Company – Fees and Expenses", the following fees are payable out of the Sub-Fund.

The Investment Manager

The Investment Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee, accrued daily and payable monthly in arrears, at an annual rate of 1.50% of the Net Asset Value of the Sub-Fund (plus VAT, if any). Within this permitted limit the Investment Manager's fees may differ between Classes of Shares of the Sub-Fund.

The Investment Manager's fees applicable to each Class of Shares are set out under the heading "Share Classes" above.

The Investment Manager shall not be entitled to charge any out-of-pocket expenses to the Sub-Fund.

Performance Fee

In addition to the aggregate annual investment management fee, the Investment Manager is entitled to a performance related fee (the "Performance Fee") in respect of the performance of certain Classes of Shares as set out under the heading "Share Classes" above if there is an Outperformance during a Performance Period and, where Shares are redeemed during a Performance Period, to a pro-rata portion of the Performance Fee accrual (if any) at the time of redemption.

For the purposes of calculating the Performance Fee due to the Investment Manager the following terms are defined:

"Net Asset Value", the net asset value of a Class of Shares prior to accrual of a Performance Fee.

"Outperformance", the Net Asset Value of a Class of Shares less the value of the Reference Asset (provided that the resulting number is positive).

"Performance Period", the period beginning on 1 January in each year and ending on 31 December in each year. The initial performance period of the Sub-Fund will commence as at the close of the first Valuation Day following the close of the Initial Offer Period and end on 31 December. For any subsequent Share Class launched during a Performance Period, the initial performance period for that Share Class will commence at the close of its Initial Offer Period and end on 31 December.

“Reference Asset”, a notional pool of assets which replicates the performance of the Reference Index and which is increased by subscriptions, reduced by redemptions and reduced by dividends (if any) paid by the relevant Class of Shares.

“Reference Index”, an index representing, in respect of :

- the USD Class of Shares, the MSCI World Total Return Net Index. (expressed in USD)
- the GBP Class of Shares, the MSCI World Total Return Net Index (expressed in GBP)
- the EUR Class of Shares, the MSCI World Total Return Net Index (expressed in EUR)

The MSCI World Total Return Net Index expressed for each currency is accessible on Bloomberg on page NDDUWI Index HP by selecting the appropriate currency.

The MSCI World Total Return Net Index expressed for each currency is calculated by converting, with the appropriate spot price, the index value found on Bloomberg on page NDDUWI Index expressed in USD.

Entitlement to a Performance Fee will be calculated if the Outperformance of a Class of Shares on the last Business Day of a Performance Period is positive. The Performance Fee will be equal to Outperformance multiplied by 20%.

The Performance Fee is payable on the last Valuation Day in each financial year.

If Shares are redeemed during the Performance Period, the pro-rata portion of the Performance Fee accrual (if any) at that point shall be due to the Investment Manager at the time of redemption. Any amount of Performance Fee calculated with respect to redeemed Shares of a Class during a Performance Period will be calculated according to the Net Asset Value of the redeemed Shares, and the Reference Asset as at the date of redemption (as opposed to at the end of the Performance Period in which the redemption takes place). It is therefore possible that, although the Net Asset Value is not in Outperformance for a full Performance Period, a Performance Fee may be earned by the Investment Manager in respect of Shares redeemed where the redemption took place when the Net Asset Value at redemption was higher than the Reference Asset.

In the event of an Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset for the next Performance Period will be reset on 1 January to the Net Asset Value of the relevant Class of Shares on the last Business Day of the preceding Performance Period. If there is no Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset will not be reset for the next Performance Period and the underperformance of the Class of Shares in the preceding Performance Period by reference to the Reference Asset will be clawed back (i.e. until under performance is made good) before a Performance Fee becomes due in a subsequent Performance Period.

Calculation of the Reference Asset for the Performance Period beginning at launch

The initial value of the Reference Asset, upon the launch of the Sub-Fund, will be the Net Asset Value of the relevant Class of Shares as at the close of the first Valuation Day. The initial value of the Reference Asset for each subsequent Class of Shares will be the Net Asset Value of the relevant Class of Shares on launch date.

The Performance Fee will be calculated and accrued daily by the Administrator. The Custodian will verify the Performance Fee prior to payment. Once a Performance Fee becomes due and payable in relation to a Performance Period, that Performance Fee will not be affected by any subsequent losses experienced by the Sub-Fund.

The Performance Fee is based on net realised and net unrealised gains and losses as at the end of each Performance Period and, as a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

Establishment Costs

All fees and expenses relating to the establishment of the Sub-Fund did not exceed Euro 7,500 (exclusive of VAT), and are payable by the Company, out of the assets of the Sub-Fund. These fees and expenses are being amortised for accounting purposes over a two year period (or such other period as may be determined by the Directors).

8. Anti-Dilution Levy

As set out in detail under the heading "Calculation of Net Asset Value" on page 34 of the Prospectus, the Directors, in consultation with the Investment Manager, may impose "an anti-dilution levy" representing a provision for market spreads (the difference between the prices at which assets are valued and/or bought or sold), duties and charges and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of this Sub-Fund, in the event of receipt for processing of net subscription or net redemption requests exceeding 0.50% of the Net Asset Value of this Sub-Fund including subscriptions and/or redemptions which would be effected as a result of requests for conversion from this Sub-Fund into another Sub-Fund.

9. Risk Factors

Persons interested in purchasing Shares in the Sub-Fund should read the section headed "Risk Factors" in the main body of the Prospectus.

10. Publication of Net Asset Value per Share

Notwithstanding the disclosure in relation to where the Net Asset Value per Share is published under the heading "Accounts and Information" on page 45 of the Prospectus, the up-to-date Net Asset Value per Share of each Class of this Sub-Fund will be available from the Administrator and will also be available on Bloomberg at www.bloomberg.com (save for the M Class Shares) and on the Investment Manager's website at www.odey.com. Only the Net Asset Value per Share of the USD I Class will be published daily in the Financial Times and in such other newspapers as the Directors may instruct the Administrator from time to time.

11. Taxation

Persons interested in purchasing Share Classes which have UK reporting fund status as set out under the heading "Share Classes" above should read the sub-section "*Information Specific to Reporting Funds*" under the main section headed "TAXATION" in the body of the Prospectus which also applies to these Shares Classes of the Sub-Fund.

ODEY EUROPEAN FOCUS FUND

Supplement 6 to the Prospectus dated November 6, 2015 for Odey Investment Funds plc dated November 6, 2015

This Supplement contains specific information in relation to the Odey European Focus Fund (the "Sub-Fund") a Sub-Fund of Odey Investment Funds plc (the "Company") an open-ended umbrella type investment company with segregated liability between Sub-Funds authorised by the Central Bank pursuant to the UCITS Regulations.

This Supplement replaces the Supplement for Odey European Focus Fund dated April 27, 2015.

This Supplement forms part of and should be read in conjunction with the Prospectus for the Company dated November 6, 2015, which is available from the Administrator at George's Quay House, 43 Townsend Street, Dublin 2, Ireland.

The other existing Sub-Funds of the Company, details of which are set out in the relevant Supplements to the Prospectus are Odey Pan European Fund, Odey Allegra European Fund, Odey Allegra International Fund, Odey Opportunity Fund and Odey Allegra Developed Markets Fund.

The Sub-Fund may, in exceptional market conditions, invest substantially in cash deposits and/or cash equivalents with credit institutions. However, Shares of the Sub-Fund are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Sub-Fund involves certain investment risks, including the possible loss of principal.

The Directors whose names appear in the Prospectus under the heading "Management and Administration of the Company" accept responsibility for the information contained in 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) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

1. The Investment Manager

The Directors have appointed Odey Asset Management LLP (the "Investment Manager") to manage the investment and re-investment of the assets of the Sub-Fund.

A description of the Investment Manager can be found under the heading "Management and Administration of the Company" on page 39 of the Prospectus.

2. Share Classes

Class	Initial Offer Price	Minimum Initial Subscription	Annual Investment Management Fee	Performance Fee	Dividend Policy	UK Reporting Fund Status	Bloomberg Tickers
Euro R	n/a	£5,000*	1.20%	Yes	Accumulating Shares	n/a	ODEFCER
Euro I	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODEFCEI
Euro M	€100	£1,000*	0.70%	None	Distributing Shares	Yes	ODEFCEM
GBP I	n/a	£1,000,000	0.70%	Yes	Distributing Shares	Yes	ODEFCGI
GBP R	£100	£5,000	1.20%	Yes	Distributing Shares	Yes	ODEFCGR
GBP M	n/a	£1,000	0.70%	None	Distributing Shares	Yes	ODEFCGM
USD I	n/a	£1,000,000*	0.70%	Yes	Accumulating Shares	n/a	ODEFCUI
USD R	\$100	£5,000*	1.20%	Yes	Accumulating Shares	n/a	ODEFCUR
A Euro	n/a	n/a	1%	None	Distributing Shares	Yes	ODEFCAE
A Euro Acc	n/a	n/a	1%	None	Accumulating Shares	Yes	ODEFAEA
A GBP	n/a	n/a	1%	None	Distributing Shares	Yes	ODEFCAG
B Euro	n/a	n/a	1.5%	None	Distributing Shares	Yes	ODEFCBE

* Equivalent in Euro or US Dollars, as appropriate

M Class Shares carry the same rights and are subject to the same obligations as shares in other Sub-Fund Classes in all respects save that no Performance Fee shall be payable by the Sub-Fund to the Investment Manager in respect of the assets of the Sub-Fund attributable to the M Class. M Class Shares may be issued by the Sub-Fund only to employees and partners of the Investment Manager and related parties unless otherwise determined by the Directors in their absolute discretion. The Directors shall determine, in their sole discretion, a person's eligibility to subscribe for M Class Shares.

3. Base Currency

The Base Currency of the Sub-Fund is Euro.

4. Investment Objective, Policies and Profile of a Typical Investor

Investment Objective

The investment objective of the Sub-Fund is to generate long term capital growth through investing in equities of European companies in developed European equity markets.

Investment Policies

The Sub-Fund will seek to achieve its investment objective by investing in equity and equity related securities (such as convertible bonds, warrants, ordinary shares including American Depository Receipts, European Depository Receipts, Global Depository Receipts and preferred shares) issued by companies established in any European member country of the OECD (a "European Country") or carrying on business activities in European Countries or, if a holding company, holding shares in companies established in European Countries ("European Companies") which are listed or traded on one or more Recognised Exchanges worldwide.

The Sub-Fund may invest up to 10% of its Net Asset Value in equities issued by, what the Investment Manager reasonably considers to be, non-European companies and which are listed or traded on one or more Recognised Exchanges worldwide. The Sub-Fund may invest up to 20% of its Net Asset Value in emerging markets.

The Sub-Fund will not concentrate investments in any one European Country or in any one industrial or economic sector.

The Sub-Fund may invest up to 10%, in aggregate, of its Net Asset Value in UCITS and/or non-UCITS collective investment schemes, of which up to 5% of its Net Asset Value may be invested in UCITS investing in European Companies. Where it invests in non-UCITS, such non-UCITS will be regulated and domiciled in a Member State of the EEA, the United States of America, the Channel Islands or the Isle of Man. The Sub-Fund cannot invest in another Sub-Fund of the Company which is invested in another Sub-Fund of the Company. Where the Sub-Fund invests in another Sub-Fund of the Company, the Investment Manager may not charge investment management fees in respect of that portion of its assets invested in the other Sub-Fund of the Company.

The Sub-Fund may hold or maintain cash deposits and/or cash equivalents (such as short term commercial paper, fixed or variable rate commercial paper, certificates of deposit, treasury bills, bankers acceptances, freely transferable promissory notes and short term debt securities such as fixed and floating rate bonds, bonds issued or guaranteed by governments, municipalities, agencies, supranationals, or corporates listed or traded on one or more Recognised Exchanges worldwide with a rating of at least A2/P2 from Standard & Poors/Moodys, respectively) on a temporary basis and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash that the Sub-Fund will hold will vary depending on prevailing circumstances. Under normal market conditions, the Sub-Fund may hold or maintain up to one third of its Net Asset Value in cash deposits and/or cash equivalents as set out above. In exceptional market conditions, such as market volatility or falling markets, the amount of such cash deposits and/or cash equivalents may be up to 50% of the Sub-Fund's Net Asset Value and may exceed this where the Investment Manager believes it is in the best interests of the Shareholders.

The performance of the Sub-Fund's portfolio of investments will be measured against the MSCI Europe Total Return Net Index (or any other index which replaces it or is considered by the Investment Manager to be the market standard in place of that index and any such change in that index will be notified to

Shareholders in the semi-annual and annual accounts) which is currently a market value-weighted index of the following countries in the region: Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom. Countries weightings may change from time to time.

Where considered appropriate, the Sub-Fund may utilise techniques and instruments, such as futures, options, stocklending arrangements, contracts for differences and forward currency contracts for efficient portfolio management in order to reduce risk and/or costs and/or to generate additional income for the Sub-Fund, subject to the conditions and within the limits laid down by the Central Bank and as more fully described under the heading "Efficient Portfolio Management" on pages 19 - 21 of the Prospectus. Forward foreign exchange contracts may be used for hedging purposes or to alter the currency characteristics of transferable securities held by the Sub-Fund where the Investment Manager considers it economically appropriate or to reflect the Investment Manager's views on the likely movement of currencies. Because currency positions held by the Sub-Fund may not correspond with the asset positions held performance may be strongly influenced by movements in foreign exchange rates.

Deterioration in the Sub-Fund's performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Sub-Fund. Changes in the exchange rate between the Base Currency of the Sub-Fund and the designated currency could lead to a depreciation in the value of the Share Class as expressed in their designated currency. The Investment Manager may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, generally not leveraging the Class by exceeding 100% of the Net Asset Value attributable to the relevant Class of Shares. Overhedged positions may occur due to factors outside the Investment Manager's control but will not exceed 105% of the Net Asset Value attributable to the relevant Class of Shares. Positions materially in excess of 100% will not be carried forward from month to month.

Where the Sub-Fund uses derivatives it will use the commitment approach to measure the leverage effect produced by the use of such derivatives, as more particularly described in the Risk Management Process. The Sub-Fund's global exposure and leverage shall not exceed 100% of the Net Asset Value of the Sub-Fund on a permanent basis. The Sub-Fund is not expected to have a high volatility due to its investment policy or portfolio management techniques.

Profile of a Typical Investor

The Sub-Fund is suitable for investors seeking capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

5. Distribution Policy

As set out under the heading "Share Classes" above, Classes of Shares are either accumulating or distributing shares.

The Company does not intend to make distributions in respect of accumulating Classes of Shares. The Company intends to automatically re-invest all earnings, dividends and other distributions of whatever kind

as well as realised capital gains pursuant to the investment objective and policies of the Sub-Fund for the benefit of the Shareholders.

As set out under the heading "Share Classes" above, applications will be made for certain Classes of Shares to be classified as a Reporting Fund for the purpose of United Kingdom taxation.

The net amount of all realised and unrealised gains in respect of those Classes of Shares (less unrealised and realised losses) arising on the disposal of investments shall not be distributed but shall form part of the assets of the Sub-Fund, as attributable to those Classes of Shares. Owing to the fact that the expenses of the Sub-Fund, as attributable to those Classes of Shares are in the first instance payable out of income, it is not anticipated that the net income of the Sub-Fund, as attributable to those Classes of Shares or any dividends will be significant.

If sufficient net income after expenses is available in the Sub-Fund, the Directors may make a single distribution to Shareholders of those Classes of Shares of substantially the whole of the net income of the Sub-Fund, as attributable to those Classes of Shares.

Unless a Shareholder of those Classes of Shares elects otherwise, any dividends will be applied in the purchase of further Shares in the relevant Class of Shares (or fractions thereof) as applicable. Where such dividends are to be reinvested they shall be paid by the Sub-Fund into an account in the name of the Company for the account of the Shareholders. The amount standing to the credit of this account shall not be an asset of the Sub-Fund, as attributable to those Classes of Shares and will be immediately transferred, pursuant to a standing instruction, from the aforementioned account to the account of the Sub-Fund. Cash payments, for Shareholders of those Classes of Shares who elect to receive dividends in cash, will be payable to the account specified by Shareholders on the application form.

Dividends, if declared will normally be declared in May of each year and will be paid within six months of the Accounting Date.

Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Sub-Fund.

6. Issue of Shares

Initial Issue

The Euro M Class, GBP R Class and USD R Class Shares are being offered from 9 a.m. on November 9, 2015 to 5 p.m. on December 31, 2015 (the "Initial Offer Period") at the initial offer price as set out under the heading "Share Classes" above and subject to acceptance of applications for Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Initial Offer Period may be shortened or extended by the Company. The Central Bank will be notified of any such shortening or extension.

Potential investors should note that the Directors may in accordance with the Articles, cease to offer Shares in any Class for subscription for a definite period or otherwise. Shareholders will be notified of any such cessation. During any such period Shares of that Class will not be available for subscription.

Subsequent Issue

Issue of the Euro M Class, GBP R Class and USD R Class Shares (following the Initial Offer Period as set out above) and the GBP I Class, GBP M Class, USD I Class, Euro I Class, Euro R Class, A Euro Class, A Euro Acc Class, A GBP Class, B Euro Class Shares, unless a Class of Shares is otherwise closed to new subscriptions by the Directors, issue of Shares shall only take place on Dealing Days at the Subscription Price for the relevant Sub-Fund or Class calculated as at the relevant Valuation Day. A subscription of 5% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Global Distributor or Distributors for their absolute use and benefit and shall not form part of the assets of the Sub-Fund. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applicants as to the amount of such fee or fees within the permitted limits.

Details of the minimum initial subscription amount in respect of each Class of Shares is set out under the heading "Share Classes" above. No minimum subsequent subscription amount shall apply in respect of any Class of Shares.

7. Redemption of Shares

Notwithstanding the disclosure in relation to the timing of the payment of redemption proceeds under the heading "The Company – Redemption of Shares" on page 30 of the Prospectus, for this Sub-Fund, subject to the prior receipt of the correct original documentation, the full redemption proceeds will be dispatched in the Base Currency of the Sub-Fund or the designated currency of a Class, as appropriate within three Business Days of the Dealing Day on which the redemption is effected by telegraphic transfer to the bank account designated by the Shareholder at the expense of the Shareholder.

8. Fees

In addition to the general fees and expenses set out in the Prospectus under the heading "Management and Administration of the Company – Fees and Expenses", the following fees are payable out of the Sub-Fund.

The Investment Manager

The Investment Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee, accrued daily and payable monthly in arrears, at an annual rate of 1.50% of the Net Asset Value of the Sub-Fund (plus VAT, if any). Within this permitted limit the Investment Manager's fees may differ between Classes of Shares of the Sub-Fund.

The Investment Manager's fees applicable to each Class of Shares are set out under the heading "Share Classes" above.

The Investment Manager shall not be entitled to charge any out-of-pocket expenses to the Sub-Fund.

Performance Fee

In addition to the aggregate annual investment management fee, the Investment Manager is entitled to a performance related fee (the "Performance Fee") in respect of the performance of certain Classes of Shares as set out under the heading "Share Classes" above if there is an Outperformance during a Performance Period and, where Shares are redeemed during a Performance Period, to a pro-rata portion of the Performance Fee accrual (if any) at the time of redemption.

For the purposes of calculating the Performance Fee due to the Investment Manager the following terms are defined:

"Net Asset Value", the net asset value of a Class of Shares prior to accrual of a Performance Fee.

"Outperformance", the Net Asset Value of a Class of Shares less the value of the Reference Asset (provided that the resulting number is positive).

"Performance Period", the period beginning on 1 January in each year and ending on 31 December in each year. The initial performance period of the Sub-Fund will commence as at the close of the first Valuation Day following the close of the Initial Offer Period and end on 31 December. For any subsequent Share Class launched during a Performance Period, the initial performance period for that Share Class will commence at the close of its Initial Offer Period and end on 31 December.

"Reference Asset", a notional pool of assets which replicates the performance of the Reference Index and which is increased by subscriptions, reduced by redemptions and reduced by dividends (if any) paid by the relevant Class of Shares.

"Reference Index", an index representing, in respect of:

- the USD Class of Shares, the MSCI Europe Total Return Net Index (expressed in USD)
- the GBP Class of Shares, the MSCI Europe Total Return Net Index (expressed in GBP)
- the EUR Class of Shares, the MSCI Europe Total Return Net Index (expressed in EUR)

The MSCI Europe Total Return Net Index expressed for each currency is accessible on Bloomberg on page NDDUE15 Index by selecting the appropriate currency.

The MSCI Europe Total Return Net Index expressed for each currency is calculated by converting, with the appropriate spot price, the index value found on Bloomberg on page NDDUE15 Index expressed in USD.

Entitlement to a Performance Fee will be calculated if the Outperformance of a Class of Shares on the last Business Day of a Performance Period is positive. The Performance Fee will be equal to Outperformance multiplied by 20%.

The Performance Fee is payable on the last Valuation Day in each financial year.

If Shares are redeemed during the Performance Period, the pro-rata portion of the Performance Fee accrual (if any) at that point shall be due to the Investment Manager at the time of redemption. Any amount of Performance Fee calculated with respect to redeemed Shares of a Class during a Performance Period will be calculated according to the Net Asset Value of the redeemed Shares, and the Reference Asset as at the date of redemption (as opposed to at the end of the Performance Period in which the redemption takes place). It is therefore possible that, although the Net Asset Value is not in Outperformance for a full Performance Period, a Performance Fee may be earned by the Investment Manager in respect of Shares redeemed where the redemption took place when the Net Asset Value at redemption was higher than the Reference Asset.

In the event of an Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset for the next Performance Period will be reset on 1 January to the Net Asset Value of the relevant Class of Shares on the last Business Day of the preceding Performance Period. If there is no Outperformance on the last Business Day of a Performance Period, the value of the Reference Asset will not be reset for the next Performance Period and the underperformance of the Class of Shares in the preceding Performance Period by reference to the Reference Asset will be clawed back (i.e. until under performance is made good) before a Performance Fee becomes due in a subsequent Performance Period.

Calculation of the Reference Asset for the Performance Period beginning at launch

The initial value of the Reference Asset, upon the launch of the Sub-Fund, will be the Net Asset Value of the relevant Class of Shares as at the close of the first Valuation Day. The initial value of the Reference Asset for each subsequent Class of Shares will be the Net Asset Value of the relevant Class of Shares on launch date.

The Performance Fee will be calculated and accrued daily by the Administrator. The Custodian will verify the Performance Fee prior to payment. Once a Performance Fee becomes due and payable in relation to a Performance Period, that Performance Fee will not be affected by any subsequent losses experienced by the Sub-Fund.

The Performance Fee is based on net realised and net unrealised gains and losses as at the end of each Performance Period and, as a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

Establishment Costs

All fees and expenses relating to the establishment of the Sub-Fund did not exceed Euro 7,500 (exclusive of VAT), and are payable by the Company, out of the assets of the Sub-Fund. These fees and expenses are being amortised for accounting purposes over a two year period (or such other period as may be determined by the Directors).

9. Risk Factors

Persons interested in purchasing Shares in the Sub-Fund should read the section headed "Risk Factors" in the main body of the Prospectus.

10. Publication of Net Asset Value per Share

Notwithstanding the disclosure in relation to where the Net Asset Value per Share is published under the heading "Accounts and Information" on page 45 of the Prospectus, the up-to-date Net Asset Value per Share of each Class of this Sub-Fund will be available from the Administrator and will also be available on Bloomberg at www.bloomberg.com (save for M Class Shares) and on the Investment Manager's website at www.odey.com. Only the Net Asset Value per Share of the A Euro Class will be published daily in the Financial Times and in such other newspapers as the Directors may instruct the Administrator from time to time.

11. Taxation

Persons interested in purchasing Share Classes which have UK reporting fund status as set out under the heading "Share Classes" above should read the sub-section "*Information Specific to Reporting Funds*" under the main section headed "TAXATION" in the body of the Prospectus which also applies to these Shares Classes of the Sub-Fund.