The Directors of the Company whose names appear on page (iv) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

STONE HARBOR INVESTMENT FUNDS PLC

(an investment company with variable capital incorporated with limited liability in Ireland with registered number 435238 and established as an umbrella fund with segregated liability between Funds pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

PROSPECTUS
for

Emerging Market Debt Funds
Stone Harbor Belt and Road Bond Fund
Stone Harbor Emerging Markets Corporate Debt Fund
Stone Harbor Emerging Markets Debt Blend B- or Better Fund
Stone Harbor ESG Emerging Markets Debt Blend Fund
Stone Harbor Emerging Markets Debt Explorer Fund
Stone Harbor Emerging Markets Debt Fund
Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund
Stone Harbor Emerging Markets Debt Total Return Fund
Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund
Stone Harbor Emerging Markets Local Currency Debt Fund
Stone Harbor High Yield Emerging Markets Corporate Debt Fund
Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund
Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund
Stone Harbor Investment Grade Emerging Markets Debt Fund (together the "Emerging Market Debt Funds")

High Yield Funds
Stone Harbor European High Yield Bond Fund
Stone Harbor Global High Yield Bond Fund
Stone Harbor High Yield Bond Fund
(together the "High Yield Funds")

Investment Grade and Multi-Sector Funds
Stone Harbor Convertible Securities Fund
Stone Harbor Global Investment Grade Corporate Bond Fund
Stone Harbor Securitised Bond Fund
Stone Harbor Multi Asset Credit Opportunistic Fund (together the "Investment Grade and Multi-Sector Funds")

Dated: 3 May 2024

THIS DOCUMENT CONTAINS IMPORTANT INFORMATION ABOUT THE COMPANY AND THE FUNDS AND SHOULD BE READ CAREFULLY BEFORE INVESTING. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR BANK MANAGER, LEGAL ADVISER, ACCOUNTANT OR OTHER FINANCIAL ADVISER.

Certain terms used in this Prospectus are defined on pages 6 to 13 of this document.

Central Bank Authorisation

The Company has been authorised by the Central Bank as a UCITS within the meaning of the Regulations. The authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus. Authorisation of the Company by the Central Bank does not constitute a warranty by the Central Bank as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company or of any Fund.

Investment Risks

There can be no assurance that each Fund will achieve its investment objective. ***It should be appreciated that the value of Shares may go down as well as up. An investment in a Fund involves investment risks, including possible loss of the entire amount invested.*** *The net asset value of a Fund may have high volatility due to its investment policy or portfolio management techniques. The capital return and income of a Fund are based on the capital appreciation and income on the investments it holds, less expenses incurred. Therefore, a Fund's return may be expected to fluctuate in response to changes in such capital appreciation or income.* ***Investors' attention is drawn to the specific risk factors set out on pages 81 to 93. It is recommended that for retail investors an investment in any of the Funds should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. To protect existing shareholders, a swing pricing adjustment of up to 3% of the Net Asset Value per Share may, at the absolute discretion of the Investment Manager, be made on a Dealing Day and reflected in the Net Asset Value per Share at which subscriptions and repurchases of Shares are effected. For details on the swing pricing adjustment, please refer to the section entitled "Administration of the Company – Swing Pricing Adjustments". Therefore, the difference at any one time between the sale and repurchase prices of these Shares means that an investment in the Funds should be viewed as medium to long-term.***

Selling Restrictions

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying application form in any such jurisdiction may treat this Prospectus or such application form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such application form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such application form could lawfully be used without compliance with any registration or other legal requirements. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares pursuant to this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence, incorporation or domicile.

Before investing in a Fund an investor shall be required to confirm whether the investor is an Irish Resident for tax purposes.

The Shares have not been and will not be registered under the 1933 Act, or any U.S. state securities laws, and neither the Funds nor the Company has been or will be registered under the 1940 Act. Except as otherwise described herein, such Shares may not be offered or sold, directly or indirectly to, or for the benefit of, any U.S. Person. For this purpose, a U.S. Person has the meaning set forth at page 13 of this Prospectus. Shares may in the future be offered and sold to a limited number or category of U.S. Persons, but only pursuant to authorisation by the Directors, and in such a manner that will not require the registration of the Company, any Fund, or the Shares under the securities laws of the United States, or any state thereof.

*Japan: The Shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan and, accordingly, no Shares may be offered or sold, directly or indirectly, in Japan or to, or for the benefit, of any Japanese person or to others for reoffering or resale, directly or indirectly, in Japan or to any Japanese person except under circumstances which will result in compliance with all applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities and in effect at the relevant time. To this extent, a selling agent shall arrange the sale of Shares of a Fund by private placement to a small number of investors (less than 50 Japanese persons and unlimited number of the Qualified Institutional Investors) in accordance with Sub-Item C, Item 2, Paragraph 3, Article 2 of the Financial Instruments and Exchange Law of Japan. For this purpose, "**Japanese person**" means any person resident in Japan, including any corporation or other entity organised under the laws of Japan.*

Marketing Rules

Shares are offered only on the basis of the information contained in the current Prospectus and the latest audited annual accounts and any subsequent half-yearly report. Investors should note that the auditor's report on the Company's annual accounts is made only to the Company and the Shareholders as a body at the date of the auditor's report.

Any further information or representation given or made by any dealer, salesman or other person should be disregarded and accordingly should not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares shall, under any circumstances, constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date of this Prospectus. Statements made in this Prospectus are based on the law and practice currently in force in Ireland and are subject to changes therein.

This Prospectus may be translated into other languages provided that any such translation shall be a direct translation of the English text. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, the law of Ireland.

This Prospectus should be read in its entirety before making an application for Shares.

STONE HARBOR INVESTMENT FUNDS PUBLIC LIMITED COMPANY

Board of Directors

Michael Angerthal
George Aylward
Patrick Bradley
Peter Wilby
Vincent Dodd
Carl O'Sullivan
Werner Schwanberg

Administrator

BNY Mellon Fund Services (Ireland)
Designated Activity Company
One Dockland Central
Guild Street
International Financial Services Centre
Dublin D01 E4X0
Ireland

Registered Office of the Company

Second Floor
5 Earlsfort Terrace
Dublin D02 CK83
Ireland

Depositary

The Bank of New York Mellon SA/NV, Dublin
Branch
Riverside II
Sir John Rogerson's Quay
Grand Canal Dock
Dublin D02 KV60
Ireland

Manager

Virtus International Fund Management Limited
Second Floor
5 Earlsfort Terrace
Dublin,D02 CK83
Ireland

Legal Advisers in Ireland

Dechert LLP
Second Floor
5 Earlsfort Terrace
Dublin D02 CK83
Ireland

Investment Manager and Distributor

Virtus Fixed Income Advisers, LLC
One Financial Plaza
Hartford, Connecticut
06103
USA

Auditors

PricewaterhouseCoopers
Chartered Accountants & Registered Auditors
One Spencer Dock
North Wall Quay
Dublin D01 X9R7
Ireland

Secretary

Dechert Secretarial Limited
Second Floor
5 Earlsfort Terrace
Dublin D02 CK83
Ireland

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STONE HARBOR INVESTMENT FUNDS PLC

SUMMARY

Structure

The Company is an umbrella fund with segregated liability between Funds, established as an open-ended, variable capital investment company incorporated as a public limited company under the laws of Ireland. The Articles of Association provide for separate Funds, each representing interests in a separate and defined portfolio of assets and liabilities which may be issued from time to time with the approval of the Central Bank.

Investment Objectives

Stone Harbor Belt and Road Bond Fund

The primary investment objective of the Stone Harbor Belt and Road Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Belt and Road Bond Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Stone Harbor Emerging Markets Corporate Debt Fund

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Debt Blend B- or Better Fund

The primary investment objective of the Stone Harbor Emerging Markets Debt Blend B- or Better Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor ESG Emerging Markets Debt Blend Fund

The primary investment objective of the Stone Harbor ESG Emerging Markets Debt Blend Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Debt Explorer Fund

The primary investment objective of the Stone Harbor Emerging Markets Debt Explorer Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Debt Fund

The primary investment objective of the Stone Harbor Emerging Markets Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund

The primary investment objective of the Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Debt Total Return Fund

The primary investment objective of the Stone Harbor Emerging Markets Debt Total Return Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Debt Total Return Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Stone Harbor Emerging Markets Local Currency Debt Fund

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund

The primary investment objective of the Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund

The primary investment objective of the Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Stone Harbor Investment Grade Emerging Markets Debt Fund

The primary investment objective of the Stone Harbor Investment Grade Emerging Markets Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor European High Yield Bond Fund

The primary investment objective of the Stone Harbor European High Yield Bond Fund is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Global High Yield Bond Fund

The primary investment objective of the Stone Harbor Global High Yield Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor High Yield Bond Fund

The primary investment objective of the Stone Harbor High Yield Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor High Yield Emerging Markets Corporate Debt Fund

The primary investment objective of the Stone Harbor High Yield Emerging Markets Corporate Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Convertible Securities Fund

The primary investment objective of the Stone Harbor Convertible Securities Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Convertible Securities Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Stone Harbor Global Investment Grade Corporate Bond Fund

The primary investment objective of the Stone Harbor Global Investment Grade Corporate Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Securitised Bond Fund

The primary investment objective of the Stone Harbor Securitised Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Multi Asset Credit Opportunistic Fund

The primary investment objective of the Stone Harbor Multi Asset Credit Opportunistic Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Share Classes

Schedule IV herein indicates which Share Classes are offered by each Fund. These different Classes of Shares differ principally in terms of their sales charges, fees, rates of expenses, distribution policy, hedging strategy and currency denomination. Investors are thus able to choose a Share Class that best suits their investment needs, considering the amount of investment and anticipated holding period.

Class A Shares are available to select Sub-Distributors purchasing Shares on behalf of their retail clients. Class A Shares may be subject to an initial sales charge of up to 2.5% of the amount subscribed. Class A Shares are available in EUR, USD, GBP, CAD, AUD,JPY, CHF, SEK, DKK, SGD, ZAR, HKD and NOK.

Class D1 Shares are available to investors who are clients of intermediaries or selling agents. The Investment Manager may compensate these intermediaries and selling agents for their services out of its own investment management fee. Class D1 Shares are available in EUR, USD, GBP, CAD, AUD, JPY, CHF, SEK, DKK, SGD, ZAR and NOK.

Class D2 Shares are available to investors who are clients of intermediaries or selling agents. The Investment Manager may compensate these intermediaries and selling agents for their services out of its own investment management fee. Class D2 Shares are available in EUR, USD, GBP, CAD, AUD, JPY, CHF, SGD, SEK, DKK, ZAR and NOK.

Class I Shares are available in the following currencies: EUR, USD, GBP, CAD, AUD, JPY, CHF, SGD, SEK, DKK, ZAR, HKD and NOK. Class I JPY shares are only available to Qualified Institutional Investors.

Class M Shares are specifically for use by Investment Manager, or at the discretion of the Board. Class M Shares can be used by the Investment Manager subscribing to the Fund on behalf of its clients, where the assets of these clients are already subject to a discretionary investment management agreement with the Investment Manager. Class M Shares are available in EUR, USD, GBP, CAD, AUD, JPY, CHF, SEK, DKK, SGD, ZAR and NOK.

Class R Shares are available in certain limited circumstances and through certain Sub-Distributors. Class R Shares are available in EUR, USD, GBP, CAD, AUD, JPY, CHF, SEK, DKK, SGD, ZAR, HKD and NOK.

Class U Shares are available to investors who are clients of United Overseas Bank Ltd ("UOB"). The Investment Manager may compensate UOB for its services out of its own investment management fee. Class U Shares are available in USD and SGD.

Dividends: Each Share Class is designated as either Distributing Share Classes or Accumulating Share Classes. Accumulating Share Classes do not distribute net income, net realised or net unrealised capital gains in the normal course of business whereas Distributing Share Classes will follow each Fund's particular distribution policy as set out in this Prospectus.

Each Fund offers Share Classes designated in currencies other than the Base Currency of the Fund. For each such Share Class with "(U)" in the name of the Share Class, the Investment Manager or Sub-Investment Manager will not employ any techniques to hedge the Share Class's exposure to changes in exchange rates between the Base Currency of the Fund and the currency of the Share Class. Please see the "Currency Transactions" section herein for more information.

Taxation

As an investment undertaking within the meaning of section 739B (1) of the TC, the Company is exempt from Irish tax on its income and gains and the Company will not be required to account for any tax in respect of Shareholders who are not Irish Residents provided that the necessary signed declarations are in place. The Company may be required to account for tax in respect of Shareholders who are Irish Residents. Shareholders who are not Irish Residents will not be liable to Irish tax on income from their Shares or gains made on the disposal of their Shares, provided that the Shares are not held directly or indirectly by or for a branch or agency in Ireland. No stamp duty or other tax is payable in Ireland on the subscription, issue, holding, redemption or transfer of Shares. Where any subscription for or redemption of Shares is satisfied by an *in specie* transfer of Irish securities or other Irish property, Irish stamp duty may arise on the transfer of such securities or property. A gift or inheritance of Shares may be liable to Irish capital acquisitions tax. Potential investors are advised to consult their own tax advisers as to the implications of an investment in the Company. Please refer to the section entitled "Taxation" for further information.

Fees and Expenses

Investors' attention is drawn to the details of the fees and expenses charged to the Funds set out on pages 99 to 101.

Dealing Days

Shares may be issued on a Dealing Day by sending an application form to the Administrator to arrive no later than the Trade Cut-Off Time. For all Funds with the exception of the Stone Harbor Emerging Markets Debt Total Return Fund, each Business Day shall be a Dealing Day, except where the Net Asset Value determination has been temporarily suspended in the circumstances outlined on page 107. For the Stone Harbor Emerging Markets Debt Total Return Fund, the first Business Day of each fortnight shall be a Dealing Day, except where the Net Asset Value determination has been temporarily suspended in the circumstances outlined on page 107.

Shares in the Funds may be repurchased on a Dealing Day by sending a repurchase form to the Administrator to arrive no later than the Trade Cut-Off Time.

Investor Restrictions

The Shares may not be offered or sold in any jurisdiction in which such offer or sale is not lawful or in which the person making such offer or sale is not qualified to do so or to anyone to whom it is unlawful to make such an offer or sale. Except as otherwise provided in this Prospectus, Shares may not be purchased or held by or for the account of any U.S. Person. Applicants and transferees will be required to certify whether or not they are Irish Residents.

Investment Risks

An investment in a Fund involves investment risks, including possible loss of the amount invested. There can be no assurance that a Fund will achieve its investment objective. A more detailed description of certain investment risks relevant to investors in the Company is set out under "Investment Objectives and Policies of the Funds" and "Risk Factors".

DEFINITIONS

In this Prospectus the following words and phrases shall have the meanings indicated below:-

"1933 Act"	the U.S. Securities Act of 1933, as amended;
"1940 Act"	the U.S. Investment Company Act of 1940, as amended;
"Accumulating Share Classes"	any Share Class that includes the term "Accumulating" in its name;
"Administrator"	BNY Mellon Fund Services (Ireland) Designated Activity Company;
"Administration Agreement"	the agreement dated 13 October 2023, between the Company, the Manager and the Administrator;
"ADR's"	American Depository Receipts;
"Articles of Association" or "Articles"	the articles of association of the Company;
"AUD" or "Australian Dollar"	Australian Dollars, the lawful currency of Australia;
"Base Currency"	the base currency of each Fund as specified in the section entitled "Investment Objectives and Policies of the Funds";
"Bond Connect"	means China Bond Connect;
"Business Day"	unless otherwise determined by the Directors and notified in advance to Shareholders, each calendar day (excluding Saturday, Sunday and public holidays in Dublin or London) on which the New York Stock Exchange is open;
"CAD" or "Canadian Dollar"	Canadian Dollars, the lawful currency of Canada;
"Central Bank"	the Central Bank of Ireland or any successor regulatory authority with responsibility for the authorisation and supervision of the Company;
"Central Bank Regulations"	the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations, 2019, (as amended, consolidated or substituted from time to time) and any regulations or guidelines issued by the Central Bank pursuant thereto for the time being in force;
"CHF" or "Swiss Francs"	means Swiss Francs the lawful currency of Switzerland;

“CIBM”	means China Interbank Bond Market;
“class” or “Class”	any class of Shares;
“Class A Shares”	means any Share Class with the letter “A” in its name;
“Class D Shares”	means any Share Class with the letter “D” in its name;
“Class I Shares”	means any Share Class with the letter “I” in its name;
“Class M Shares”	means any Share Class with the letter “M” in its name;
“Class R Shares”	means any Share Class with the letter “R” in its name;
“Class U Shares”	means any Share Class with the letter U in its name;
“Company”	Stone Harbor Investment Funds plc, an investment company with variable capital, incorporated in Ireland pursuant to the Companies Act 2014 and the Regulations, provided that, where the UCITS Rules require that a UCITS management company is the responsible person for a particular matter, references to the “Company” in this Prospectus shall be deemed to be a reference to the Manager;
“Constitution”	means the constitution of the Company, made up of its memorandum of association and Articles, as amended from time to time;
“Credit Institution”	a credit institution that has its registered office in an EU member state or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the Central Bank as equivalent to those specified in any act adopted by an institution of the EU;
“Dealing Day”	for all Funds with the exception of the Stone Harbor Emerging Markets Debt Total Return Fund each Business Day and for the Stone Harbor Emerging Markets Debt Total Return Fund the first Business Day of each fortnight or for all Funds such other Business Day as the Directors may determine and notify in advance to Shareholders provided there shall be at least one per fortnight;
“Depositary”	The Bank of New York Mellon SA/NV, Dublin Branch;

"Depositary Agreement"	the agreement dated 13 October 2023 between the Company, the Manager and the Depositary pursuant to which the latter was appointed depositary of the Company;
"Directive"	Directive 2014/91/EC of the European Parliament and of the Council of 23 July 2014 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as such may be amended, supplemented or replaced from time to time;
"Directors"	the directors of the Company for the time being and any duly constituted committee thereof, provided that, where the UCITS Rules require that a UCITS management company is the responsible person for a particular matter, references to the "Company" in this Prospectus shall be deemed to be a reference to the Manager;
"Distributing Share Classes"	any Share Class that includes the term "Distributing" in its name;
"DKK"	Danish Krone, the lawful currency of the Kingdom of Denmark;
"EDRs"	European Depositary Receipts;
"EEA"	the European Economic Area;
"Emerging Asia/Pacific Countries"	means any country in the Asia/Pacific region which is not an OECD member state, including as of the date of this Prospectus, countries such as the Philippines, Indonesia, Thailand, Malaysia, China, South Korea, Taiwan, Vietnam, Laos, India, Pakistan and Sri Lanka.
"Emerging Market Countries" or "Emerging Market Country"	means any country that is categorised by the World Bank and its affiliates as "low" of "middle" income at the time of purchase of securities. For the purposes of this Prospectus, the term shall also include Latin America, Africa and Middle East countries and countries defined as European Emerging Countries and Emerging Asia/Pacific Countries;
"€" or "euro" or "EUR"	the currency unit referred to in the Second Council Regulation (EC) no. 974/98 of 3 May 1998 on the introduction of the euro;
"EU"	the European Union;

"European Emerging Countries"	means any country in Europe which is not an OECD Member State, including as of the date of this Prospectus, countries such as Bulgaria, Croatia, Latvia, Lithuania, Romania, Russia and Ukraine;
"Fund"	any fund from time to time established by the Company including any of the Funds the subject of this Prospectus, where appropriate.
"FHLMC", "FNMA" and "GNMA"	refers to U.S. governmental agencies as more fully described under "Forward Roll Transactions" on page 73;
"GDRs"	Global Depositary Receipts;
"HKD"	Hong Kong Dollar, the lawful currency of the Hong Kong;
"Initial Offer Period"	the period determined by the Directors during which a Class of Shares is first offered for subscription, which period should not exceed six months unless otherwise as determined by the Directors in accordance with the requirements of the Central Bank;
"Initial Offer Price"	ten units of the relevant designated currency per Share at which Shares are initially offered in a Fund during the Initial Offer Period;
"Investing Fund"	any fund of funds that is managed by the Investment Manager which is permitted to purchase Shares in one or more of the Funds;
"Investment Manager"	Virtus Fixed Income Advisers, LLC provided that the Investment Manager may appoint sub-investment managers in accordance with the requirements of the Central Bank;
"Investment Management Agreement"	the agreement dated 31 October 2019 between the Manager and the Investment Manager pursuant to which the latter was appointed as investment manager and distributor for the Company;
"Investor Money Requirements"	means Part 7 of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Investment Firms) Regulations 2017 for Fund Service Providers (S.I. No. 604 of 2017), as such may be amended, supplemented or replaced from time to time;
"Investor Monies"	means subscription monies received from, and repurchase monies due to, investors in the Fund and, if applicable, distribution monies due to Shareholders of the Funds;

"Irish Resident"	unless otherwise determined by the Directors, any person resident in Ireland or ordinarily resident in Ireland other than an Exempt Irish Resident (as defined in the Taxation section of the Prospectus);
"JPY" or "Japanese Yen"	means Japanese Yen the lawful currency of Japan;
"Manager"	means Virtus International Fund Management Limited or such other entity that shall be appointed to the Company as management company from time to time;
"Management Company Agreement"	means the agreement dated 31 October 2019 between the Company and the Manager of the Company as may be amended, supplemented or modified from time to time in accordance with the requirements of the Central Bank;
"Member State"	a member state of the EU;
"Net Asset Value" or "NAV"	the Net Asset Value of the Company, or of a Fund or Class, as appropriate, calculated as described herein;
"Net Asset Value per Share"	in respect of any Shares the Net Asset Value attributable to the Shares issued in respect of a Fund or Class, divided by the number of Shares in issue in respect of the Fund or Class;
"Newfleet"	Newfleet Asset Management, a division of the Investment Manager. Newfleet will be responsible for the portfolio management of certain Funds on behalf of the Investment Manager;
"NOK"	Norwegian Krone the lawful currency of Norway;
"NRSRO"	means a Nationally Recognised Statistical Rating Organisation;
"OECD"	the Organisation for Economic Co-Operation and Development whose current member countries are Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Israel, Japan, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, South Korea, Spain, Sweden, Switzerland, Turkey, UK and U.S. and such other countries as may from time to time become member countries;

"Pound Sterling" or "£" or "GBP"	Pounds Sterling, lawful currency of the United Kingdom;
"Qualified Institutional Investor"	has the meaning assigned to it under the Financial Instruments and Exchange Law of Japan;
"Recognised Rating Agency"	means Moody's Investor Services, Standard & Poor's, Fitch Ratings Limited and any other internationally recognised rating agency equivalent to either of them;
"Regulated Market"	any stock exchange or regulated market in the European Union or a stock exchange or regulated market which is set forth in Schedule I to this Prospectus, or such other markets as the Directors may from time to time determine in accordance with the Regulations and as shall be specified in a supplement or addendum to this Prospectus;
"Regulations"	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended or any amendment or replacements thereto for the time being in force and any rules from time to time adopted by the Central Bank pursuant to the Regulations;
"Relevant Institution"	an EU credit institution; a bank authorised in a member state of the EEA (Norway, Iceland, Liechtenstein); a bank authorised by a signatory other than an EU member state or a member state of the EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, U.S.); or a bank authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand;
"Rule 144A Securities"	securities (i) which are issued with an undertaking to register with the U.S. Securities and Exchange Commission within one year of issue; and (ii) are not illiquid, meaning that they may be realised by the Company within seven days at the price, or approximately at the price, at which they are valued by the Company;
"Securities Financing Transaction"	means any of the following: a repurchase transaction, securities or commodities lending and securities or commodities borrowing, a buy-sell back transaction or sell-buy back transaction and a margin lending transaction;
"Securities Financing Transactions Regulation"	means Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities

	financing transactions and of reuse and amending Regulation (EU) No 648/2012;
"SEK"	Swedish Krona, the lawful currency of the Kingdom of Sweden;
"Settlement Time"	means the time by which cleared funds representing subscription monies in respect of a subscription order must be received by the Company;
"SFDR" or the "Sustainable Finance Disclosures Regulation"	Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, as such may be amended, supplemented or replaced from time to time;
"SGD" or "Singapore Dollar"	Singapore Dollars, the lawful currency of the Republic of Singapore;
"Share" or "Shares"	any class of Share or Shares in the Company or the Fund, as the context so requires;
"Shareholder"	a holder of Shares;
"Stone Harbor"	Stone Harbor Investment Partners, a division of the Investment Manager. Stone Harbor will be responsible for the portfolio management of certain Funds on behalf of the Investment Manager;
"Subscriber Shares"	means the initial Share capital of 2 Shares of no par value subscribed for EUR 2;
"Sub-Distributor"	any sub-distributor appointed by the Investment Manager and Distributor in accordance with the requirements of the UCITS Rules as a sub-distributor to the Company;
"Sub-Investment Manager"	means Virtus International Management, LLP;
"Supplemental Prospectus"	any supplemental prospectus issued by the Company in connection with a Fund from time to time in accordance with the requirements of the Central Bank;
"Supranational Organisation"	has the meaning ascribed to that term on page 60 under the heading "Supra-National Organisation";
"TC"	the Taxes Consolidation Act, 1997, as amended from time to time;
"Trade Cut-Off Time"	3.00 pm (Irish time) on the Dealing Day for each Fund, except for the Stone Harbor

	Emerging Markets Local Currency Debt Fund which will have a trade cut-off time of 3:00 pm (Irish time) on the Business Day prior to the relevant Dealing Day (i.e. T minus 1) or such other later time as the Directors may resolve;
"UCITS"	an undertaking for collective investment in transferable securities established pursuant to the Regulations or, in the case of UCITS established in a Member State other than Ireland, the Directive;
"UCITS Rules"	the Regulations and the Central Bank Regulations, as such may be amended, supplemented or replaced;
"UK"	the United Kingdom of Great Britain and Northern Ireland;
"Umbrella Cash Account"	means any single umbrella cash account in the name of the Company;
"U.S."	the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction;
"US$" or "U.S. Dollar" or "USD" or "$"	U.S. Dollars, the lawful currency of the U.S.;
"U.S. Person"	"U.S. Person" as defined in Regulation S under the 1933 Act; and
"ZAR"	South African Rand, the lawful currency of South Africa.

INTRODUCTION

The Company is an open-ended investment company with variable capital organised under the laws of Ireland as a public limited company pursuant to the Companies Act 2014 and the Regulations. It was incorporated on 21 February 2007 under registration number 435238. Its sole object, as set out in Clause 2 of the Company's Memorandum of Association, is the collective investment in transferable securities and other liquid financial assets referred to in Regulation 68 of the Regulations of capital raised from the public and which operates on the basis of risk spreading.

The Company has appointed the Manager to act as the manager of the Company pursuant to the Management Company Agreement. Please see the sub-section of the Prospectus titled "The Manager" in the Management and Administration section for more detailed information on the Manager and the Management Company Agreement.

The Company is organised in the form of an umbrella fund with segregated liability between Funds. The Articles of Association provide that the Company may offer separate classes of Shares, each representing interests in a Fund, with each Fund comprising a separate and distinct portfolio of investments. The Company has obtained the approval of the Central Bank for the establishment of Stone Harbor Convertible Securities Fund; Stone Harbor Emerging Markets Corporate Debt Fund; Stone Harbor High Yield Emerging Markets Corporate Debt Fund;

Stone Harbor Emerging Markets Debt Fund; Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund; Stone Harbor Emerging Markets Debt Blend B- or Better Fund; Stone Harbor ESG Emerging Markets Debt Blend Fund; Stone Harbor Emerging Markets Debt Explorer Fund; Stone Harbor Emerging Markets Local Currency Debt Fund; Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund; Stone Harbor European High Yield Bond Fund; Stone Harbor High Yield Bond Fund; Stone Harbor Global High Yield Bond Fund; Stone Harbor Global Investment Grade Corporate Bond Fund; Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund; Stone Harbor Investment Grade Emerging Markets Debt Fund Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund; Stone Harbor Multi Asset Credit Opportunistic Fund; Stone Harbor Securitised Bond Fund; the Stone Harbor Belt and Road Bond Fund and the Stone Harbor Emerging Markets Debt Total Return Fund. Additional Funds may be established by the Company with the prior approval of the Central Bank. A Fund may consist of one or more classes of Shares. A separate pool of assets will not be maintained for each class within a Fund. Schedule IV herein indicates which Share Classes are offered by each Fund. These different Classes of Shares differ principally in terms of their sales charges, fees, rates of expenses, distribution policy, hedging strategy and currency denomination.

Further classes of Shares may be issued on advance notification to, and in accordance with the requirements of, the Central Bank.

INVESTMENT OBJECTIVES AND POLICIES OF THE FUNDS

Each Fund aims to achieve its investment objective, as set out below, while spreading investment risks through investment in transferable securities and liquid financial assets in accordance with the Regulations. The transferable securities and liquid financial assets in which each Fund may invest generally must be quoted or traded on a Regulated Market except that up to 10% of the Net Asset Value of a Fund may be invested in securities which are not traded on a Regulated Market and each Fund may, subject to the limits set out in Schedule II, invest in collective investment schemes, subject to the limitations contained in the investment policy of that Fund. Such investment in collective investment schemes includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. Where a Fund invests in another Fund, the Fund making the investment may not charge an annual management and/or investment management fee in respect of the portion of its assets invested in the other Fund. The Regulated Markets in which the Funds' investments will be traded are set out in Schedule I.

Each Fund may invest in liquid assets traded on a Regulated Market, particularly during periods of perceived uncertainty and volatility. The liquid financial assets in which a Fund may invest will include securities such as government securities, commercial paper, certificates of deposit and bankers' acceptances all rated investment grade by a rating agency or deemed by the Investment Manager to have a rating of investment grade.

Any change in the investment objective and any material change to the investment policies of a Fund will be subject to the prior approval of Shareholders of that Fund evidenced by a majority vote of such Shareholders in general meeting or by a resolution in writing signed by all of the Shareholders. In the event of a change in the investment objective and/or the investment policies of a Fund a reasonable notification period shall be provided by the Fund to Shareholders to enable Shareholders to redeem their Shares prior to the implementation of the change.

Investment Manager's Investment Philosophy

In implementing the investment objectives set forth herein, the Investment Manager analyses the fixed income investment universe to identify potential investments for each Fund. The Investment Manager analyses a number of factors to determine the creditworthiness of each issuer it considers for investment, including, without limitation, currency, inflation and interest rate trends, growth forecast, fiscal policies, political outlook, strength of financial statements and operating history.

Sustainable Finance Disclosures

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors ("**ESG**") to evaluate the creditworthiness of issuers in which each Fund may invest. As set forth in their respective investment policies, certain funds apply additional screens to further ensure that the Fund promotes sound ESG characteristics and practices through the mix of issuers in which it invests.

The Investment Manager believes that sustainability factors are critical elements of thorough fundamental credit analysis. The Investment Manager considers engagement with issuers and policymakers to be an important component of such analysis, and an important aspect of its fiduciary responsibility to the Funds. Through its investment decision making and active engagement as a market participant, the Investment Manager aims to create incentives for corporate and sovereign issuers to improve their ESG performance and thereby ultimately support their economic development and financial results. Although ESG factors cover a broad range of topics, the Investment Manager has identified certain key sustainability risks that it believes are important to consider when conducting credit analysis.

In the Investment Manager's assessment of the sustainability risk of a particular credit, its ESG research draws on a variety of inputs, both quantitative and qualitative. The Investment Manager has developed a proprietary ESG scoring model that combines a large set of climate other ESG indicators using quantitative data from independent institutions to derive ESG scores, including for specific ESG factors that impact sovereign issuers (e.g. greenhouse gas emissions, corruption, civil rights, etc.). This quantitative data is supplemented by commercial data sources (e.g. Sustainalytics), providing both quantitative scores and qualitative insights.

For corporate issuers, the Investment Manager draws on a variety of quantitative and qualitative inputs. ESG risk ratings from Sustainalytics provide quantitative measures of companies' ESG risk exposure and management of ESG risks, encompassing material ESG risks such as corporate governance, GHG emissions, other pollution (air, water, and land), resource use, environmental and social impact of products and services, workforce management, labor relations (e.g. non-discrimination, working hours and minimum wages). The quantitative metrics are supplemented by qualitative inputs from a variety of sources, including meetings and discussions with company management and corporate analysts, company sustainability and media report. Sustainalytics also provides ratings on specific controversial incidents related to environmental, social, or governance issues. These metrics and qualitative insights are integrated into the fundamental credit research. Issuers that score well are more likely to be included in the portfolio.

Although the Investment Manager is not prohibited from purchasing or holding a security due to an ESG factor or rating unless otherwise specified in the investment policies of a Fund, consideration of these issues is generally a part of every investment decision nonetheless. There may be instances where a credit currently scores poorly on ESG factors, which do not preclude an investment or require an existing position to be sold. In instances where a Fund holding has been assigned a weaker ESG score, the Investment Manager generally would seek to confirm that the issuer has taken steps to address and improve the factors that led to a weaker ESG score.

The Investment Manager applies its ESG philosophy consistently across all asset classes, though the specific implementation varies depending on the materiality of various ESG factors for different countries or companies, developed or emerging markets, industries, and even specific issuers. The Investment Manager considers ESG factors to be financially material if they have significant potential to impact a corporate or sovereign issuer's financial results. For example, this could mean influencing potential cash flows through company-specific events or shifts in broader business conditions including legal and regulatory developments. It could involve tail risks or more likely events, and may include the risk of changing market perceptions and risk premiums for specific issuers.

The Investment Manager's monitoring process for sustainability risks is more fully described in the Investment Manager's ESG Policy Statement disclosed on its website at https://www.shipemd.com/esg and at https://globalfunds.virtus.com/ucits.

SFDR defines "sustainability risks" as environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of the investment. As of the date of the prospectus, the portfolios of the Funds are comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis in accordance with the foregoing policy.

A Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the "Risk Factors" section in the Prospectus. The Investment Manager's assessment is that integration of sustainability risks should help mitigate the potential material negative impact of such risks on the returns of the Funds, although there can be no assurance that all such risks will be mitigated.

No consideration of adverse sustainability impacts

The Investment Manager is required to disclose whether it considers the adverse impacts of its investment decisions on sustainability factors within the meaning of SFDR. The Investment Manager supports the objectives of recent legislation and regulation which encourages financial market participants to systematically integrate and consider sustainability factors within investment decision making. Nonetheless, for the time being the Investment Manager has determined it is not practical to consider the adverse impacts of its investment decisions on sustainability factors within the meaning of Article 4(1)(a) of SFDR as it does not believe it could currently do so in a systematic and consistent manner at a reasonable cost to shareholders. This is in part because underlying companies or issuers (which are domiciled globally and include emerging markets) are not widely obligated to, and overwhelmingly do not currently, report by reference to the same data. This is also due to the size, nature and scale of the Funds and in the absence of the finalised regulatory technical standards relating to this disclosure. The Investment Manager will review its position on this matter at least annually by reference to market developments. Nevertheless, the Investment Manager is focused on creating long-term value and is actively investing in relationships, systems and procedures which will enable the Investment Manager over time to gather more and more granular data on the adverse impacts of its investment decisions.

Categorisation of Funds under SFDR

The Investment Manager has determined that all Funds aside from the Stone Harbor ESG Emerging Markets Debt Blend Fund are Article 6 financial products pursuant to the SFDR.

The Investment Manager has determined that the Stone Harbor ESG Emerging Markets Debt Blend Fund is an Article 8 financial product pursuant to the SFDR.

Taxonomy Regulation

The Technical Screening Criteria ("**TSC**") of the Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment ("**Taxonomy Regulation**") have been published in respect of only the first two Taxonomy Regulation environmental objectives of climate change mitigation and climate change adaption, and have applied from 1 January 2022. The TSC for the other four Taxonomy Regulation environmental objectives have not yet been developed.

With respect to the Stone Harbor ESG Emerging Markets Debt Blend Fund, the Investment Manager currently reports a Taxonomy Regulation alignment of zero.

As of the date hereof, the investments underlying all other Funds (aside from the Stone Harbor ESG Emerging Markets Debt Blend Fund) do not take into account the EU criteria for environmentally sustainable economic activities.

The "do no significant harm" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

Stone Harbor Belt and Road Bond Fund

The Stone Harbor Belt and Road Bond Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Investment Objective

The primary investment objective of the Stone Harbor Belt and Road Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest the majority its net assets in fixed income securities of issuers that are economically tied to the Chinese initiative of fostering economic cooperation amongst countries in Asia, Europe, the Middle East and Africa and their neighboring waterways (the "Belt and Road Region" or "Region") by increasing land and sea paths to connect the Region (the "Belt and Road Initiative"). An issuer is economically tied to the Belt and Road Region if: (i) it issues securities that are principally traded on the securities markets of countries within the Region, (ii) is organised or principally operates within the Region, (iii) derives a majority of its income from its operations within the Region, (iv) has a majority of its assets within the Region, or (v) could otherwise directly or indirectly benefit from the Belt and Road Initiative. Issuers from other countries outside of the Belt and Road Region that derive value from the increased availability to trade in the Region as well as corporate issuers that operate in the infrastructure and development sectors would be considered to benefit from the Belt and Road initiative. The fixed income securities that the Fund may invest in are sovereign debt securities of both developed and developing countries, securities issued by local or public authorities, securities issued by Supranational Organisations, corporate debt securities (including but not limited to quasi-sovereign securities and securities issued by banks or other financial institutions), structured notes, loan participations, Rule 144A Securities, and derivatives related to these types of securities. Such securities and instruments may be denominated in non-U.S. currencies and U.S. Dollar. The allocations to securities listed above may vary from time to time depending upon market conditions, as well as the Investment Manager's view of relative values between the U.S. Dollar and non-U.S. currencies. While there is no limit on the permitted investment in Russia, it is not expected that more than 25% of the Fund's Net Asset Value will be invested in Russia. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment is any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in fixed income securities of issuers that it considers to qualify as economically tied to the Belt and Road Region. The Fund may invest in instruments whose return is based on the return of a market located in the Belt and Road Region, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of issuers from the Belt and Road Region.

The Fund may use derivative instruments such as forwards, futures, options, and swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for investment or hedging purposes and/or efficient portfolio management. To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain or to reduce exposure to any or all of the types of investments described herein including currencies. As the Fund is permitted to invest in derivatives instruments, the Fund may have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Zero Coupon Bonds, and Money Market Securities.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including but not limited to, those rated below investment grade.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Corporate Debt Fund

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities issued by corporations or other business organisations that are economically tied to an Emerging Market Country. A corporation or other business organisation is economically tied to an Emerging Market Country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Such fixed income securities may be denominated in non-U.S. currencies and the U.S. Dollar. The Fund's investments may include corporate debt securities, sovereign Debt Securities, Structured Notes, fixed income securities issued by Supranational

Organisations, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from Emerging Market Countries.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". As the Fund is permitted to invest in derivatives instruments, the Fund may have a leveraged portfolio, which leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the JPM CEMBI Broad Diversified (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Debt Blend B- or Better Fund

The Stone Harbor Emerging Markets Debt Blend B- or Better Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Blend B- or Better Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities of issuers that economically are tied to Emerging Market Countries or whose performance is linked to Emerging Market Countries. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. A security is economically tied to an Emerging Market Country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include Corporate Debt Securities, sovereign Debt Securities, Structured Notes, securities issued by Supranational Organisations, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 25% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of issuers from Emerging Market Countries.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". As the Fund is permitted to invest in derivatives instruments, the Fund may have a leveraged portfolio, which leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all time but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration. In investing in securities other than Asset Backed Securities, the Fund may not invest in securities that are rated below B- by Standard & Poor's Rating Services or B3 by Moody's Investors Services. In the case of Asset Backed Securities, the Fund may not invest in Asset Backed Securities which are rated below BBB- or Baa3. In the event that a security is downgraded below B- by Standard & Poor's Rating Services or B3 by Moody's Investors Services, or in the case of Asset Backed Securities, BBB-/Baa3, after its purchase by the Fund, the Investment Manager will take all necessary action to sell the said security within 6 months from the time of the downgrade, subject to reasonable market availability and provided that such security is not upgraded to B-/B3 (as appropriate) or above, or in the case of Asset Backed Securities, BBB-/Baa3 (as appropriate) or above, within that timeframe.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor ESG Emerging Markets Debt Blend Fund

Investment Objective

The primary investment objective of the Stone Harbor ESG Emerging Markets Debt Blend Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors. Because the Fund may invest a substantial portion of its assets in

securities denominated in non-U.S. currencies, changes in currency rates relative to the U.S. Dollar may affect the U.S. Dollar value of the Fund's assets.

Investment Policies

The Fund is actively managed. The Fund seeks to achieve its objective through investing at least 70% of its net assets in fixed income securities of issuers that are economically tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. In addition, the Investment Manager evaluates each of the Fund's investments within its ESG framework. The Investment Manager's ESG framework incorporates appropriate ESG information sources (which primarily will be derived from third-party ESG data providers, but may also include internally generated research) to define and evaluate the investment universe and aims to limit the Fund's exposure to ESG risks.

The fixed income securities in which the Fund invests will include sovereign debt securities and fixed income securities issued by corporations or other business organisations, including derivatives related to these types of securities. Such securities shall be denominated in U.S. Dollar and non-U.S. currencies. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within the country. Allocations amongst the sovereign and corporate emerging market debt securities listed above will vary depending upon market and economic conditions, as well as the Investment Manager's view of relative values between the U.S. Dollar and non-U.S. currencies.

The Investment Manager uses a "top-down" approach incorporating the Investment Manager's global macro-economic analysis and medium and long-term investment outlook that informs the Investment Manager's country and sector allocation decisions. The Investment Manager also engages in independent fundamental analysis to evaluate the creditworthiness of corporate and governmental issuers, as well as analysis of the quantitative and qualitative ESG factors relevant to each corporate and governmental issuer. The Investment Manager then selects those individual investments that it believes to be most undervalued and to offer the highest potential returns relative to the amount of credit, interest rate, liquidity and other risks presented.

The Investment Manager's ESG analysis seeks to limit exposure to ESG risks and combines a review of qualitative inputs derived from country visits and research by members of the portfolio management team, and quantitative data such as internally or externally assigned ESG scores. ESG factors considered by the Investment Manager will vary by industry and asset class and are incorporated into the Investment Manager's fundamental investment process and credit analysis. Examples of environmental factors considered include (but are not limited to): natural resource use, carbon emissions, energy efficiency, pollution/waste and sustainability initiatives. Examples of social factors considered include (but are not limited to): human rights, worker rights, adequate living standards, commitment to health and safety, diversity/opportunity policies, privacy/data security and community programs. Examples of governance factors considered include (but are not limited to): rule of law and corruption, policies that support bondholders' interests, the character of control persons, ethics, board independence, board diversity and management compensation policy. In addition to the above, the Fund's ESG criteria are generally designed to allocate a proportion of the portfolio to green bonds and to restrict or exclude certain sectors from the Fund's investment universe, such as thermal coal, tobacco and weapons, whereby such restricted or excluded categories are typically established with reference to the parameters established by the ESG Benchmark (as defined below) and may change from time to time.

The Fund's investments include Corporate Debt Securities, sovereign Debt Securities, securities issued by Supranational Organisations, Rule 144A Securities, and financial derivative instruments related to these types of securities. The Fund may also invest in listed credit linked notes which are anticipated to be unleveraged and not bespoke. While there is no limit on the permitted investment in credit linked notes, it is not expected that more than 30% of the Fund's Net Asset Value will be invested in credit linked notes. Investments in securitised loan participations (excluding CDOs and CLOs) are permitted; such participations will not exceed 10% of the net assets of the Fund in the aggregate. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund. For additional information on the securities described above, please refer to the details set forth under, "Further Information on the Securities in which the Funds May Invest".

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as countries with emerging securities markets. It is anticipated that the Fund will concentrate its investments in Latin America, Africa, the developing countries of Europe including Russia, Asia, including China and India, and the Middle East. The Fund's investment exposure to the Chinese and Indian markets may include bonds and financial derivative instruments, including options, swaps, futures and foreign currency transactions. The Fund's investments in mainland China are intended to be made through the CIBM by way of Bond Connect. In the event that the Investment Manager determines to make direct investments in securities traded on the Indian exchange, the Fund would seek approval to register as a foreign portfolio investor in India prior to any such investment, in accordance with Indian regulation. While there is no limit on the permitted investment in Russia, it is not expected that more than 25% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of an emerging securities market, including financial derivative instruments which hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging market countries.

The Fund may use financial derivative instruments (which may be listed or over-the-counter) including credit default swaps (both single name and basket), interest rate swaps, swaptions, total return swaps, currency swaps, currency spots, currency forwards (both deliverable and non-deliverable), currency options, currency futures, bond futures, interest rate futures, index futures, credit linked notes. Such financial derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in financial derivative instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities, Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds. Subject to a limit of 10% of its net assets, the Fund may also invest cash balances in common stock or other equity or Equity-Related Securities, including Convertible Securities and Contingent Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration. The Fund may invest without limit in higher risk, below investment grade debt securities, subject to the restrictions set forth below. The Fund may not invest in Asset Backed Securities which are rated below BBB- or Baa3, or if unrated, deemed by the Investment Manager to be of comparable credit quality, and in investing in securities other than Asset Backed Securities, the Fund may not invest in securities that are rated below B-, or if unrated, deemed by the Investment Manager to be comparable credit quality. The following rating methodology shall apply: The middle rating shall be used when three agencies rate a security; and the low rating shall apply when only two agencies rate a security. In the event that a security is downgraded after its purchase by the Fund below B-/B3, or in the case of Asset Backed Securities below BBB-/Baa3, the Investment Manager will take all necessary action to sell such security within 6 months (if such downgraded security exceeds 3% of the NAV of the Fund) or 12 months (if such downgraded security comprises less than 3% of the NAV) from the time of the downgrade, subject to reasonable market availability and provided that such security is not upgraded to B-/B3 or above, or in the case of Asset Backed Securities to BBB-/Baa3 or above, within that timeframe.

The Fund may purchase government obligations (including municipalities, local government bonds, sovereign bonds, regional government bonds, quasi-sovereign bonds, central bank bonds, supranational debt and similar types of debt that may be issued or created in the future) of OECD Member States and investment grade Corporate Debt Securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of emerging market countries. For more information please see the section below "Use of Temporary Defensive Measures".

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out under the "Investment Manager's Investment Philosophy" section above.

The Base Currency of the Fund is U.S. Dollar.

The Investment Manager will actively manage the Fund against the indicative blended ESG benchmark: 1/3 JESG EMBI Global Diversified ex. CCC, 1/3 JESG GBI-EM Global Diversified ex. CCC and 1/3 JESG CEMBI Broad Diversified ex. CCC (the "ESG Benchmark"). The ESG Benchmark incorporates ESG score integration and positive screening, along with negative screening by way of excluding controversial sectors (namely thermal coal, tobacco and weapons) and UN Global Compact violators. In addition, the index construction methodology assigns an overweight to green bonds to incentivize sustainable financing aligned with climate change solutions. As compared to the standard version of the ESG Benchmark for each of the emerging market sectors to which the Fund allocates, the ESG Benchmark assigns a greater weighting to the issuers with better overall ESG scores. Additional methodologies used for the calculation of the ESG Benchmark are established by the index provider, J.P. Morgan; a description of such methodologies can be requested from the Investment Manager. Although the Fund is not constrained by the ESG Benchmark, the Investment Manager will take into account the ESG Benchmark constituents when making investment decisions for the Fund and considers the ESG Benchmark as a guide for selecting securities that may meet the Investment Manager's ESG criteria for the Fund. The Investment Manager may determine to invest in off-benchmark securities in instances where it believes an issuer demonstrates compelling ESG characteristics or a favourable risk reward profile. The Investment Manager will make tactical allocations to each of the sectors (emerging markets debt hard currency, emerging markets debt local currency and emerging markets corporate debt) based on its view of the relative value of each sector and market conditions. Accordingly, the Fund's exposure to each sector will vary; Fund assets are not required to be allocated equally across each sector of the ESG Benchmark. Details of the Fund's performance relative to the ESG Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the ESG Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Debt Explorer Fund

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Explorer Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors. Because the Fund may invest a substantial portion of its assets in securities denominated in non-U.S. currencies, changes in currency rates relative to the U.S. Dollar may affect the U.S. Dollar value of the Fund's assets.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities of issuers that are economically tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. In particular, such fixed income securities will include sovereign debt securities and fixed income securities issued by corporations or other business organisations, including derivatives related to these types of securities. Such securities shall be denominated in U.S. Dollar and non-U.S. currencies. An issuer is economically tied to an emerging market country if it issues securities that are principally traded on the country's securities markets or if it is organized or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. The allocations to securities listed above may vary from time to time depending upon market and economic conditions, as well as the Investment Manager's view of relative values between the U.S. Dollar and non-U.S. currencies. The Fund's investments may include sovereign debt securities, securities issued by Supranational Organisations, corporate debt securities, structured notes, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 20% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the Net Asset Value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe, including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 25% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of issuers from Emerging Market Countries.

The Fund may use derivative instruments (forwards, futures, options, swap agreements (which may be listed or over-the-counter)). Such derivative instruments may be used for investment purposes and/or efficient portfolio management. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund may have a leveraged portfolio, which leverage will not exceed 100% of its Net Asset Value. The Fund is permitted to take long and short positions through its investments in derivative instruments. It is anticipated that the Fund will generally invest in the range of 0 to 100% of its Net Asset Value in long positions and in the range of 0 to 50% of its Net Asset Value in short positions through its investments in derivative instruments. Derivative instruments may be used to gain or hedge exposure to assets more quickly, or for a shorter time period, than if the asset were purchased or sold directly, and sometimes derivative instruments provide a more cost-effective way to access certain assets in a particular jurisdiction.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including but not limited to, those rated below investment grade.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions affecting the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund is not constrained by or managed to outperform any particular benchmark or combination of benchmarks. However, for reference purposes only, the Fund performance may be compared to the following blended benchmark as a market reference: 1/3 JPM EMBI Global Diversified; 1/3 JPM GBI-EM Global Diversified; 1/3 JPM CEMBI Broad Diversified ("Market Reference"). Details of the Fund's performance relative to the Market Reference are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Market Reference.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Debt Fund

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, Corporate Debt Securities, Structured Notes, securities issued by Supranational Organisations, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments".

The Fund will seek to be fully invested at all time but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the JPM EMBI Global Diversified (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities of issuers that economically are tied to Emerging Market Countries or whose performance is linked to Emerging Market Countries. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. A security is economically tied to an Emerging Market Country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. Under normal market conditions approximately 50% of the Fund's net assets will be invested in Corporate Debt Securities and approximately 50% of the Fund's net assets will be invested in sovereign Debt Securities. The allocation listed above may vary from time to time depending upon market and economic conditions, as well as the Investment Manager's view of relative sector values between sovereign Debt Securities and Corporate Debt Securities. Non-normal market conditions would include, for example, times of economic stress or geopolitical market disruption in an Emerging Market Country. The Fund's investments may also include Structured Notes, securities issued by Supranational Organisations, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 25% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of issuers from Emerging Market Countries.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". As the Fund is permitted to invest in derivatives instruments, the Fund may have a leveraged portfolio, which leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all time but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Debt Total Return Fund

The Stone Harbor Emerging Markets Debt Total Return Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Total Return Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors. Because the Fund may invest a substantial portion of its assets in securities denominated in non-U.S. currencies, changes in currency rates relative to the U.S. dollar may affect the U.S. dollar value of the Fund's assets.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities of issuers that are economically tied to countries with emerging securities markets or whose performance is linked to those markets, currencies, economies, or payment capacity. In particular, such fixed income securities will include sovereign debt securities and fixed income securities issued by corporations or other business organisations, including derivatives related to these types of securities. Such securities shall be denominated in U.S. dollar and non-U.S. currencies. An issuer is economically tied to an emerging market country if it issues securities that are principally traded on the country's securities markets, it is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The allocations to securities listed above may vary from time to time depending upon market conditions, as well as the Investment Manager's view of relative values between the U.S. dollar and non-U.S. currencies. The Fund's investments may include sovereign debt securities, quasi sovereign debt securities, securities issued by Supranational Organisations, corporate debt securities, structured notes, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 20% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe, including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 25% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from Emerging Market Countries.

The Fund may use derivative instruments such as forwards, futures, options, and swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for investment or hedging purposes and/or efficient portfolio management. To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain or to reduce exposure to any or all of the types of investments described herein including currencies. As the Fund is permitted to invest in derivatives instruments, the Fund may have a leveraged portfolio, which leverage, including that obtained through entry into reverse repurchase agreements, will not exceed 100% of its Net Asset Value. The Fund is permitted to take long and short positions through its investments in derivative instruments. It is anticipated that the Fund will generally invest in the range of 0% to 150% of its Net Asset Values in long positions and in the range of 0% to 50% of its Net Asset Value in short positions including through its investment in derivative instruments. Derivative instruments such as forwards and foreign currency spot transactions may be used to gain or hedge exposure to assets more quickly, or for a shorter time period, than if the asset were purchased or sold directly, and sometimes derivative instruments provide a more cost-effective way to access assets in a particular jurisdiction.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Securities issued by Supranational Organisations, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including but not limited to, those rated below investment grade.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions affecting the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund is not constrained by or managed to outperform any particular benchmark or combination of benchmarks. However, for reference purposes only, the Fund performance may be compared to the following blended benchmark as a market reference: 1/3 JPM EMBI Global Diversified; 1/3 JPM GBI-EM Global Diversified; 1/3 JPM CEMBI Broad Diversified ("Market Reference"). Details of the Fund's performance relative to the Market Reference are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Market Reference.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund

The Stone Harbor Local Currency Debt B- or Better Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors. Because the Fund invests a substantial portion of its assets in securities denominated in non-U.S. currencies, changes in currency rates relative to the U.S. dollar may affect the U.S. dollar value of the Fund's assets.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in local currency denominated fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, securities issued by Supranational Organisations, Corporate Debt Securities, Structured Notes, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments".

The Fund will seek to be fully invested at all time but may invest cash balances in securities denominated in currencies other than emerging market currencies, Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped

Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration. In investing in securities other than Asset Backed Securities, the Fund may not invest in securities that are rated below B- by Standard & Poor's Rating Services or B3 by Moody's Investors Services. In the case of Asset Backed Securities, the Fund may not invest in Asset Backed Securities which are rated below BBB- or Baa3. In the event that a security is downgraded below B- by Standard & Poor's Rating Services or B3 by Moody's Investors Services, or in the case of Asset Backed Securities, BBB-/Baa3, after its purchase by the Fund, the Investment Manager will take all necessary action to sell the said security within 6 months from the time of the downgrade, subject to reasonable market availability and provided that such security is not upgraded to B-/B3 (as appropriate) or above, or in the case of Asset Backed Securities, BBB-/Baa3 (as appropriate) or above, within that timeframe.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Emerging Markets Local Currency Debt Fund

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors. Because the Fund invests a substantial portion of its assets in securities denominated in non-U.S. currencies, changes in currency rates relative to the U.S. dollar may affect the U.S. dollar value of the Fund's assets.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in local currency denominated fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, securities issued by Supranational Organisations, Corporate Debt Securities, Structured Notes, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments".

The Fund will seek to be fully invested at all time but may invest cash balances in securities denominated in currencies other than emerging market currencies, Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the JPM GBI-EM Global Diversified (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund

Investment Objective

The primary investment objective of the Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities issued by corporations or other business organisations that are economically tied to an Emerging Market Country. A corporation or other business organisation is economically tied to an Emerging Market Country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Such fixed income securities may be denominated in non-U.S. currencies and the U.S. Dollar. The Fund's investments may include Corporate Debt Securities, sovereign Debt Securities, Structured Notes fixed income securities issued by Supranational Organisations, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. The Fund will invest at least 95% of its net assets in securities that are rated investment grade by Moody's Investors Service, Inc. (Aaa to Baa), Standard & Poor's Rating Services (AAA to BBB) or Fitch Ratings Limited (AAA to BBB). The Fund may invest up to 5% of its net assets in speculative grade securities that are rated B- to BB+ by Standard & Poor's Rating Services or B3 to Ba1 by Moody's Investors Services. In the event that a security is downgraded below B- (or in the case of Asset-Backed Securities below BBB) after its purchase by the Fund, the Investment Manager will take all necessary action to sell the said security within 3 months from the time of the downgrade, subject to reasonable market availability and provided that such security is not upgraded to B- or above (or in the case of Asset-Backed Securities, BBB-) within that timeframe. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from Emerging Market Countries.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer, Mortgage-Backed Securities., Non-Publicly Traded Securities, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund

The Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Investment Objective

The primary investment objective of the Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors. Because the Fund may invest a substantial portion of its assets in

securities denominated in non-U.S. currencies, changes in currency rates relative to the U.S. dollar may affect the U.S. dollar value of the Fund's assets.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities, in particular sovereign Debt Securities, of issuers that are economically tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be denominated in non-U.S. currencies and U.S. Dollar. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. Under normal market conditions approximately 50% of the Fund's net assets will be invested in securities denominated in U.S Dollar and approximately 50% of the Fund's net assets will be invested in securities denominated in non-U.S. currencies. The allocation listed above may vary from time to time depending upon market and economic conditions, as well as the Investment Manager's view of relative sector values between the U.S. Dollar and non-U.S. currencies. Non-normal market conditions would include, for example, times of economic stress or geopolitical market disruption in an Emerging Market Country. The Fund's investments may include sovereign Debt Securities, securities issued by Supranational Organisations, Corporate Debt Securities, Structured Notes, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

At least 90% of the Fund's Net Asset Value will be invested in investments that are rated investment grade at the time of purchase or if unrated deemed by the Investment Manager to be of comparable credit quality. Thus, up to 10% of the Fund's Net Asset Value may be invested in securities that are rated below investment grade or if unrated deemed by the Investment Manager to be of comparable credit quality (such limit is exclusive of any securities downgraded after their purchase as provided for below). In the event that a security is downgraded after its purchase by the Fund, the Fund may continue to hold such security if the Investment Manager determines that it is in the best interests of the Fund and continues to be consistent with the Fund's investment objective.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe, including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from Emerging Market Countries.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". As the Fund is permitted to invest in derivatives instruments, the Fund may have a leveraged portfolio, which leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the 50% JPM EMBI Global Diversified Investment Grade and 50% JPM GBI-EM Global Diversified 15% Capped (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Investment Grade Emerging Markets Debt Fund

Investment Objective

The primary investment objective of the Stone Harbor Investment Grade Emerging Markets Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in fixed income securities, in particular sovereign Debt Securities, of issuers that are economically tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, Corporate Debt Securities, Structured Notes, securities issued by Supranational Organisations, securitised loan participations, Rule 144A Securities, and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Fund will only invest in securities that are rated investment grade at the time of purchase or if unrated deemed by the Investment Manager to be of comparable credit quality. In the event that a security is downgraded after its purchase by the Fund, the Investment Manager will take all necessary action to sell the said security within 6 months from the time of the downgrade, subject to reasonable market availability and provided that such security is not upgraded to an investment grade rating within that timeframe.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe, including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of issuers from emerging markets.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the JPM EMBI Global Diversified Investment Grade (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor European High Yield Bond Fund

Investment Objective

The primary investment objective of the Stone Harbor European High Yield Bond Fund is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund invests at least 70% of its net assets in high-yield corporate bonds, debentures, notes (including Structured Notes and freely transferable promissory notes), securitised loan participations, equipment trust certificates, Rule 144A Securities and Reg S securities that are denominated in European currencies such as EUR, GBP and CHF. The Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 20% of the net assets of the Fund in the aggregate. The Fund may invest in higher-rated securities when the Investment Manager believes that a more defensive investment strategy is appropriate in light of market or economic conditions. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all time but may invest cash balances (of up to 30% of the Funds' net assets) in: Asset-Backed Securities, debt securities of non-European Emerging Market Countries, debt securities issued by central banks, and other corporate entities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities, Non-Publicly Traded Securities, Payment-in-Kind Bonds, securities issued by Supranational Organisations, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, U.S. government securities and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The preceding limit on equity and Equity-Related Securities shall not apply when such securities are acquired as part of a unit consisting of a combination of fixed income and equity securities.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is Euro.

The Fund uses the Bloomberg Barclays Pan-European High Yield Capped 2% Ex Financials (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Global High Yield Bond Fund

Investment Objective

The primary investment objective of the Stone Harbor Global High Yield Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund invests at least 70% of its net assets in high-yield corporate bonds, debentures, notes (including structured notes and freely transferable promissory notes), securitised loan participations, equipment trust certificates and Rule 144A Securities which are issued by U.S. and non-U.S. corporations, which are listed or traded on Regulated Markets worldwide. The Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 20% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Fund may invest in securities rated higher than high yield when the Investment Manager believes that a more defensive investment strategy is appropriate in light of market or economic conditions.

The Fund may use derivative instruments (forwards, futures, options, swap agreements (which may be listed or over-the-counter)). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value. The Fund is permitted to take long and short positions through its investments in derivative instruments. It is anticipated that the Fund will generally invest in the range of 0 to 50% of its Net Asset value in long positions and in the range of 0 to 20% of its Net Asset value in short positions through its investments in derivative instruments. Derivative instruments may be used to gain or hedge exposure to assets more quickly, or for a shorter time period, than if the asset were purchased or sold directly, and sometimes derivative instruments provide a more cost-effective way to access certain assets in a particular jurisdiction.

The Fund will seek to be fully invested at all time but may invest cash balances in Asset-Backed Securities, securities of Emerging Markets Nations, debt securities issued by central banks, and other corporate entities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Payment-in-Kind Bonds, securities issued by Supranational Organisations, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, U.S. government securities and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The preceding limit on equity and Equity-Related Securities shall not apply when such securities are acquired as part of a unit consisting of a combination of fixed income and equity securities.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the ICE BofAML Global High Yield Constrained Index (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor High Yield Bond Fund

Investment Objective

The primary investment objective of the Stone Harbor High Yield Bond Fund is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund invests at least 70% of its net assets in high-yield corporate bonds, debentures, notes (including Structured Notes and freely transferable promissory notes), securitised loan participations, equipment trust certificates and Rule 144A Securities which are issued by U.S. and non-U.S. corporations, which are listed or traded on Regulated Markets worldwide. The Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 20% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Fund may invest in higher-rated securities when the Investment Manager believes that a more defensive investment strategy is appropriate in light of market or economic conditions.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments".

The Fund will seek to be fully invested at all time but may invest cash balances in Asset-Backed Securities, securities of Emerging Markets Nations, debt securities issued by central banks, and other corporate entities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Payment-in-Kind Bonds, securities issued by Supranational Organisations, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, U.S. government securities and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The preceding limit on equity and Equity-Related Securities shall not apply when such securities are acquired as part of a unit consisting of a combination of fixed income and equity securities.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the ICE BofAML U.S. High Yield Constrained Index (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee that the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor High Yield Emerging Markets Corporate Debt Fund

Investment Objective

The primary investment objective of the Stone Harbor High Yield Emerging Markets Corporate Debt Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund invests at least 70% of its net assets in high-yield securities which are issued by corporations or other business organisations that are economically tied to an Emerging Market Country. A corporation or other business organisation is economically tied to an Emerging Market Country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. The Fund's investments may include Corporate Debt Securities, Structured Notes, securitised loan participations, equipment trust certificates and Rule 144A Securities, and derivatives related to these types of securities. The Fund will primarily invest in securities that are rated below investment grade by any of Moody's Investors Service, Inc. (Baa3), Standard & Poor's Rating Services (BBB-) or Fitch Ratings Limited (BBB-).

In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Fund may invest in securities of corporations or other business organisations economically tied to an Emerging Market Country rated investment grade by Moody's Investors Service, Inc., Standard & Poor's Rating Services or Fitch Ratings Limited when the Investment Manager believes that a more defensive investment strategy is appropriate in light of market or economic conditions.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 25% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from Emerging Market Countries. It is not the intention of the Investment Manager to target any specific sector.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all time but may invest cash balances in Asset-Backed Securities, securities of Emerging Markets nations, sovereign debt securities, debt securities issued by central banks, and other corporate entities, Depository Receipts, Money Market Securities, mortgage- related securities (including transferable Private Issuer Mortgage-Backed Securities), Non- Publicly Traded Securities, Payment-in-Kind Bonds, securities issued by Supranational Organisations, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, U.S. government securities and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity- Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The preceding limit on equity and Equity-Related Securities shall not apply when such securities are acquired as part of a unit consisting of a combination of fixed income and equity securities.

The Fund may hold securities of any Duration.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the JPM CEMBI Broad Diversified High Yield (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Convertible Securities Fund

The Stone Harbor Convertible Securities Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund has been submitted to the Central Bank.

Investment Objective

The primary investment objective of the Stone Harbor Convertible Securities Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in Convertible Securities. A convertible security is generally a debt security or Preferred Stock that may be converted within a specified period of time into common stock of the same or a different issuer. A convertible security shares features of both equity and debt securities. The Fund may invest directly in convertible bonds, which are fixed income securities that are convertible into other debt or equity securities Like an equity security, the value of a convertible security tends to increase as the price of the underlying stock goes up and decrease as it goes down. Like a debt security, a convertible security provides a fixed income stream and also tends to increase in value when interest rates fall and decrease in value as interest rates rise. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. The Fund may also invest in other securities such as preferred stocks and non-convertible debt securities such as high yield and investment grade debt securities, government securities, warrants and common stock. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and in common stock or other equity or Equity-Related Securities and up to 20% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated securities including, but not limited to, below investment grade Securities.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Global Investment Grade Corporate Bond Fund

Investment Objective

The primary investment objective of the Stone Harbor Global Investment Grade Corporate Bond Fund is to aim to generate total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund invests at least 70% of its net assets in fixed income securities issued by corporations located anywhere in the world. Such securities shall be denominated in non-U.S. currencies and U.S. Dollar. Subject to the foregoing, the Fund's investments may also include sovereign Debt Securities, structured notes, securities issued by Supranational Organisations, securitised loan participations and participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets, Rule 144A Securities and derivatives related to these types of securities. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

At least 80% of the Fund's Net Asset Value will be invested in investments that are rated investment grade at the time of purchase by any of Moody's Investors Service, Inc. (Aaa to Baa), Standard & Poor's Rating Services (AAA to BBB) or Fitch Ratings Limited (AAA to BBB) or, if unrated, deemed by the Investment Manager to be of comparable credit quality In the event that a security is downgraded after its purchase by the Fund, the Investment Manager will take all necessary action to sell the said security within 6 months from the time of the downgrade, subject to reasonable market availability and provided that such security is not upgraded to an investment grade rating within that timeframe. Subject to the foregoing, the Fund may invest up to 20% of its Net Asset Value in below investment grade securities.

The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The Fund may use derivative instruments (forwards, futures, options, swap agreements (which may be listed or over-the-counter)). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value. The Fund is permitted to take long and short positions through its investments in derivative instruments. It is anticipated that the Fund will generally invest in the range of 0 to 50% of its Net Asset value in long positions and in the range of 0 to 20% of its Net Asset value in short positions through its investments in derivative instruments. Derivative instruments may be used to gain or hedge exposure to assets more quickly, or for a shorter time period, than if the asset were purchased or sold directly, and sometimes derivative instruments provide a more cost-effective way to access certain assets in a particular jurisdiction.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer, Mortgage-Backed Securities., Non-Publicly Traded Securities, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the Bloomberg Barclays Global Aggregate Corporate Bond Index (Hedged USD) (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Securitised Bond Fund

Investment Objective

The primary investment objective of the Stone Harbor Securitised Bond Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its net assets in: Asset-Backed Securities, Mortgage-Backed Securities, Commercial Mortgage-Backed Securities and issued by various governmental and non-governmental entities; and derivative related to these types of securities. The Fund's investments may include Collateralised Debt Obligations, Collateralised Mortgage Obligations, sovereign Debt Securities, Corporate Debt Securities, structured notes, securities issued by Supranational Organisations, securitised loan participations and participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets, Rule 144A Securities and derivatives related to these types of securities. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the Fund.

The average portfolio duration will vary based on Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security. The Fund primarily will invest in securities which are issued by U.S. issuers; however the Fund may invest in securities of issuers located anywhere in the world. Such securities shall be denominated in non-U.S. currencies and U.S. Dollar.

The Fund may use derivative instruments (forwards, futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value. The Fund is permitted to take long and short positions through its investments in derivative instruments. It is anticipated that the Fund will generally invest in the range of 0 to 50% of its Net Asset value in long positions and in the range of 0 to 20% of its Net Asset value in short positions through its investments in derivative instruments. Derivative instruments may be used to gain or hedge exposure to assets more quickly, or for a shorter time period, than if the asset were purchased or sold directly, and sometimes derivative instruments provide a more cost-effective way to access certain assets in a particular jurisdiction.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Securities, Zero Coupon Bonds, and Money Market Securities.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including but not limited to, those rated below investment grade.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

The Fund uses the ICE BofAML USD 3-Month LIBOR Constant Maturity Index (the "Benchmark") for performance comparison purposes. Details of the Fund's performance relative to the Benchmark are available in the Fund's key investor information documents. There is no guarantee the Fund will outperform the Benchmark.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Stone Harbor Multi Asset Credit Opportunistic Fund

Investment Objective

The primary investment objective of the Stone Harbor Multi Asset Credit Opportunistic Fund is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investors should note that an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

Investment Policies

The Fund is actively managed. The Fund will invest at least 70% of its assets in a globally diverse portfolio of fixed income securities. The Investment Manager has broad discretion to allocate the Fund's assets among the following segments of the global market for fixed income securities: U.S. and foreign corporate debt; emerging markets fixed income securities U.S. government obligations; and Mortgage and Asset-Backed securities. Emerging markets fixed income securities are the securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, Corporate Debt Securities, notes (including Structured Notes and freely transferrable promissory notes), fixed income securities issued by Supranational Organisations, securitised loan participations, Convertible Securities, Preferred securities, U.S. government securities, Rule 144A Securities, High Yield Securities, debentures, equipment trust certificates, Mortgage-Backed or Asset-Backed Securities issued by various governmental and non-governmental agencies, floating or fixed rate loans, U.S. taxable municipal securities and derivatives related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 50% of the net assets of the Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the Fund, the Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the Fund's investment in any such collective investment schemes shall be less than 20% of the net asset value of the Fund.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the Fund's Net Asset Value will be invested in Russia. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from Emerging Market Countries.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. More details are set out below under "Investment Techniques and Instruments". To the extent that the Fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the Fund is permitted to invest in derivatives instruments, the Fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund will seek to be fully invested at all times but may invest cash balances in Depository Receipts, Money Market Securities, Non-Publicly Traded Securities, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade Securities.

The Fund is managed by the Investment Manager in accordance with the investment philosophy set out above under the "Investment Manager's Investment Philosophy" section above.

The Investment Manager engages in fundamental analysis that integrates a review of ESG factors to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Profile of a Typical Investor: The Fund could be a suitable investment for investors who are looking to invest in a fund that is seeking total return over the long term through income and capital appreciation and who are willing to accept fluctuations (sometimes significant) in the Net Asset Value per share of such Fund during the short term.

Share Classes

At the date of this Prospectus, the minimum initial investment and subsequent subscription per Shareholder in a Fund shall be as set out in the following table:

Class	Minimum Subscription	Minimum Subsequent Subscription

All Class A Shares	$5,000 (or equivalent in other authorised currency)	$1,000(or equivalent in other authorised currency)
All Class D Shares	$5,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)
All Class I Shares	$1,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)
All Class M Shares	$1,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)
All Class R Shares	$5,000 (or equivalent in other authorised currency)	$1,000(or equivalent in other authorised currency)
All Class U Shares	$5,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)

BORROWING

A Fund may not borrow money except as follows:

(a) a Fund may acquire foreign currency by means of a "back to back" loan; and

(b) a Fund may borrow up to 10% of its Net Asset Value provided such borrowing is on a temporary basis.

Foreign currency obtained in this manner is not classed as borrowings for the purposes of the borrowing restriction contained in Regulation 103 (and paragraph (b) above) provided that (i) is denominated in the Base Currency of the Fund; and (ii) the offsetting deposit 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 Regulation 103 and paragraph (b) above.

Further Information on the Securities in which the Funds May Invest

For each Fund, the information below regarding the securities in which the Fund may invest is subject to the limitations set forth for the Fund in the above description of the Fund's investment objective and policies.

Asset-Backed Securities

Each Fund may invest in asset-backed securities, which are securities that directly or indirectly represent a participation in, or are secured by and payable from, assets such as motor vehicle instalment loan contracts, leases on various types of real and personal property and receivables from revolving credit (credit card) agreements. Such assets are securitised through the use of trusts or special purpose corporations. A pool of assets representing the obligations often of a number of different parties collateralises asset-backed securities.

Contingent Convertible Securities

To the extent it is permitted by the investment policy of a Fund, a Fund may invest in contingent convertibles ("CoCos"). CoCos are debt securities issued by financial institutions that may be converted into equity or could be forced to suffer a write down of principal upon the occurrence of a pre-determined event ("the trigger event"). CoCos investors may suffer losses prior to investors in the same financial institution who hold equities or bonds ranking pari passu or junior to the CoCos investors. CoCos terms may vary from issuer to issuer and bond to bond, and may expose investors to several risks (including but not limited to): (1) trigger risk in the event that the issuer falls below pre-determined capital ratio threshold levels causing CoCos to convert into equity or to be permanently written down; (2) extension risk as there may be no incentive, in the form of a coupon step-up, for the issuer to redeem the securities issued, thereby causing the securities' duration to lengthen and to expose investors to higher interest rate risk; (3) coupon payment risk whereby coupon payments may be indefinitely deferred or cancelled with no interest accumulation and potentially no restriction on the issuer to pay dividends to equity holders or coupons to bond holders which rank pari passu or junior to the CoCo bond holders; (4) regulatory risk in cases where a financial regulator with supervisory authority may at any time deem the issuer to have reached a point of non-viability, meaning that public intervention would be needed to keep the issuer out of bankruptcy, causing losses across the capital structure for equity and bondholders alike; (5) liquidity risk, particularly in stressed market conditions in which the liquidity profile of the issuer could deteriorate significantly causing the CoCo to trade at a significant discount. Moreover, contingent convertible bonds are a relatively new instrument and the trigger events are generally untested, therefore it is uncertain how the asset class will perform in stressed market conditions and risk to capital, and volatility could be significant; and (6) yield/valuation risk, whereby investors may be drawn to CoCos as a result of their yield but may not have fully considered the underlying attendant risks such as conversion or coupon cancellation.

Convertible Securities

Each Fund may invest in convertible securities, which are bonds, debentures, notes, preferred stock or other securities, which may be converted into or exchanged for a prescribed amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest paid or accrued on debt or the dividend paid on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Before conversion, convertible securities ordinarily provide a stream of income, which generate higher yields than those of common stocks of the same or similar issuers but lower than the yield on non-convertible debt. Convertible securities are usually subordinate or are comparable to non-convertible securities but rank senior to common stock or shares in a company's capital structure. The value of a convertible security is a function of (1) its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege and (2) its worth, at market value, if converted into the underlying common stock. Convertible securities are typically issued by smaller capitalised companies whose stock prices may be volatile. The price of a convertible security often reflects such variations in the price of the underlying common stock in a way that non-convertible debt does not. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument.

Corporate Debt Securities

Each Fund may invest in corporate debt securities, which are bonds, notes or debentures issued by corporations and other business organisations, including business trusts, in order to finance their credit needs. Corporate debt securities include commercial paper, which consists of freely transferable, short-term (usually from 1 to 270 days) unsecured promissory notes issued by corporations in order to finance their current operations.

Corporate debt securities may pay fixed or variable rates of interest, or interest at a rate contingent upon some other factor, such as the price of some commodity. These securities may be convertible into preferred or common equity, or may be bought as part of a unit containing common stock. In selecting corporate debt securities for a fund, the Investment Manager reviews and monitors the creditworthiness of each issuer and issue. The Investment Manager also analyses interest rate trends and specific developments, which they believe may affect individual issuers. See Schedule III of this Prospectus for more information on the ratings of the various NRSROs.

Debt Securities

Debt securities include, but are not limited to, fixed or floating rate debt securities, bonds issued or guaranteed by corporations or governments or governmental agencies or instrumentalities thereof, central banks or commercial banks, notes (including structured notes and freely transferable promissory notes), debentures, commercial paper, Brady bonds, Eurobonds, and convertible securities. Fixed rate debt securities are securities, which carry a fixed rate of interest, which does not fluctuate with general market conditions. Floating rate debt securities are securities that carry a variable interest rate, which is initially tied to an external index such as U.S. Treasury Bill rates.

Depositary Receipts

Depository receipts include sponsored and unsponsored depository receipts that are or become available, including American Depository Receipts ("ADRs"), and Global Depository Receipts ("GDRs") and other depository receipts. Depository receipts are typically issued by a financial institution ("depository") and evidence ownership interests in a security or a pool of securities ("underlying securities") that have been deposited with the depository. The depository for ADRs is typically a U.S. financial institution and the underlying securities are issued by a non-U.S. issuer. ADRs are publicly traded on exchanges or over-the-counter in the United States and are issued through "sponsored" or "unsponsored" arrangements. In a sponsored ADR arrangement, the non-U.S. issuer assumes the obligation to pay some or all of the depository's transaction fees, whereas under an unsponsored arrangement, the non-U.S. issuer assumes no obligation and the depository's transaction fees are paid by the ADR holders. In addition, less information is available in the United States about an unsponsored ADR than about a sponsored ADR, and the financial information about a company may not be as reliable for an unsponsored ADR as it is for a sponsored ADR. In the case of GDRs, the depository can be a non-U.S. or a U.S. financial institution and the underlying securities are issued by a non-U.S. issuer. GDRs allow companies in Europe, Asia, the United States and Latin America to offer shares in many markets around the world, thus allowing them to raise capital in these markets, as opposed to just in their home market. The advantage of GDRs is that shares do not have to be bought through the issuing company's home exchange, which may be difficult and expensive, but can be bought on all major stock exchanges. In addition, the share price and all dividends are converted to the shareholder's home currency. As for other depository receipts, the depository may be a non-U.S. or a U.S. entity, and the underlying securities may have a non-U.S. or a U.S. issuer. For purposes of a Fund's investment policies, investments in depository receipts will be deemed to be investments in the underlying securities. Thus, a depository receipt representing ownership of common stock will be treated as common stock. Depository receipts purchased by a Fund may not necessarily be denominated in the same currency as the underlying securities into which they may be converted, in which case the Fund may be exposed to relative currency fluctuations.

Distressed Debt Securities

Distressed debt securities are debt securities that are subject to bankruptcy proceedings or are in default, or at risk of being in default. They are speculative and involve substantial risk.

Duration

Duration was developed as a more precise alternative to the concept of "maturity". Traditionally, a debt obligation's maturity has been used as a proxy for the sensitivity of the security's price to changes in interest rates (which is the "interest rate risk" or "price volatility" of the security). However, maturity measures only the time until a debt obligation provides its final payment, taking no account of the pattern of the security's payments prior to maturity.

In contrast, duration incorporates a bond's yield, coupon interest payments, final maturity, call and put features and prepayment exposure into one measure. Duration is the magnitude of the change in the price of a bond relative to a given change in market interest rates. Duration management is one of the fundamental tools used by the Investment Manager.

Duration is a measure of the expected life of a debt obligation on a present value basis. Duration takes the length of the time intervals between the present time and the time that the interest and principal payments are scheduled or, in the case of a callable bond, the time the principal payments are expected to be received, and weights them by the present values of the cash to be received at each future point in time. For debt obligations with interest payments occurring prior to the payment of principal, duration will usually be less than maturity. In general, all else being equal, the lower the stated or coupon rate of the interest of a fixed income security, the longer the duration of the security; conversely, the higher the stated or coupon rate of a fixed income security, the shorter the duration of the security.
Holding long futures or call option positions will lengthen the duration of a Fund's portfolio. Holding short futures or put options will shorten the duration of a Fund's portfolio.

A swap agreement on an asset or group of assets may affect the duration of the portfolio depending on the attributes of the swap. For example, if the swap agreement provides a Fund with a floating rate of return in exchange for a fixed rate of return, the duration of the Fund would be modified to reflect the duration attributes of a similar security that the fund is permitted to buy.

There are some situations where even the standard duration calculation does not properly reflect the interest rate exposure of a security. For example, floating- and variable-rate securities often have final maturities of ten or more years; however, their interest rate exposure corresponds to the frequency of the coupon reset. Another example where the interest rate exposure is not properly captured by maturity is mortgage pass-through securities. The stated final maturity of such securities is generally 30 years, but current prepayment rates are more critical in determining the securities' interest rate exposure. Finally, the duration of the debt obligation may vary over time in response to changes in interest rates and other market factors.

Equipment Trust Certificates

Equipment trust certificates are debt certificates issued by a company in order to purchase equipment and pay for it over time. These debt securities are secured by the equipment and title to the equipment is held on trust for the company purchasing the equipment until the purchase price for the equipment is paid.

Equity-Related Securities

Equity-related securities may include warrants for the acquisition of stock of the same or of a different issuer, corporate fixed income securities that have conversion or exchange rights permitting the holder to convert or exchange the securities at a stated price within a specified period of time to a specified number of shares of common stock, participations that are based on revenues, sales or profits of an issuer (i.e., fixed income securities, the interest on which increases upon the occurrence of a certain event (such as an increase in the price of oil)) and common stock offered as a unit with corporate fixed income securities.

Eurobonds

Eurobonds are fixed income securities issued by corporations and sovereign entities for sale in the Euromarket.

High Yield Securities

High yield securities are not rated in one of the top four rating categories (i.e. below "investment grade") by major rating agencies, including Standard & Poor's, Moody's Investor Services and Fitch Ratings Limited, sometimes referred to as "junk bonds". Bonds may be fixed and or floating. Generally, medium or lower rated securities and unrated securities of comparable quality offer a higher current yield than is offered by higher rated securities but also (i) will likely have some quality and protective characteristics that, in the judgment of the rating organisations, are outweighed by large uncertainties or major risk exposures to adverse conditions and (ii) are predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligation. The market values of certain of these securities also tend to be more sensitive to individual corporate developments and changes in economic conditions than higher quality bonds. In addition, medium and lower rated securities and comparable unrated securities generally present a higher degree of credit risk. The risk of loss due to default by these issuers is significantly greater because medium and lower rated securities and unrated securities of comparable quality generally are unsecured and frequently are subordinated to the prior payment of senior indebtedness. In light of these risks, the Investment Manager in evaluating the creditworthiness of an issue, whether rated or unrated, will take various factors into consideration, which may include, as applicable, the issuer's financial resources, its sensitivity to economic conditions and trends, the operating history of and the community support for the facility financed by the issue, the ability of the issuer's management and regulatory matters. In addition, the market value of securities in lower rated categories is more volatile than that of higher quality securities, and the markets in which medium and lower rated or unrated securities are traded are more limited than those in which higher rated securities are traded. The existence of limited markets may make it more difficult for a Fund to obtain accurate market quotations for purposes of valuing its portfolio and calculating its Net Asset Value. Moreover, the lack of a liquid trading market may restrict the availability of securities for a Fund to purchase and may also have the effect of limiting the ability of a Fund to sell securities at their fair value either to meet redemption requests or to respond to changes in the economy or the financial markets.

Lower rated debt obligations also present risks based on payment expectations. If an issuer calls the obligation for redemption, a Fund may have to replace the security with a lower yielding security, resulting in a decreased return for investors. Also, as the principal value of bonds moves inversely with movements in interest rates, in the event of rising interest rates the value of the securities held by a Fund may decline proportionately more than a portfolio consisting of higher rated securities. If a Fund experiences unexpected net redemption, it may be forced to sell its higher rated bonds, resulting in a decline in the overall credit quality of the securities held by the Fund and increasing the exposure of the Fund to the risks of lower rated securities.

Index-Linked Securities

Indexed-Linked Securities typically refer to debt securities whose prices are indexed to the prices of securities indices, currencies, or other financial statistics.

A Fund may invest in Indexed-Linked Securities. Indexed-Linked Securities are securities the redemption values and/or coupons of which are indexed to a specific instrument, group of instruments, index or other statistic. Indexed-Linked Securities typically, but not always, are debt securities or deposits whose value at maturity or coupon rate is determined by reference to other securities indices, currencies, or other financial statistics.

Inflation-Protected Securities

Each Fund may invest in inflation-protected securities, which are freely transferable securities that are structured to provide protection against inflation. The principal or interest components of inflation-protected securities are adjusted periodically according to the general movements of inflation in the country of issue. For example, U.S. Treasury Inflation Protected Securities ("U.S. TIPS") are freely transferable inflation-indexed debt securities issued by the U.S. Department of Treasury that are structured to provide protection against inflation. The U.S. Treasury Department currently uses the Consumer Price Index for Urban Consumers, non-seasonally adjusted, as its inflation measure. Inflation-indexed bonds issued by a non-U.S. government are generally adjusted to reflect a comparable inflation index calculated by that government. "Real return" equals total return less the estimated cost of inflation, which is typically measured by the change in an official inflation measure.

Interest Only Securities (IOs)

Interest only securities ("IOs") are a form of stripped mortgage security. Stripped mortgage securities may be issued by agencies or instrumentalities of the U.S. government, or by private originators of, or investors in, mortgage loans, including savings and loan associations, mortgage banks and special purpose subsidiaries of the foregoing.

Stripped mortgage securities are structured with two or more classes of securities that receive different proportions of the interest and principal distributions on a pool of mortgage assets. IOs are one class of a stripped mortgage security that receives all of the interest (while another class will receive all of the principal ("Pos" or "principal only class")).

Investment Funds/Collective Investment Schemes

Some Emerging Market Countries have laws and regulations that preclude direct foreign investment in the securities of companies located there. However, indirect foreign investment in the securities of companies listed and traded on the Regulated Markets in these countries is permitted by certain Emerging Market Countries through specifically authorised investment funds. A Fund may invest in these investment funds, as well as other closed end and open ended investment companies, subject to the Regulations.

Investment Grade Securities/Below Investment Grade Securities

Investment grade securities are securities that are rated in one of the four highest rating categories by a Recognised Rating Agency or which unrated are considered of equivalent quality by the Investment Manager. The low investment grade securities are securities which are rated below the fourth highest rating category by a Recognised Rating Agency of which if unrated are considered of equivalent quality by the Investment Manager. Below investment grade securities are commonly referred to as "junk bonds".

Loan Participations

The Funds may invest in floating rate commercial loans arranged through private negotiations between a corporation or other type of entity and one or more financial institutions ("Lender"). Such investment is expected to be in the form of participations in, or assignment of, the loans, which may or may not be securitised ("Participations"). The Participations shall be liquid and will provide for interest rate adjustments at least every 397 days. The Funds will only purchase such Participations only through recognised, regulated dealers.

Money Market Instruments/Securities

Each Fund may hold money market instruments, including commercial paper, bankers acceptances, certificates of deposit and other short term debt securities as ancillary liquid assets.

Mortgage-Backed Securities

Each Fund may purchase mortgaged-backed securities. Mortgage-backed securities provide capital for mortgage loans to residential homeowners, including securities that represent interests in pools of mortgage loans made by lenders such as savings and loan institutions, mortgage banks, commercial banks and others. Pools of mortgage loans are assembled for sale to investors (such as the funds) by various governmental, government-related and private organisations, such as dealers. The market value of mortgage-backed securities will fluctuate as a result of changes in interest rates and mortgage loans.

Interests in pools of mortgage loans generally provide a monthly payment that consists of both interest and principal payments. In effect, these payments are a "pass through" of the monthly payments made by the individual borrowers on their residential mortgage loans, net of any fees paid to the issuer or guarantor of such securities. Additional payments are caused by repayments of principal resulting from the sale of the underlying residential property, refinancing or foreclosure, net of fees or costs that may be incurred. Some mortgage-backed securities (such as securities issued by GNMA) are described as "modified pass through" because they entitle the holder to receive all interest and principal payments owed on the mortgage pool, net of certain fees, regardless of whether the mortgagor actually makes the payment.

Non-Publicly Traded Securities

Non-publicly traded securities are transferable securities that are neither listed nor traded on a Regulated Market, including privately placed securities. A Fund can invest no more than 10% of its net assets in such securities. A Fund's investments in such illiquid securities are subject to the risk that should the Fund desire to sell any of these securities when a ready buyer is not available at a price that the Fund deems representative of its value, the value of the Fund's net assets could be adversely affected.

Non-U.S. Government Securities

Non-U.S. government securities include fixed income securities issued by a non-U.S. government or any of their political subdivisions, authorities, agencies or instrumentalities that are considered stable by the Investment Manager.

Payment-in-Kind Bonds

Payment-in-kind bonds are bonds that pay interest in the form of additional bonds of the same type. Payment-in-kind bonds may be rated investment grade or below investment grade.

Preferred Shares/Stocks

Each Fund may purchase preferred shares listed or traded on Regulated Markets. Preferred shares may pay dividends at a specific rate and generally have preference over common stock in the payment of dividends in a liquidation of assets but rank after debt securities. Unlike interest payments on debt securities, dividends on preferred shares are generally payable at the discretion of the board of directors of the issuer. The market prices of preferred shares are subject to changes in interest rates and are more sensitive to changes in the issuer's creditworthiness than are the prices of debt securities.

Private-Issuer Mortgage Backed Securities

Mortgage-backed securities issued by private issuers do not offer the credit backing of U.S. government securities. Primarily these include multi-class debt or pass - through certificates secured by mortgage loans. They will be issued by banks, savings and loans institutions, mortgage bankers and other non-governmental issuers. Private issuer mortgage backed securities are subject to the credit risks of the issuers (as well as interest rate risks and pre-payment risks), although in some cases they may be supported by insurance or guarantees.

Rule 144A Securities

Rule 144A securities are securities that are not registered under the 1933 Act, but that can be sold to certain institutional buyers in accordance with Rule 144A under the 1933 Act.

Securities of Emerging Market Countries

An Emerging Market Country generally is considered to be a country that is in the initial stages of its industrialisation cycle. Investing in the equity and fixed income markets of Emerging Market Countries involves exposure to economic structures that are generally less diverse and mature, and to political systems that can be expected to have less stability, than those of developed countries. Historical experience indicates that the markets of Emerging Market Countries have been more volatile than the markets of the more mature economies of developed countries; however, such markets often have provided higher rates of return to investors. A Fund may also invest in Brady bonds. Brady bonds are debt securities, generally denominated in U.S. Dollars, issued under the framework of the "Brady Plan", an initiative announced by former U.S. Treasury Secretary Nicholas F. Brady in 1989 as a mechanism for debtor nations to restructure their outstanding external commercial bank indebtedness.

Securities of Non-U.S. Issuers

Securities of non-U.S. issuers, whether fixed income, equity, equity related securities or otherwise may be denominated in any currency, regardless of domicile. The Investment Manager may hedge against currency fluctuations as described under the "Currency Transactions" section below.

Step-Up Securities

Step-up securities are securities, which pay no interest initially but eventually begin to pay a coupon rate prior to maturity, which may increase at stated intervals during the life of the security. Step-up securities allow an issuer to avoid or delay the need to generate cash to meet current interest payments and, as a result, may involve greater credit risk than bonds that pay interest currently or in cash.

Stripped Securities

Each Fund may invest in stripped securities, which are securities which have been transformed from a principle amount with periodic interest coupons into a series of Zero-Coupon Bonds, with the range of maturities matching the coupon payment dates and the redemption date of the principal amount. Stripped securities are more volatile than other fixed income securities in their response to change in market interest rates. The value of some stripped securities moves in the same direction as interest rates, further increasing their volatility.

Structured Notes

A Fund may invest in structured notes, which are over-the-counter debt instruments where the interest rate and/or principal are indexed to the performance of a financial instrument (e.g., short-term rates in Japan). Sometimes the two are inversely related (i.e., as the index goes up, the coupon rate goes down). Inverse floaters are an example of this inverse relationship. In cases where the principal is indexed, a Fund will be exposed to the risk of a loss of all or a portion of the principal. The Funds will only invest in structured notes that are freely transferable securities. A Fund will not invest in any structured note that will result in a) leveraging the Fund's portfolio, or b) the Fund gaining exposure to a financial instrument that it would not be permitted to purchase through a direct investment.

Supra-National Organisations

Each Fund may invest in debt securities issued by supranational organisations such as freely transferable promissory notes, bonds and debentures. Supranational organisations are entities designated or supported by a government or governmental entity to promote economic development, and include, among others, the Asian Development Bank, the European Communities, the European Investment Bank, the Inter-American Development Bank, the International Monetary Fund, the United Nations, the International Bank for Reconstruction and Development ("World Bank") and the European Bank for Reconstruction and Development. These organisations have no taxing authority and are dependent upon their members for payments of interest and principal. Moreover, the lending activities of such supranational entities are limited to a percentage of their total capital (including "callable capital" contributed by members at an entity's call), reserves and net income.

Variable Rate and Floating Rate Securities

Variable and floating rate securities are obligations that possess a floating or variable interest rate adjustment formula. The terms of the variable or floating rate securities that a Fund may purchase provide that interest rates are adjustable at intervals ranging from daily up to six months, and the adjustments are based upon current market levels, the prime rate of a bank or other appropriate interest rate adjustment index as provided in the respective securities. Some of these securities are payable on a daily basis or on not more than seven days' notice. Others such as securities with quarterly or semi-annual interest rate adjustments may be redeemed on designated days on not more than thirty days' notice.

Warrants

Warrants give a Fund the right to subscribe to or purchase securities in which a Fund may invest.

Zero Coupon Bonds

Zero coupon bonds pay no interest in cash to their holder during their life, although interest is accrued during that period. Its value to an investor consists of the difference between its face value at the time of maturity and the price for which it was acquired, which is generally an amount significantly less than its face value (sometimes referred to as a "deep discount" price). Because zero coupon bonds usually trade at a deep discount, they will be subject to greater fluctuations in market value in response to changing interest rates than debt obligations of comparable maturities which make periodic distributions of interest. On the other hand, because there are no periodic interest payments to be reinvested prior to maturity, zero coupon securities eliminate reinvestment risk and lock in a rate of return to maturity.

Regulated Markets

Subject to the investment restriction set forth below, the securities in which the Funds will invest will be traded on a Regulated Market. The Regulated Markets in which the Funds may trade are listed in Schedule I hereto.

Adherence to Investment Objectives and Policies

For any Fund with one or more Share Classes listed on the Irish Stock Exchange, the investment objectives and policies of that Fund will be adhered to, and in the absence of any unforeseen circumstances, will not be altered for a period of three years following the initial listing date of the first Share Class of that Fund to be listed (as reduced by any period for which the Fund has been in operation). Any change in investment objectives and any material change in investment policies during or after this period will be subject to approval by the majority of votes of Shareholders passed at a general meeting. In accordance with the Company's Articles of Association, Shareholders will be given twenty-one days' notice (excluding the day of posting and the day of the meeting) of such general meeting. The notice shall specify the place, day, hour, and nature of business of such meeting, as well as the proposed effective date of any changes to the investment objectives and policies. In the event that a change in investment objectives and/or policies is approved by Shareholders, a reasonable notification period will be provided to Shareholders to enable them to redeem their Shares prior to the implementation of such a change.

Use of Temporary Defensive Measures

With respect to each Fund, in certain circumstances, on a temporary and exceptional basis, when the Investment Manager or Sub-Investment Manager deems it to be in the best interests of Shareholders, the Fund may not adhere to its investment policies as disclosed in this Prospectus. Such circumstances include, but are not limited to, (1) when the Fund has high levels of cash as a result of subscriptions or earnings; (2) when the Fund has a high level of redemptions; (3) when the Sub-Investment Manager takes temporary action to try to preserve the value of the Fund or limit losses in emergency market conditions or in the event of movements in interest rates; or (4) when all Shares of the Fund are due to be mandatorily redeemed and this has been notified to Shareholders of the Fund. In such circumstances, a Fund may hold cash or invest in Money Market Instruments, short-term debt securities issued or guaranteed by national governments located globally; short-term corporate debt securities such as freely transferable promissory notes, debentures, bonds (including zero coupon bonds), convertible and non-convertible notes, commercial paper, certificates of deposits, and bankers acceptances issued by industrial, utility, finance, commercial banking or bank holding company organizations. During such circumstances, the Fund may not be pursuing its principal investment strategies and may not achieve its investment objective. The foregoing does not relieve the Funds of the obligation to comply with the regulations set forth in Schedule II.

DISTRIBUTION POLICY

Distributing Share Classes

The following table provides information regarding the frequency of distribution declarations and payments and the source of distribution payments that may be made by the Funds with respect to the Distributing Share Classes.

Fund Name	Frequency of Dividend Declarations	Frequency of Dividend Payments	Required Distributions (if available)	Additional Permitted Distributions (if available)
Stone Harbor Convertible Securities Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor High Yield Emerging Markets Corporate Debt Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses

Fund Name	Frequency of Dividend Declarations	Frequency of Dividend Payments	Required Distributions (if available)	Additional Permitted Distributions (if available)
Stone Harbor Emerging Markets Debt Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Emerging Markets Debt Blend B- or Better Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Emerging Markets Local Currency Debt Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor ESG Emerging Markets Debt Blend Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Emerging Markets Debt Explorer Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor European High Yield Bond Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor High Yield Bond Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Global High Yield Bond Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses

Fund Name	Frequency of Dividend Declarations	Frequency of Dividend Payments	Required Distributions (if available)	Additional Permitted Distributions (if available)
Stone Harbor Global Investment Grade Corporate Bond Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Investment Grade Emerging Markets Debt Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Investment Grade Emerging Markets Debt Allocation Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Multi Asset Credit Opportunistic Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Securitised Bond Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Belt and Road Bond Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Emerging Markets Debt Total Return Fund	Monthly	Monthly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses

Distributions will be made in the respective base currency of the relevant Class of each Fund. Payments will be made by wire transfer to a Shareholder's account. Investors will be assumed to have elected to invest such distributions in additional shares of the Funds unless a Shareholder designates otherwise on the application form. Annual distributions made by Funds will be paid on or about the last Business Day in March of each year. Monthly distributions made by the Funds will be paid on or about the last Business Day of each month. Any dividend which is unclaimed six years from the date it became payable shall be forfeited and become the property of the relevant Fund.

The Company may be required to withhold tax on dividends paid to Shareholders at the applicable rate, unless it has received from the Shareholder a declaration in the prescribed form confirming that the Shareholder is not an Irish Resident in respect of whom it is required to deduct tax. The Company reserves the right to redeem such number of Shares held by such Shareholder as may be necessary to discharge any such tax liability that may arise.

Accumulating Share Classes

With respect to Accumulating Share Classes, it is intended that, in the normal course of business, distributions will not be declared and that any net investment income attributable to each Accumulating Share Class will be accumulated daily in the respective Net Asset Value per Share of each respective Share Class. For each Fund, if distributions are declared and paid with respect to Accumulating Share Classes, such distributions may be made from the sources listed under the columns "Required Distributions" and "Permitted Distributions" set forth for that Fund in the table above under "Distributing Share Classes". Shareholders will be notified in advance of any change in distribution policy for the Accumulating Share Classes and full details will be provided in an updated prospectus or supplemental prospectus.

INVESTMENT RESTRICTIONS

Each of the Funds' investments will be limited to investments permitted by the Regulations, as set out in Schedule II. If the Regulations are altered during the life of the Company, the investment restrictions may be changed to take account of any such alterations but any such changes shall be in accordance with the Central Bank's requirements and Shareholders will be advised of such changes in the next succeeding annual or half-yearly report of the Company.

INVESTMENT TECHNIQUES AND INSTRUMENTS

Subject to the conditions and within the limits from time to time laid down by the Central Bank, and except where otherwise stated in the investment objective and policies of a Fund, each Fund may engage in transactions in financial derivative instruments ("FDIs"), whether for efficient portfolio management purposes (i.e. hedging, reducing risks or costs, or increasing capital or income returns) or investment purposes. A list of the Regulated Markets on which the FDIs may be quoted or traded is set out in Schedule I.

Permitted FDI

A Fund may invest in FDI, provided that:

(i) the relevant reference items or indices, consist of one or more of the following:
- instruments referred to in Regulation 68(1)(a) – (f) and (h) of the Regulations, including financial instruments having one or several characteristics of those assets;
- financial indices;
- interest rates;
- foreign exchange rates;
- currencies; and;

(ii) the FDI do not expose the Fund to risks which it could not otherwise assume (e.g. gain exposure to an instrument/issuer/currency to which the Fund cannot have a direct exposure);

(iii) the FDI do not cause the Fund to diverge from its investment objectives; and

(iv) the reference in (i) above to financial indices shall be understood as a reference to indices which fulfil the following criteria and the provisions of the UCITS Rules:

(a) they are sufficiently diversified, in that the following criteria are fulfilled:
- (i) the index is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;
- (ii) where the index is composed of assets referred to in Regulation 68(1) of the Regulations, its composition is at least diversified in accordance with Regulation 71 of the Regulations;
- (iii) where the index is composed of assets other than those referred to in Regulation 68(1) of the Regulations, it is diversified in a way which is equivalent to that provided for in Regulation 71 of the Regulations;

(b) they represent an adequate benchmark for the market to which they refer, in that the following criteria are fulfilled:
 (i) the index measures the performance of a representative group of underlyings in a relevant and appropriate way;
 (ii) the index is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers following criteria which are publicly available;
 (iii) the underlyings are sufficiently liquid, which allows users to replicate the index, if necessary;

(c) they are published in an appropriate manner, in that the following criteria are fulfilled:
 (i) their publication process relies on sound procedures to collect prices and to calculate and to subsequently publish the index value, including pricing procedures for components where a market price is not available;
 (ii) material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

Where the composition of assets which are used as underlyings by FDI does not fulfil the criteria set out in (a), (b) or (c) above, those FDI shall, where they comply with the criteria set out in Regulation 68(1)(g) of the Regulations, be regarded as financial derivatives on a combination of the assets referred to in Regulation 68(1)(g)(i) of the Regulations, excluding financial indices.

(v) where a Fund enters into a total return swap or invests in other financial derivative instruments with similar characteristics, the assets held by the Fund must comply with Regulations 70, 71, 72, 73 and 74 of the Regulations.

Credit derivatives are permitted where:

(i) they allow the transfer of the credit risk of an asset as referred to above, independently from the other risks associated with that asset;

(ii) they do not result in the delivery or in the transfer, including in the form of cash, of assets other than those referred to in Regulations 68(1) and (2) of the Regulations;

(iii) they comply with the criteria for over-the-counter ("OTC") derivatives set out below;

(iv) their risks are adequately captured by the risk management process of the Fund, and by its internal control mechanisms in the case of risks of asymmetry of information between the Fund and the counterparty to the credit derivative resulting from potential access of the counterparty to non-public information on firms the assets of which are used as underlyings by credit derivatives. The Fund must undertake the risk assessment with the highest care when the counterparty to the FDI is a related party of the Fund or the credit risk issuer.

FDI must be dealt in on a market which is regulated, operates regularly, is recognised and is open to the public in a Member State or a non-Member State. Restrictions in respect of individual stock exchanges and markets may be imposed by the Central Bank on a case by case basis.

Notwithstanding the above, a Fund may invest in OTC derivatives provided that:

(i) the counterparty is: (a) a credit institution listed in Regulation 7(a) – (c) of the Central Bank Regulations; (b) an investment firm authorised in accordance with the Markets in Financial Instruments Directive; or (c) a group company of an entity issued with a bank holding company licence from the Federal Reserve of the United States of America where that group company is subject to bank holding company consolidated supervision by that Federal Reserve;

(ii) where a counterparty within sub-paragraphs (b) or (c) of paragraph (i) above: (a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the responsible person in the credit assessment process; and (b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in subparagraph (a) of this paragraph (ii) this shall result in a new credit assessment being conducted of the counterparty by the responsible person without delay. In the case of subsequent novation of the OTC FDI contract, the counterparty must be one of: (i) the entities set out above or; (ii) a central counterparty ("CCP") authorised, or recognised by ESMA, under Regulation (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories ("EMIR") or, pending recognition by ESMA under Article 25 of EMIR, an entity classified as a derivatives clearing organisation by the Commodity Futures Trading Commission or a clearing agency by the SEC (both CCP);

(iii) risk exposure to the counterparty does not exceed the limits set out in Regulation 70(1)(c) of the Regulations. The Fund shall calculate the counterparty exposure using the positive mark-to-market value of the OTC derivative contract with that counterparty. The Fund may net its derivative positions with the same counterparty, provided that the Fund is able to legally enforce netting arrangements with the counterparty. Netting is only permissible with respect to OTC derivative instruments with the same counterparty and not in relation to any other exposures the Fund may have to that counterparty. The Fund may take account of collateral received by the Fund in order to reduce the exposure to the counterparty, provided that the collateral meets with the requirements specified in paragraphs (3), (4), (5), (6), (7), (8), (9) and (10) of Regulation 24 of the Central Bank Regulations; and

(iv) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

Risk exposure to an OTC derivative counterparty may be reduced where the counterparty will provide the Fund with collateral.

The Fund may disregard the counterparty risk on the condition that the value of the collateral, valued at market price and taking into account appropriate discounts, exceeds the value of the amount exposed to risk at any given time.

Collateral received must at all times meet with the requirements set out below.

Collateral passed to an OTC derivative counterparty by or on behalf of a Fund must be taken into account in calculating exposure of the Fund to counterparty risk as referred to in Regulation 70(1)(c) of the Regulations. Collateral passed may be taken into account on a net basis only if the Fund is able to legally enforce netting arrangements with this counterparty.

Calculation of issuer concentration risk and counterparty exposure risk

Each Fund must calculate issuer concentration limits as referred to in Regulation 70 of the Regulations on the basis of the underlying exposure created through the use of FDI pursuant to the commitment approach. The risk exposures to a counterparty arising from OTC FDI transactions and efficient portfolio management techniques must be combined when calculating the OTC counterparty limit as referred to in Regulation 70(1)(c) of the Regulations. A Fund must calculate exposure arising from initial margin posted to and variation margin receivable from a broker relating to exchange-traded or OTC derivatives, which is not protected by client money rules or other similar arrangements to protect the Fund against the insolvency of the broker, and that exposure cannot exceed the OTC counterparty limit referred to in Regulation 70(1)(c) of the Regulations.

The calculation of issuer concentration limits as referred to in Regulation 70 of the Regulations must take account of any net exposure to a counterparty generated through a stocklending or repurchase agreement. Net exposure refers to the amount receivable by a Fund less any collateral provided by the Fund. Exposures created through the reinvestment of collateral must also be taken into account in the issuer concentration calculations. When calculating exposures for the purposes of Regulation 70 of the Regulations, a Fund must establish whether its exposure is to an OTC counterparty, a broker or a clearing house.

Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities, money market instruments or collective investment schemes, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in Regulations 70 and 73 of the Regulations. When calculating issuer-concentration risk, the financial derivative instrument (including embedded financial derivative instruments) must be looked through in determining the resultant position exposure. This position exposure must be taken into account in the issuer concentration calculations. Issuer concentration must be calculated using the commitment approach when appropriate or the maximum potential loss as a result of default by the issuer if more conservative. It must also be calculated by all Funds, regardless of whether they use VaR for global exposure purposes. This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in Regulation 71(1) of the Regulations.

A transferable security or money market instrument embedding a FDI shall be understood as a reference to financial instruments which fulfil the criteria for transferable securities or money market instruments set out in the Regulations and which contain a component which fulfils the following criteria:

(a) by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or money market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, and therefore vary in a way similar to a stand-alone derivative;

(b) its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract;

(c) it has a significant impact on the risk profile and pricing of the transferable security or money market instrument.

A transferable security or a money market instrument shall not be regarded as embedding a FDI where it contains a component which is contractually transferable independently of the transferable security or the money market instrument. Such a component shall be deemed to be a separate financial instrument.

Cover Requirements

A Fund must, at any given time, be capable of meeting all its payment and delivery obligations incurred by transactions involving FDI. Monitoring of FDI transactions to ensure they are adequately covered must form part of the risk management process of the Fund.

A transaction in FDI which gives rise, or may give rise, to a future commitment on behalf of a Fund must be covered as follows:

(i) in the case of FDI which automatically, or at the discretion of the Fund, are cash settled a Fund must hold, at all times, liquid assets which are sufficient to cover the exposure;

(ii) in the case of FDI which require physical delivery of the underlying asset, the asset must be held at all times by a Fund. Alternatively a Fund may cover the exposure with sufficient liquid assets where:

- the underlying assets consists of highly liquid fixed income securities; and/or

- the Fund considers that the exposure can be adequately covered without the need to hold the underlying assets, the specific FDI are addressed in the risk management process, which is described under "Risk Management" immediately below, and details are provided in the prospectus.

Risk Management

Each Fund using FDI employs the "commitment approach" to measure global exposure and leverage.

(i) The Funds must employ a risk management process to enable them to accurately measure, monitor and manage the risks attached to FDI positions;

(ii) The Funds must provide the Central Bank with details of their proposed risk management process in respect of FDI activity. The initial filing is required to include the following information:

- permitted types of FDI, including embedded derivatives in transferable securities and money market instruments;

- details of the underlying risks;

- relevant quantitative limits and how these will be monitored and enforced;

- methods for estimating risks.

(iii) Material amendments to the initial filing must be notified to the Central Bank in advance. The Central Bank may object to the amendments notified to it and amendments and/or associated activities objected to by the Central Bank may not be made.

Any FDI not included in the risk management process will not be utilised until such time as a revised risk management process addressing the FDI has been provided to the Central Bank.

A Fund must submit a report to the Central Bank on its FDI positions on an annual basis. The report, which must contain information which reflects a true and fair view of the types of FDI used by the Fund, the underlying risks, the quantitative limits and the methods used to estimate those risks, must be submitted with the annual report of the Company. A Company must, at the request of the Central Bank, provide this report at any time.

The use of these strategies involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates, (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged, (3) the fact that skills needed to use these instruments are different from those needed to select the Fund's securities, (4) the possible absence of a liquid market for any particular instrument at any particular time, and (5) possible impediments to effective portfolio management or the ability to meet redemption requests or other short-term obligations because of the percentage of a Fund's assets segregated to cover its obligations.

The Company shall supply to a Shareholder upon request supplementary information in relation to the quantitative risk management limits applied by it, the risk management methods used by it and any recent developments in the risk and yield characteristics for the main categories of investment.

Collateral Policy

The policy that will be applied to collateral arising from OTC derivative transactions or efficient portfolio management techniques relating to the Funds is to adhere to the requirements set out in the section entitled "Repurchase Agreements, Reverse Repurchase Agreements and Stocklending Agreements". This section sets out the permitted types of collateral, level of collateral required and haircut policy and, in the case of cash collateral, the re-investment policy prescribed by the Central Bank pursuant to the Regulations. To the extent that the Funds receive any collateral, the categories of collateral which may be received by the Funds include cash and non-cash assets such as equities, debt securities and money market instruments. From time to time and subject to the requirements specified in the section entitled "Repurchase Agreements, Reverse Repurchase Agreements and Stocklending Agreements", the policy on levels of collateral required and haircuts may be adjusted, at the discretion of the Investment Manager, where this is determined to be appropriate in the context of the specific counterparty, the characteristics of the asset received as collateral, market conditions or other circumstances. The haircuts applied (if any) by the Investment Manager are adapted for each class of assets received as collateral, taking into account the characteristics of the assets such as the credit standing and/or the price volatility, as well as the outcome of any stress tests performed in accordance with the requirements in the section entitled "Repurchase Agreements, Reverse Repurchase Agreements and Stocklending Agreements". Each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets should be justified on the basis of this policy.

If cash collateral received by a Fund is re-invested, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. The risks associated with the re-investment of cash collateral are substantially the same as the risks which apply to the other investments of the Fund. For further details see the section entitled "Risk Factors".

Types and Description of FDI

Below are examples of the types of FDI that the Funds may purchase from time to time:

Options: Subject to the requirements laid down by the Central Bank, each Fund may purchase options contracts. A call option on a security is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price at any time during the term of the option. The writer (seller) of the call option, who receives the premium, has the obligation, upon exercise of the option, to deliver the underlying securities against payment of the exercise price. A put option is a contract that gives the purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price during the term of the option. The writer of the put, who receives the premium, has the obligation to buy the underlying securities, upon exercise, at the exercise price. Put options may be purchased on condition that the security that is the subject of the put option remains at all times in the ownership of the relevant Fund except in the case of cash-settled put options in which case this condition will not apply. Index put options may be purchased provided that all of the assets of the Fund, or a proportion of such assets which may not be less in value than the exercise value of the put option purchased, can reasonably be expected to behave in terms of price movement in the same manner as the options contract.

Futures and Options on Futures: Subject to the requirements laid down by the Central Bank, each Fund may enter into certain types of futures contracts or options on futures contracts. The sale of a futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price. The purchase or sale of a futures contract differs from the purchase or sale of a security or option in that no price or premium is paid or received. Instead, an amount of cash, U.S. Government Securities or other liquid assets generally not exceeding 5% of the face amount of the futures contract must be deposited with the broker. This amount is known as initial margin. Subsequent payments to and from the broker, known as variation margin, are made on a daily basis as the price of the underlying futures contract fluctuates making the long and short positions in the futures contract more or less valuable, a process known as "marking to market." In most cases futures contracts are closed out before the settlement date without the making or taking of delivery. Closing out a futures contract sale is effected by purchasing a futures contract for the same aggregate amount of the specific type of financial instrument or commodity and the same delivery date. If the price of the initial sale of the futures contract exceeds the price of the offsetting purchase, the seller is paid the difference and realises a gain. Conversely, if the price of the offsetting purchase exceeds the price of the initial sale, the seller realises a loss. Similarly, the closing out of a futures contract purchase is effected by the purchaser entering into a futures contract sale. If the offsetting sale price exceeds the purchase price, the purchaser realises a gain, and if the purchase price exceeds the offsetting sale price, a loss will be realised.

Swaps and OTC contracts: Subject to the requirements laid down by the Central Bank, each Fund may enter into transactions in swaps or options on swaps (including credit default swaps, interest rate swaps, total return swaps, swaptions, currency swaps and spread locks). An interest rate swap involves the exchange by a Fund with another party of their respective commitments to pay or receive cash flows (e.g., an exchange of floating rate payments for fixed-rate payments. The purchase of a cap entitles the purchaser, to the extent that a specified index exceeds a predetermined value, to receive payments on a notional principal amount from the party selling the cap. The purchase of a floor entitles the purchaser, to the extent that a specified index falls below a predetermined value, to receive payments on a notional principal amount from the party selling the floor. A collar combines elements of buying a cap and selling a floor. Spread locks are contracts that guarantee the ability to enter into an interest rate swap at a predetermined rate above some benchmark rate.

A Fund may enter into credit default swap agreements, provided that (i) the credit default swap agreement must be subject to daily valuation by the Funds and independently verified at least weekly, and (ii) the risks attached to the credit default swap must be independently assessed on a half-yearly basis and the report must be submitted to the Directors for review. A Fund may be either the buyer or seller in a credit default swap transaction. The "buyer" in a credit default contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract provided that no event of default on an underlying reference obligation has occurred. If a Fund is a buyer and no event of default occurs, the Fund will lose its investment and recover nothing. On the other hand, if the Fund is a buyer and an event of default does occur, the Fund (the buyer) will receive the full notional value of the reference obligation that may have little or no value. Conversely, if the Fund is a seller and an event of default occurs, the Fund (the seller) must pay the buyer the full notional value, or "par value", of the reference obligation in exchange for the reference obligation. As a seller, a Fund receives a fixed rate of income throughout the term of the contract, which typically is between six months and three years, provided that there is no default event. If an event of default occurs, the seller must pay the buyer the full notional value of the reference obligation.

Swap agreements, including caps, floors and collars, can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the overall volatility of a Fund's investments and its share price and yield because, and to the extent, these agreements affect the Fund's exposure to long- or short-term interest rates, foreign currency values, mortgage-backed securities values, corporate borrowing rates or other factors such as security prices or inflation rates. Swap agreements will tend to shift a Fund's investment exposure from one type of investment to another. For example, if a Fund agrees to exchange payments in U.S. Dollars for payments in the currency of another country, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to the other country's currency and interest rates. Caps and floors have an effect similar to buying or writing options.

Each Fund may also enter into options traded over-the-counter (or OTC options). Unlike exchange-traded options, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC options generally are established through negotiation with the other party to the option contract. While this type of arrangement allows a Fund great flexibility to tailor the option to its needs, OTC options generally involve greater risk than exchange-traded options, which are guaranteed by clearing organisations of the exchanges where they are traded.

Forward Currency Exchange Contracts: Each Fund may buy and sell currencies on a spot and forward basis, subject to the limits and restrictions adopted by the Central Bank from time to time to reduce the risks of adverse changes in exchange rates, as well as to enhance the return of a Fund by gaining an exposure to a particular foreign currency. A forward currency exchange contract, which involves an obligation to purchase or sell a specific currency at a future date at a price set at the time of the contract, reduces a Fund's exposure to changes in the value of the currency it will deliver and increases its exposure to changes in the value of the currency it will receive for the duration of the contract. The effect on the value of a Fund is similar to selling securities denominated in one currency and purchasing securities denominated in another currency. A contract to sell currency would limit any potential gain, which might be realised if the value of the hedged currency increases. A Fund may enter into these contracts to hedge against exchange risk, to increase exposure to a currency or to shift exposure to currency fluctuations from one currency to another. Suitable hedging transactions may not be available in all circumstances and there can be no assurance that a Fund will engage in such transactions at any given time or from time to time. Also, such transactions may not be successful and may eliminate any chance for a Fund to benefit from favourable fluctuations in relevant foreign currencies. A 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.

Credit Derivatives: The Funds may enter into credit derivatives to isolate and transfer the credit risk associated with a particular reference asset. Credit default swaps provide a measure of protection against defaults of debt issuers. The Funds' use of credit default swaps does not assure their use will be effective or will have the desired result. A Fund may either be the buyer or seller in a credit default swap transaction. Credit default swaps are transactions under which the parties' obligations depend on whether a credit event has occurred in relation to the reference asset. The credit events are specified in the contract and are intended to identify the occurrence of a significant deterioration in the creditworthiness of the reference asset. On settlement, credit default products may be cash settled or involve the physical delivery of an obligation of the reference entity following a default. The buyer in a credit default swap contract is obligated to pay the seller a periodic stream of payments over the term of the contract provided that no event of default on an underlying reference asset has occurred. If a credit event occurs, the seller must pay the buyer the full notional value of the reference asset that may have little or no value. If the Fund is a buyer and no credit event occurs the Fund's losses will be limited to the periodic stream of payments over the term of the contract. As a seller, the Funds will receive a fixed rate of income throughout the term of the contract, provided that there is no credit event. If a credit event occurs, the seller must pay the buyer the full notional value of the reference obligation.

Total Return Swaps (Index Swaps): Total return swaps involve the payment or receipt of the excess return of a reference index against another reference index, usually LIBOR or a cash return based index. These instruments may be used to seek to ensure that the return from an active strategy is hedged to the return of the Fund's benchmark, hence seeking to ensure that there is no unwanted divergence between the objective of the Fund and the underlying investment strategies. For example, in the case of a Fund which has a benchmark of the FTSE-A All Stocks Index, it is expected that the Investment Manager will enter into a total return swap receiving the return on the benchmark or a portion of the benchmark and hence ensuring that the returns from the active strategy are hedged to the benchmark of the relevant Fund.

If, a Fund invests in total return swaps or other FDI with the same characteristics, the underlying asset or index may be comprised of equity or debt securities, money market instruments or other eligible investments which are consistent with the investment objective and policies of the Fund as set out in the section entitled "Investment Objective and Policies of the Funds". The counterparties to such transactions are typically banks, investment firms, broker-dealers, collective investment schemes or other financial institutions or intermediaries. The risk of the counterparty defaulting on its obligations under the total return swap and its effect on investor returns are described in the sections entitled "Risk Factors - Derivatives" and "Risk Factors – Risk of Utilising Swaps". The counterparties to total return swaps entered into by a Fund will not assume any discretion over the composition or management of the Fund's investment portfolio or over the underlying of the FDIs, nor will the approval of the counterparty be required in relation to any portfolio transactions by the Fund.

Credit Default Swap ("CDS"): In order to achieve its management objectives, a Fund may in particular engage in the credit derivatives market by entering, *inter alia*, into credit default swaps in order to sell or buy protection. A CDS is a bilateral financial contract in which one counterparty (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller following a credit event of a reference issuer. The protection buyer acquires the right to sell a particular bond or other designated reference obligations issued by the reference issuer for its par value or the right to receive the difference between par value and market price of the said bond or other designated reference obligations (or some other designated reference or strike price) when a credit event occurs. A credit event is commonly defined as bankruptcy, insolvency, receivership, material adverse restructuring of debt, or failure to meet payment obligations when due. The International Swap and Derivatives Association (ISDA) has produced standardised documentation for these derivatives transactions under the umbrella of its ISDA Master Agreement.

A Fund may use CDS in order to hedge the specific credit risk of some of the issuers in its portfolio by buying protection. In addition, the Fund may, provided it is in its interest, buy protection under CDS without holding the underlying assets. Provided it is in its exclusive interest, the Fund may also sell protection under credit derivatives in order to acquire a specific credit exposure. A Fund will only enter into OTC credit derivatives transactions with highly rated financial institutions specialised in this type of transaction and only in accordance with the standard terms laid down by the ISDA Master Agreement. The maximum exposure of the Fund may not exceed 100% of its net assets provided that the maximum limit in terms of inherent commitment to CDS not used for hedging purpose does not exceed 20% of its net assets.

Collateralised Debt Obligations ("CDOs"): A Fund may invest in CDOs, which are structured products backed by a diversified pool of public or private fixed income securities, asset-backed securities, mortgage-backed securities and credit derivatives transactions such as credit default swap or loans. The underlying pool of securities or loans is typically separated into tranches representing different degrees of credit quality. The top tranches of CDOs which represent their highest credit quality, have the greatest collateralisation and pay the lowest interest rate. Lower CDO tranches represent lower degrees of credit quality and pay higher interest rates to compensate for the attendant risks. The bottom tranche specifically receives the residual interest payments (i.e. money that is left over after the higher tiers have been paid) rather than a fixed interest rate. The return on the bottom tranche of CDOs is especially sensitive to the rate of defaults in the collateral pool.

A "collateralised loan obligation", or "CLO", is a debt security collateralised by commercial loans. It uses the same mechanisms and carries the same risks as "CDOs" and "CMOs" (collateralised mortgage obligations) but its underlying pool is fundamentally different. The term "CLO" is used to refer to the entire structured finance transaction in which multiple classes of debt or equity securities are issued by a special purpose vehicle (an "SPV") whose assets consist principally of commercial loans. In its pure form, a CLO can be distinguished from its transactional cousins with similar-sounding names "CBOs", "CDOs" in which the underlying assets consist of corporate bonds, and a "CMO", or "collateralised mortgage obligation", in which the underlying assets consist of mortgage loans. Bank CLOs enable banks to sell portions of large portfolios of commercial loans (or in some cases, the credit risk associated with such loans) directly into the international capital markets, and offer banks a means of achieving a broad range of financial objectives, including the reduction of regulatory capital requirements, off-balance sheet accounting treatment, access to an efficient funding source for lending or other activities, and increased liquidity. CLOs use a portfolio of commercial or personal loans as collateral, instead of a portfolio of Mortgage Backed Securities and/or mortgage loans. A sponsor transfers the collateral into a Special Purpose Vehicle (SPV), such as a trust or corporation, which has no other assets and which issues claims. A typical CLO has more than one "tranche" or "tier", and a more junior tranche has more risk of default. A CLO might have senior, junior (or mezzanine), and subordinated (or equity) tranches. The senior tranche, like senior debt, has first claim on the collateral's cash flows to cover its interest and principal payments. The junior tranche has second claim. The equity tranche claims the residual.

Forward Roll Transactions

A Fund may enter into forward roll transactions with respect to mortgage-backed securities issued by GNMA, FNMA and FHLMC. In a forward roll transaction, a Fund sells a mortgage security to a financial institution, such as a bank or broker-dealer, and simultaneously agrees to repurchase a similar security from the institution at a later date at an agreed upon price. The mortgage securities repurchased will bear the same interest rate as those sold, but generally will be collateralised by different pools of mortgages with different prepayment histories than those sold. During the period between the sale and repurchase, the relevant Fund will not be entitled to receive interest and principal payments on the securities sold. Proceeds of the sale will be invested in short-term instruments, particularly repurchase agreements, and the income from these instruments, together with any additional fee income received on the sale, will generate income for the relevant Fund exceeding the yield on the securities sold. Forward roll transactions involve the risk that the market value of the securities sold by a Fund may decline below the repurchase price of those securities. A Fund may not enter into forward roll transactions with respect to securities, which it does not own.

A Fund may enter into a forward roll transaction only in accordance with normal market practice and provided that consideration obtained under the transaction is in the form of cash. A Fund may only enter into a forward roll transaction with counterparties, which are rated A-2 or P-2 or better by Standard & Poor's, or Moody's Investor Services or given an equivalent rating by any other NRSRO. Until settlement of a forward roll transaction, the repurchase price for the underlying security must at all times be in the custody of the Depositary.

When-Issued, Delayed Delivery and Forward Commitment Securities

A Fund may purchase securities on a "when-issued" basis and may purchase or sell securities on a "forward commitment" basis. The price, which is generally expressed in yield terms, is fixed at the time the commitment is made, but delivery and payment for the securities take place at a later date. When-issued securities and forward commitments may be sold prior to the settlement date, but a Fund will usually enter into when-issued and forward commitments, only with the intention of actually receiving or delivering the securities or to avoid currency risk, as the case may be. No income accrues on securities, which have been purchased pursuant to a forward commitment or on a when-issued basis prior to delivery of the securities. Due to fluctuations in the value of securities purchased or sold on a when-issued or delayed-delivery basis, the yields obtained on such securities may be higher or lower than the yields available in the market on the dates when the securities are actually delivered to the buyers. If a Fund disposes of the right to acquire a when-issued security prior to its acquisition or disposes of its right to deliver or receive against a forward commitment, the Fund may incur a gain or loss. There is a risk that the securities may not be delivered and that the Fund may incur a loss.

Repurchase Agreements, Reverse Repurchase Agreements and Stocklending Agreements

A portion of each Fund's assets may be held in ancillary liquid assets. For efficient portfolio management purposes, each Fund may enter into repurchase agreements, reverse repurchase agreements and stocklending agreements subject to the conditions and limits set out in the Regulations. Repurchase agreements are transactions in which a Fund purchases securities from a bank or recognised securities dealer and simultaneously commits to resell the securities to the bank or dealer at an agreed-upon date and price reflecting a market rate of interest unrelated to the coupon rate of maturity of the purchased securities. A reverse repurchase agreement involves the sale of securities with an agreement to repurchase the securities at an agreed upon price, date and interest payment. A Fund may also lend securities to a counterparty approved by the Investment Manager.

Techniques and instruments which relate to transferable securities or money market instruments and which are used for the purpose of efficient portfolio management shall be understood as a reference to techniques and instruments which fulfil the following criteria:

(a) they are economically appropriate in that they are realised in a cost-effective way;

(b) they are entered into for one or more of the following specific aims:

- (i) reduction of risk;
- (ii) reduction of cost;
- (iii) generation of additional capital or income for the Fund with a level of risk which is consistent with the risk profile of the Fund and the risk diversification rules set out in Regulation 71 of the Regulations;

(c) their risks are adequately captured by the risk management process of the Fund, and

(d) they cannot result in a change to the Funds' declared investment objective or add substantial supplementary risks in comparison to the general risk policy as described in its sales documents.

Repurchase/reverse repurchase agreements ("**repo contracts**") and stocklending agreements may only be effected in accordance with normal market practice.

All assets received by a Fund in the context of efficient portfolio management techniques should be considered as collateral and should comply with the criteria set down below.
Collateral must, at all times, meet with the following criteria:

(i) **Liquidity:** Collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Regulation 74 of the Regulations.

(ii) **Valuation:** Collateral that is received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.

(iii) **Issuer credit quality:** Collateral received should be of high quality. The Fund shall ensure that:

(a) where the issuer was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the responsible person in the credit assessment process; and
(b) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in sub-paragraph (a) this shall result in a new credit assessment being conducted of the issuer by the Fund without delay;

(iv) **Correlation:** Collateral received should be issued by an entity that is independent from the counterparty. There should be a reasonable ground for the Fund to expect that it would not display a high correlation with the performance of the counterparty.

(v) **Diversification (asset concentration):**

(a) Subject to sub-paragraph (b) below, collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of the Fund's Net Asset Value. When Funds are exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer;

(b) It is intended that a Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. The Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Fund's Net Asset Value. The Member States, local authorities, third countries, or public international bodies or issuing or guaranteeing securities which the Fund is able to accept as collateral for more than 20% of its Net Asset Value shall be drawn from the following list:

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

(vi) **Immediately available:** Collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.

Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.

Collateral received on a title transfer basis should be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated and unconnected to the provider of the collateral.

Non-cash collateral cannot be sold, pledged or re-invested.

Cash collateral may not be invested other than in the following:

(i) deposits with a credit institution referred to in Regulation 7 of the Central Bank Regulations;

(ii) high-quality government bonds;

(iii) reverse repurchase agreements provided the transactions are with a credit institution referred to Regulation 7 of the Central Bank Regulations and the Fund 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 should be diversified in accordance with the diversification requirement applicable to non-cash collateral. Invested cash collateral may not be placed on deposit with the counterparty or connected to the counterparty.

A Fund receiving collateral for at least 30% of its assets should have an appropriate stress testing policy in place to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy should at least prescribe the following:

(a) design of stress test scenario analysis including calibration, certification and sensitivity analysis;

(b) empirical approach to impact assessment, including back-testing of liquidity risk estimates;

(c) reporting frequency and limit/loss tolerance threshold/s; and

(d) mitigation actions to reduce loss including haircut policy and gap risk protection.

A Fund should have in place a clear haircut policy adapted for each class of assets received as collateral. When devising the haircut policy, a Fund should take into account the characteristics of the assets such as the credit standing or the price volatility, as well as the outcome of the stress tests performed in accordance with requirements of the Central Bank. This policy should be documented and should justify each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets.

Where a counterparty to a repurchase or a securities lending agreement which has been entered into by a Fund: (a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the responsible person in the credit assessment process; and (b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in sub-paragraph (a) this shall result in a new credit assessment being conducted of the counterparty by the Fund without delay.

A Fund should ensure that it is able at any time to recall any security that has been lent out or terminate any stocklending agreement into which it has entered.

A Fund that enters into a reverse repo contract should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repo contract on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repo contract should be used for the calculation of the net asset value of the Fund.

A Fund that enters into a repo contract should ensure that it is able at any time to recall any securities subject to the repo contract or to terminate the repo contract into which it has entered.

Repo contracts, mortgage dollar roll, stock borrowing and stocklending agreements do not constitute borrowing or lending for the purposes of Regulation 103 and Regulation 111 respectively of the Regulations.

Direct and indirect operational costs and fees arising from the efficient portfolio management techniques of stock lending and repo contracts may be deducted from the revenue delivered to the Funds (e.g., as a result of revenue sharing arrangements). These costs and fees do not and should not include hidden revenue. All the revenues arising from such efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the Funds. The entities to which direct and indirect costs and fees may be paid may include banks, investment firms, broker-dealers, securities lending agents or other financial institutions or intermediaries and may be related parties to the Funds or the Depositary. The revenues arising from such efficient portfolio management techniques for the relevant reporting period, together with the direct and indirect operational costs and fees incurred and the identity of the counterparty(ies) to these efficient portfolio management techniques (if any), will be disclosed in the annual and half-yearly reports of the Company.

Securities Financing Transactions Regulation - Disclosure

Each Fund may enter into the following transactions:

(i) total return swaps;

(ii) repurchase agreements;

(iii) reverse repurchase agreements; and

(iv) securities lending arrangements.

Each Fund may enter into total return swaps for investment purposes and for efficient portfolio management purposes, and enter into other types of Securities Financing Transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund.

If a Fund invests in total return swaps or Securities Financing Transactions, the relevant asset or index may be comprised of equity or debt securities, money market instruments or other eligible investments which are consistent with the investment objective and policies of the Fund. Subject to the investment restrictions laid down by the Central Bank as set out in Appendix III, and also any investment restrictions set out in the section entitled "Investment Objectives and Policies", each Fund can invest up to 100% of its Net Asset Value in total return swaps and Securities Financing Transactions. It is anticipated that each Fund will generally invest in the range of 0 to 30% of its Net Asset Value in total return swaps and Securities Financing Transactions.

A Fund shall only enter into total return swaps and Securities Financing Transactions with counterparties that satisfy the criteria (including those relating to legal status, country of origin and minimum credit rating) as set out above in the "Investment Techniques and Instruments" section and adopted by the Investment Manager.

The categories of collateral which may be received by a Fund is set out above in in the "Investment Techniques and Instruments" section and includes cash and non-cash assets such as equities, debt securities and money market instruments. Collateral received by the Fund will be valued in accordance with the valuation methodology set out under the section entitled "Administration of the Company" – "Determination of Net Asset Value". Collateral received by the Fund will be marked-to-market daily and daily variation margins will be used.

Where a Fund receives collateral as a result of entering into total return swaps or Securities Financing Transactions, there is a risk that the collateral held by the Fund may decline in value or become illiquid. In addition, there can also be no assurance that the liquidation of any collateral provided to the Fund to secure a counterparty's obligations under a total return swap or Securities Financing Transaction would satisfy the counterparty's obligations in the event of a default by the counterparty. Where the Fund provides collateral as a result of entering into total return swaps or Securities Financing Transactions, it is exposed to the risk that the counterparty will be unable or unwilling to honour its obligations to return the collateral provided.

For a summary of certain other risks applicable to total return swaps and Securities Financing Transactions, see the "Derivatives", "Risk of Utilising Options", "Risk of Utilising Swaps" disclosure in the "Risk Factors" section.

A Fund may provide certain of its assets as collateral to counterparties in connection with total return swaps and Securities Financing Transactions. If the Fund has over-collateralised (i.e., provided excess collateral to the counterparty) in respect of such transactions, it may be an unsecured creditor in respect of such excess collateral in the event of the counterparty's insolvency. If the Depositary or its sub-custodian or a third party holds collateral on behalf of the Fund, the Fund may be an unsecured creditor in the event of the insolvency of such entity.

There are legal risks involved in entering into total return swaps or Securities Financing Transactions which may result in loss due to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

Subject to the restrictions laid down by the Central Bank as set out above in in the "Investment Techniques and Instruments" section, the Fund may re-invest cash collateral that it receives. If cash collateral received by the Fund is re-invested, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. The risks associated with the re-investment of cash collateral are substantially the same as the risks which apply to the other investments of the Fund.

Direct and indirect operational costs and fees arising from total return swaps or Securities Financing Transactions may be deducted from the revenue delivered to the Fund (e.g., as a result of revenue sharing arrangements). These costs and fees do not and should not include hidden revenue. All the revenues arising from such efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the Fund. The entities to which direct and indirect costs and fees may be paid include banks, investment firms, broker-dealers, securities lending agents or other financial institutions or intermediaries and may be related parties to the Investment Manager or the Depositary.

Currency Transactions

Each Fund may employ techniques and instruments that are intended to provide protection against exchange risks in the context of the management of its assets and liabilities (i.e., currency hedging) by gaining an exposure to one or more foreign currencies or otherwise altering the currency exposure characteristics of securities held by a Fund (i.e., active currency positions).

For each Fund, with respect to Share Classes denominated in a currency other than the relevant Fund's Base Currency and that include "(U)" in their name, the Investment Manager and Sub-Investment Manager will not employ any techniques to hedge these Share Classes' exposure to changes in exchange rates between the Base Currency and the currency of the Share Class. As such, the Net Asset Value per Share and investment performance of such Share Classes may be affected, positively or negatively, by changes in the value of the Base Currency relative to the value of the currency in which the relevant Share Class is denominated. Currency conversion will take place on subscriptions, redemptions, conversions and distributions at prevailing exchange rates.

For each Fund, with respect to the transactions of a Fund attributable to each other Share Classes denominated in a currency other than the relevant Fund's Base Currency and that do not include "(U)" in their name, the Investment Manager or Sub-Investment Manager may employ such techniques and instruments for the purpose of attempting to enhance the Fund's return provided that (1) it is in the best interest of Shareholders to do so; and (2) the level of the currency exposure hedged is not less than 95% nor more than 105% of the level of currency exposure predetermined by the Investment Manager or Sub-Investment Manager. The level of currency exposure that is hedged may be less than 100% of the actual currency exposure in certain Funds. Over-hedged and under-hedged positions may arise due to factors outside of the control of the Investment Manager. If the level of currency exposure hedged exceeds 105% of such exposure as a result of market movements in the underlying investments of the relevant Fund or trading activity in respect of the Shares of the Fund the Sub-Investment Adviser shall adopt as a priority objective the managing back of the leverage to the relevant exposure limit, taking due account of the interests of Shareholders. Hedged positions will be kept under review to ensure that positions materially in excess of or less than the relevant exposure limit will not be carried forward from month to month. Otherwise, a Fund will not be leveraged as a result of the transactions entered into for the purposes of hedging. While hedged Share Classes may attempt to hedge against the currency exposure of certain share classes, there can be no guarantee that the value of a Class will not be affected by the value of the Base Currency relative to the U.S. Dollar, Euro, Pound Sterling, Australian Dollar, Canadian Dollar, Japanese Yen, Swiss Francs, Singapore Dollar, Swedish Krona, Danish Krone, South African Rand or Norwegian Krone. Any costs related to such hedging shall be borne separately by any Class of any Fund. All gains/losses which may be made by any Class of any Fund as a result of such hedging transactions shall accrue to the relevant Class of Shares. The use of Class hedging strategies may substantially limit holders of Shares in the relevant Class from benefiting if the Class currency falls against the base currency and/or the currency in which the assets of the relevant Fund are denominated.

Nothing herein shall limit a Fund's ability to hold ancillary liquid assets (subject to the investment restrictions described in Schedule II "Investment Restrictions Applicable to the Funds") or to use any of the techniques or instruments for investment purposes and/or efficient portfolio management as described above under "Investment Techniques and Instruments". The Funds may implement currency hedging strategies by using spot and forward foreign exchange contracts and currency futures, options and swap contracts. More information concerning these types of permitted FDI and the limits thereon is set forth above in the section entitled "Types and Description of FDI" and "Investment Techniques and Instruments and Financial Derivative Instruments".

Securitisation Regulation

Regulation EU 2017/2402 (the "Securitisation Regulation") applies to UCITS such as the Company from 1 January 2019.

The definition of "securitisation" is intended to capture any transaction or scheme where the credit risk associated with an exposure or a pool of exposures is tranched. Essentially, the definition includes any investment with tranches or classes where payments in the transaction or scheme are dependent on the performance of the exposure or of the pool of exposures and the participation in losses differs between the tranches during the life of the transaction or scheme.

Institutional investors such as a Fund must ensure that the originator, sponsor or original lender of a securitisation retains at least a 5% net economic interest in the securitisation. These rules will mean that the Investment Manager or Sub-Investment Manager of the relevant Fund will need to conduct due diligence before an investment is made in a securitisation position and continue to perform due diligence during the period the investment continues in a securitisation. This new direct approach is intended to complement the existing due diligence requirements on institutional investors to verify before investing whether or not the securitising entity has retained risk. As a consequence the new direct approach requires securitising entities established in the EU to retain risk even if the investors are located outside of the EU and are not institutional investors. The UCITS Directive has been amended to include a new provision stating that where UCITS are exposed to securitisation positions which do not meet the requirements of the Securitisation Regulation, the UCITS shall "in the best interests of the investors in the relevant UCITS, act and take corrective action".

The Securitisation Regulation applies to securitisations the securities of which were issued on or after 1 January 2019 or which create new securitisation positions on or after that date, though there can be no assurance as to whether the investments described herein made by a Fund will be affected by the Securitisation Regulation or any change thereto or review thereof.

RISK FACTORS

Investors' attention is drawn to the following risk factors. This does not purport to be an exhaustive list of the risk factors relating to investment in the Funds and investors' attention is drawn to the description of the instruments set out in the section entitled "Investment Objectives and Policies".

Investment Risk: There can be no assurance that the Funds will achieve their investment objective. The value of Shares may rise or fall, as the capital value of the securities in which a fund invests may fluctuate. The investment income of the Funds is based on the income earned on the securities it holds, less expenses incurred. Therefore, the Funds' investment income may be expected to fluctuate in response to changes in such expenses or income.

Focused Investments: A Fund that invests a greater percentage of its assets in a particular issuer or a small number of issuers, industries or geographic regions may have more risk compared with other funds, because the impact of a single economic, political or regulatory occurrence may have a greater negative impact on the Fund's Net Asset Value as compared to funds with more diversified or less concentrated portfolios. This may increase the Fund's volatility and have a greater impact on the Fund's performance.

Management Risk: Where Funds are actively managed, an investment in the Fund is subject to the risk that the investment process, techniques and risk analyses applied will not produce the desired results, and that the Fund's investments may underperform the market or applicable benchmarks. The Net Asset Value of the Shares changes daily based on the performance of the securities and other instruments in which it invests. Different types of securities and other instruments tend to shift into and out of favour with investors depending on market and economic conditions. There is no guarantee that the Investment Manager's judgments about the attractiveness or value of, or potential income from, particular investments will be correct or produce the desired results. If the Investment Manager fails to accurately judge potential investments, the Share price may be adversely affected.

Business Risk: The investment results of each Fund will be reliant on the success of the Investment Manager.

Counterparty Risk: A Fund will be subject to the risk of the inability of any counterparty to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes. A Fund may pass cash or other assets to its counterparties as collateral in accordance with the requirements of the Central Bank. At any one time, a Fund may be exposed to the creditworthiness of its counterparties in respect of all or part of such collateral. Also, transactions may not always be delivery versus payment and this may expose a Fund to greater counterparty risk. Generally, the Fund's Investment Manager will assess the counterparty's creditworthiness before entering into a transaction with the counterparty. In the event of the insolvency of a counterparty, a Fund might not be able to recover cash or assets of equivalent value in full.

ESG Risk: Although the Investment Manager's or Sub-Investment Manager's consideration of ESG factors is intended to aid the evaluation of the financial risks and rewards of a given investment and is not expected to by itself determine an investment decision for the Fund, the consideration of ESG factors could nevertheless cause the Fund to perform differently compared to funds that do not have such considerations or could result in the Fund's forgoing opportunities to buy or sell investments when it might otherwise be advantageous to do so. There is no guarantee that ESG integration and engagement will enhance the quality of asset allocation or portfolio construction. ESG considerations, at times, may be based on company disclosures or third-party information sources that are forward-looking statements of intent and not necessarily fact-based or objectively measurable which may result in significant differences in interpretations of what it means for a company to have positive ESG factors. This lack of uniformity and objective metrics can lead to missed opportunities or miscalculations as to the realised future impact of perceived positive and negative ESG factors on company fundamentals, leading to poor investment outcomes. While the Investment Manager's or Sub-Investment Manager's believe their interpretations of ESG factors and those provided by its third-party data providers are reasonable, the ESG-related portfolio decisions they make may differ from other investors' or investment managers' views on ESG.

Due to ESG considerations or parameters set for a Fund, the Investment Manager may be less inclined or unable to invest in certain issuers that provide positive financial returns.

The integration of these ESG characteristics and risks could have a materially positive or negative impact on the performance of a Fund.

Temporary Defensive Positions: In certain adverse market, economic, political or other conditions, a Fund may temporarily depart from its normal investment policies and strategies. At such times, the Fund may invest in cash or cash equivalents, such as Money Market Instruments, and to the extent permitted by applicable law and the Fund's investment restrictions, Shares of other CIS, including money market funds. Under such circumstances, the Fund may invest up to 100% of its assets in these investments and may do so for extended periods of time. To the extent that the Fund invests in Money Market Instruments or other CIS, Shareholders of the Fund would indirectly pay both the Fund's expenses and the expenses relating to the other CIS with respect to the Fund's assets invested in such investment companies. When the Fund takes a temporary defensive position, the Fund may not be able to achieve its investment objective.

Liquidity Risk: From time to time, certain investments held by the Fund may have limited marketability or have restrictions on sale and may be difficult to sell at favourable times or prices. The Fund could lose money if it is unable to dispose of an investment at a time that is most beneficial to the Fund.

Country/Geographic Region Risk: To the extent that a Fund invests a significant portion of its assets in a specific geographic region or a particular country, the Fund will generally have more exposure to that region or country's economic risks. In the event of economic or political turmoil or a deterioration of diplomatic relations in a region or country where a significant portion of the Fund's assets are invested, the Fund may experience substantial illiquidity or reduction in the value of the Fund's investments. Adverse conditions in a certain region or country can also adversely affect securities of issuers in other countries whose economies appear to be unrelated.

Depositary Receipts Risk: Certain Funds may invest in ADRs sponsored by U.S. banks, EDRs, GDRs, ADRs not sponsored by U.S. banks, other types of depositary receipts (including non-voting depositary receipts) and other similar instruments representing securities of foreign companies. Although certain depositary receipts may reduce or eliminate some of the risks associated with foreign investing, these types of securities generally are subject to many of the same risks as direct investments in securities of foreign issuers.

Preferred Stocks: If interest rates rise, the dividend on preferred stocks may be less attractive, causing the price of preferred stocks to decline. Preferred stocks may have mandatory sinking fund provisions, as well as provisions for their call or redemption prior to maturity which can have a negative effect on their prices when interest rates decline. Issuers may threaten preferred stockholders with the cancellation of all dividends and liquidation preference rights in an attempt to force their conversion to less secure common stock. Certain preferred stocks are equity securities because they do not constitute a liability of the issuer and therefore do not offer the same degree of protection of capital or continuation of income as debt securities. The rights of preferred stock on distribution of a corporation's assets in the event of its liquidation are generally subordinated to the rights associated with a corporation's debt securities. Therefore, in the event of an issuer's bankruptcy, there is substantial risk that there will be nothing left to pay preferred stockholders after payments, if any, to bondholders have been made. Preferred stocks may also be subject to credit risk.

Investment in Other CIS Risk: Through its investments in other UCITS or other eligible collective investment schemes, a Fund is exposed to not only to the risks of the underlying collective investment scheme investments but also to certain additional risks. Assets invested in other collective investment schemes incur a layering of expenses, including operating costs, advisory fees and administrative fees that Shareholders in the relevant Fund indirectly bear. Such fees and expenses may exceed the fees and expenses the Fund would have incurred if it invested in the underlying fund's assets directly. To the extent that the expense ratio of an underlying collective investment schemes changes, the weighted average operating expenses borne by the relevant Fund may increase or decrease. An underlying collective investment schemes may change its investment objective or policies without the approval of the relevant Fund, and the relevant Fund might be forced to withdraw its investment from the underlying fund at a time that is unfavourable to the relevant Fund.

Issuer Concentration Risk: A Fund may concentrate its investments, which means that it may invest in the securities of fewer issuers than more diversified funds. As a result, such Funds may be more susceptible to a single adverse economic or regulatory occurrence affecting one or more of these issuers and may experience increased risk of loss and increased volatility.

Withholding Tax Risk: Each Fund may invest in securities that produce income or capital gains that is subject to withholding and other taxes. Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Funds under the laws of jurisdictions in which they may be subject to tax. In addition, developing or emerging countries typically have less well defined tax laws and procedures and such laws may permit retroactive taxation so that a Fund could in the future become subject to local tax liabilities it could not have reasonably anticipated in conducting its investment activities or valuing its interests. A summary of some of the Irish tax consequences applicable to the Company is set out in the section entitled "Taxation" below. However, Shareholders and potential investors should note that the information contained in that section does not purport to deal with all of the tax consequences applicable to the Company or all categories of investors, some of whom may be subject to special rules.

Risks of Debt Securities: The prices of debt securities fluctuate in response to perceptions of the issuer's creditworthiness and also tend to vary inversely with market interest rates. The value of such securities is likely to decline in times of rising interest rates. Conversely, when rates fall, the value of these investments is likely to rise. The longer the time to maturity the greater are such variations. The Funds are subject to credit risk (i.e., the risk that an issuer of securities will be unable to pay principal and interest when due, or that the value of a security will suffer because investors believe the issuer is less able to pay). This is broadly gauged by the credit ratings of the securities in which a Fund invests. However, ratings are only the opinions of the agencies issuing them and are not absolute guarantees as to quality.

Not all government securities are backed by the full faith and credit of the United States or other national government in the case of foreign government securities. Some are backed only by the credit of the issuing agency or instrumentality. Accordingly, there is at least a chance of default on these U.S. government securities, as well as on non-U.S. government securities in which the Funds may invest, which may subject a Fund to credit risk.

To the extent a Fund invests in medium or low-rated securities and unrated securities of comparable quality, the Fund may realise a higher current yield than the yield offered by higher-rated securities, but investment in such securities involves greater volatility of price and risk of loss of income and principal, including the probability of default by or bankruptcy of the issuers of such securities. Low-rated and comparable unrated securities (collectively referred to as "low-rated" securities) likely have quality and protective characteristics that, in the judgment of a rating organisation, are outweighed by large uncertainties or major risk exposures to adverse conditions, and are predominantly speculative with respect to an issuer's capacity to pay interest and repay principal in accordance with the terms of the obligation. Although the prices of low-rated securities are generally less sensitive to interest rate changes than are higher-rated securities, the prices of low-rated securities may be more sensitive to adverse economic changes and developments regarding the individual issuer.

When economic conditions appear to be deteriorating, medium or low-rated securities may decline in value due to heightened concern over credit quality, regardless of the prevailing interest rates. Investors should carefully consider the relative risks of investing in high yield securities and understand that such securities are not generally meant for short-term investing.

Adverse economic developments can disrupt the market for low-rated securities, and severely affect the ability of issuers, especially highly leveraged issuers, to service their debt obligations or to repay their obligations upon maturity, which may lead to a higher incidence of default on such securities. Low-rated securities are especially affected by adverse changes in the industries in which the issuers are engaged and by changes in the financial condition of the issuers.

Highly leveraged issuers may also experience financial stress during periods of rising interest rates. In addition, the secondary market for low-rated securities, which is concentrated in relatively few market makers, may not be as liquid as the secondary market for more highly rated securities. As a result, a Fund could find it more difficult to sell these securities or may be able to sell the securities only at prices lower than if such securities were widely traded. Therefore, prices realised upon the sale of such low-rated securities, under these circumstances, may be less than the prices used in calculating the Fund’s net asset value.

Low-rated securities also present risks based on payment expectations. If an issuer calls an obligation for redemption, the Fund may have to replace the security with a lower yielding security, resulting in a decreased return for investors. If the Fund experiences unexpected net redemptions, it may be forced to sell its higher-rated securities, resulting in a decline in the overall credit quality of the Fund’s investment portfolio and increasing the exposure of the Fund to the risks of low-rated securities.

Changes in economic conditions or developments regarding individual issuers of medium or low-rated securities are more likely to cause price volatility and weaken the capacity of such securities to make principal and interest payments than is the case for higher grade debt securities. Investment in such lower rated debt securities may limit a Fund’s ability to sell such securities at fair value. Judgment plays a greater role in pricing such securities than in the case of securities having more active markets. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of lower rated debt securities, especially in a thinly traded market.

The ratings of NRSROs represent the opinions of those agencies. Such ratings are relative and subjective, and are not absolute standards of quality. Unrated debt securities are not necessarily of lower quality than rated securities, but they may not be attractive to as many buyers. The NRSROs may change, without prior notice, their ratings on particular debt securities held by a Fund, and downgrades in ratings are likely to adversely affect the price of the relevant debt securities.

Investments in the Securities of Emerging Markets Issuers: The Funds may invest in securities of companies domiciled in or conducting their principal business activities in emerging markets. Investing in emerging markets poses certain risks, some of which are set out below.

Economic & Political Factors: Investments in securities of issuers located in Emerging Market Countries involve special considerations and risks, including the risks associated with high rates of inflation and interest with respect to the various economies, the limited liquidity and relatively small market capitalisation of the securities markets in Emerging Market Countries, relatively higher price volatility, large amounts of external debt and political, economic and social uncertainties, including the possible imposition of exchange controls or other foreign governmental laws or restrictions which may affect investment opportunities. In addition, with respect to certain Emerging Market Countries, there is the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments that could affect investments in those countries. Moreover, individual Emerging Market economies may differ favourably or unfavourably from the economies of developed nations in such respects as growth of gross national product, rates of inflation, capital investment, resources, self-sufficiency and the balance of payments position. Certain emerging market investments may also be subject to foreign withholding taxes. These and other factors may affect the value of a Fund's shares.

The economies of some Emerging Market Countries have experienced considerable difficulties in the past. Although in certain cases there have been significant improvements in recent years, many such economies continue to experience significant problems, including high inflation and interest rates. Inflation and rapid fluctuations in interest rates have had and may continue to have very negative effects on the economies and securities markets of certain Emerging Market Countries. The development of certain emerging market economies and securities markets will require continued economic and fiscal discipline, which has been lacking at times in the past, as well as stable political and social conditions. Recovery may also be influenced by international economic conditions, particularly those in the U.S. and by world prices for oil and other commodities. There is no assurance that economic initiatives will be successful. Certain of the risks associated with international investments and investing in smaller capital markets are heightened for investments in Emerging Market Countries. For example, some of the currencies of Emerging Market Countries have experienced steady devaluations relative to the U.S. Dollar, and major adjustments have been made in certain of such currencies periodically. In addition, governments of certain Emerging Market Countries have exercised and continue to exercise substantial influence over many aspects of the private sector. In certain cases, the government owns or controls many companies, including the largest in the country. Accordingly, government actions in the future could have a significant effect on economic conditions in such countries, which could affect private sector companies and the value of securities in a Fund's portfolio.

Market Liquidity & Volatility: The securities markets in Emerging Market Countries are substantially smaller, less liquid and more volatile than the major securities markets in the United States and Europe. A limited number of issuers in most, if not all, securities markets in Emerging Market Countries may represent a disproportionately large percentage of market capitalisation and trading volume. Such markets may, in certain cases, be characterised by relatively few market makers, participants in the market being mostly institutional investors including insurance companies, banks, other financial institutions and investment companies. The combination of price volatility and the less liquid nature of securities markets in Emerging Market Countries may, in certain cases, affect a Fund's ability to acquire or dispose of securities at the price and time it wishes to do so, and consequently may have an adverse impact on the investment performance of the Fund.

Information Standards: In addition to their smaller size, lesser liquidity and greater volatility, securities markets in Emerging Market Countries are less developed than the securities markets in the U.S. and Europe with respect to disclosure, reporting and regulatory standards. There is less publicly available information about the issuers of securities in these markets than is regularly published by issuers in the United States and in Europe. Further, corporate laws regarding fiduciary responsibility and protection of stockholders may be considerably less developed than those in the United States and Europe. Emerging market issuers may not be subject to the same accounting, auditing and financial reporting standards as U.S. and European companies. Inflation accounting rules in some Emerging Market Countries require, for companies that keep accounting records in the local currency for both tax and accounting purposes, that certain assets and liabilities be restated on the company's balance sheet in order to reflect the high rates of inflation to which those companies are subject. Inflation accounting may indirectly generate losses or profits for certain companies in Emerging Market Countries. Thus, statements and reported earnings may differ from those of companies in other countries, including the United States.

Custodial Risks: As the Company may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Company which are traded in such markets and which have been entrusted to sub-custodians may be exposed to risk in circumstances whereby the Depositary would have no liability. The Depositary has a sub-custodial network in certain Emerging Market Countries. The Company has agreed that it will not invest in securities issued or corporations located in Emerging Market Countries until the Depositary is satisfied that it has sub-custodial arrangements in place in respect of such countries. However, there is no guarantee that any arrangements made, or agreements entered into, between the Depositary and any sub-custodian will be upheld by a court of any Emerging Market Country or that any judgment obtained by the Depositary or the Company against any such sub-custodian in a court of any competent jurisdiction will be enforced by a court of any Emerging Market Country.

Equity Market Risks: Investments in equity securities offer the potential for substantial capital appreciation. However, such investments also involve risks, including issuer, industry, market and general economic related risks. Although the Investment Manager will attempt to reduce these risks by utilising various techniques described herein, adverse developments or perceived adverse developments in one or more of these areas could cause a substantial decline in the value of equity securities owned by a Fund.

Custody and Settlement Risk: As a Fund may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Funds 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 where by the Depositary will have no liability. Such markets include, among others, Indonesia, Korea and India, and such risks include (i) a non-true delivery versus payment settlement, (ii) a physical market, and as a consequence the circulation of forged securities, (iii) poor information in regards to corporate actions, (iv) registration process that impacts the availability of the securities, (v) lack of appropriate legal/fiscal infrastructure advices, and (vi) lack of compensation/risk fund with the relevant Central Depository. Furthermore, even when a Fund settles trades with counterparties on a delivery-versus-payment basis, it may still be exposed to credit risk to parties with whom it trades.

Certain markets in Central and Eastern Europe present specific risks in relation to the settlement and safekeeping of securities. These risks result from the fact that physical securities may not exist in certain countries (such as Russia); as a consequence, the ownership of securities is evidenced only on the issuer's register of shareholders. Each issuer is responsible for the appointment of its own registrar. In the case of Russia, up until 1 April 2013 there was no central registration system for shareholders which resulted in a broad geographic distribution of several thousand registrars across Russia. Russia's Federal Commission for Securities and Capital Markets (the "Commission") has defined the responsibilities for registrar activities, including what constitutes evidence of ownership and transfer procedures. However, difficulties in enforcing the Commission's regulations mean that the potential for loss or error still remains and there is no guarantee that the registrars will act according to the applicable laws and regulations. Under the previous registration system, the registrar produced an extract of the register of shareholders as at that particular point in time. Ownership of shares was evidenced by the records of the registrar, but not by the possession of an extract of the register of shareholders. The extract is only evidence that registration has taken place. It is not negotiable and has no intrinsic value. In addition, a registrar will typically not accept an extract as evidence of ownership of shares and is not obligated to notify the Depositary, or its local agents in Russia, if or when it amends the register of shareholders. As a consequence of this Russian securities are not on physical deposit with the Depositary or its local agents in Russia. Therefore, neither the Depositary nor its local agents in Russia can be considered as performing a physical safekeeping or custody function in the traditional sense. The registrars are neither agents of, nor responsible to, the Depositary or its local agents in Russia. However, a change occurred in the custody arrangements applicable to certain Russian securities on 1 April 2013. From that date, the holding of many Russian securities by investors in the relevant Funds will no longer be evidenced by a direct entry on the issuer's register of shareholders. Instead, the ownership of, and settlement of transactions in, those Russian securities was moved to a central securities depositary, the National Settlement Depositary ("NSD"). The Depositary or its local agent in Russia is a participant on the NSD. The NSD in turn will be reflected as the nominee holder of the securities on the register of the relevant issuer. Therefore, while this is intended to introduce a centralised and regulated system for recording of the ownership of, and settlement of transactions in, Russian securities, it does not eliminate all of the risks associated with the registrar system outlined above.

Investments in securities listed or traded in Russia will only be made in equity and/or fixed income securities that are listed or traded on level 1 or level 2 of the Moscow Exchange MICEX - RTS. The aforesaid risks in relation to safekeeping of securities in Russia may exist, in a similar manner, in other Central and Eastern European countries in which a Fund may invest.

Market Volatility Risk: The value of the securities in a Fund may go up or down in response to the prospects of individual companies and/or general economic conditions. Price changes may be short- or long-term. Local, regional or global events such as war (e.g. Russia's invasion of Ukraine), acts of terrorism, the spread of infectious illness or other public health issue, recessions, or other events could have a significant impact on the fund and its investments, including hampering the ability of the fund's portfolio manager(s) to invest the fund's assets as intended.

Fair Value Pricing: Details of the method of calculation of the net asset value per Share of a Fund are set out in the section of the Prospectus entitled "Determination of Net Asset Value". Normally assets listed or traded on a Regulated Market or certain over-the-counter markets for which market quotations are readily available shall be valued at the latest available traded price as at 4.00 pm (New York Time) on the Dealing Day. However, the Administrator may use a systematic fair valuation model provided by an independent third party to value equity securities and/or fixed income securities traded on such markets in order to adjust for stale pricing which may occur between the close of foreign exchanges and 4.00 pm (New York Time) on the relevant Dealing Day. If a security is valued using fair value pricing, a Fund's value for that security is likely to be different than the latest available traded price for that security.

Difficult to Value: Assets in which a Fund invests may be valued on a less frequent basis than the Fund. Accordingly there is a risk that (i) the valuations of a Fund may not reflect the true value of assets held by a Fund at a specific time which could result in losses or inaccurate pricing for a Fund and/or (ii) the valuations may not be available at the relevant valuation point so that some of the assets of the Fund may be valued at their probable realisation value as set out in this Prospectus.

Index-Linked Securities: Indexed-Linked Securities are securities whose prices are indexed to the prices of securities indices, currencies, or other financial statistics. Indexed-Linked Securities typically are debt securities or deposits whose value at maturity and/or coupon rate is determined by reference to a specific instrument or statistic. The performance of Indexed-Linked Securities fluctuates (either directly or inversely, depending upon the instrument) with the performance of the index, security or currency. At the same time, Indexed-Linked Securities are subject to the credit risks associated with the issuer of the security, and their value may substantially decline if the issuer's creditworthiness deteriorates. Recent issuers of indexed securities have included banks, corporations and certain U.S. government agencies. The U.S. Treasury began issuing securities whose principal value is indexed to the Consumer Price Index (also known as "Treasury Inflation-Indexed Securities"). A Fund will not purchase leveraged Indexed Securities.

Inflation-Protected Securities Risks: Inflation-protected securities are special types of indexed securities that are tied to indices that are calculated based on the rates of inflation for prior periods. The value of inflation-protected securities, including U.S. TIPS, generally fluctuates in response to changes in real interest rates. Real interest rates are tied to the relationship between nominal interest rates and the rate of inflation. If nominal interest rates increase at a faster rate than inflation, real interest rates might rise, leading to a decrease in value of inflation-protected securities. Conversely, if inflation rises at a faster rate than nominal interest rates, real interest rates might decline, leading to an increase in value of inflation-protected securities.

If the Fund purchases inflation-protected securities in the secondary market whose principal values have been adjusted upward due to inflation since issuance, the Fund may experience a loss if there is a subsequent period of deflation. Additionally, if the Fund purchases inflation-protected securities in the secondary market whose price has been adjusted upward due to real interest rates increasing, the Fund may experience a loss if real interest rates subsequently increase. If inflation is lower than expected during the period the Fund holds an inflation-protected securities, the Fund may earn less on the security than on a conventional bond. If the Fund sells U.S. TIPS in the secondary market prior to maturity however, the Fund may experience a loss.

If real interest rates rise (i.e., if interest rates rise for reasons other than inflation (for example, due to changes in currency exchange rates)), the value of the inflation-protected securities in the Fund's portfolio will decline. Moreover, because the principal amount of inflation-protected securities would be adjusted downward during a period of deflation, the Fund will be subject to deflation risk with respect to its investments in these securities. There can be no assurance that such indices will accurately measure the real rate of inflation.

Additionally, the market for inflation-protected securities may be less developed or liquid, and more volatile, than certain other securities markets. Although the U.S. Treasury is contemplating issuing additional inflation-protected securities, there is no guarantee that it will do so. There are a limited number of inflation-protected securities that are currently available for the Fund to purchase, thus making the market less liquid and more volatile than the U.S. Treasury and agency markets.

U.S. TIPS have been issued with maturities of five, ten or thirty years. Repayment of the original bond principal upon maturity (as adjusted for inflation) is guaranteed even during a period of deflation. However as with inflation-protected securities generally, because the principal amount of U.S. TIPS would be adjusted downward during a period of deflation, the Fund will be subject to deflation risk with respect to its investments in these securities. In addition, the current market value of the bonds is not guaranteed, and will fluctuate. If the Fund purchases U.S. TIPS in the secondary market whose principal values have been adjusted upward due to inflation since issuance, the Fund may experience a loss if there is a subsequent period of deflation. If inflation is lower than expected during the period the Fund holds a U.S. TIPS, the Fund may earn less on the security than on a conventional bond.

Supra-national organisations: Supra-national organisations are entities designated or supported by governments or governmental entities to promote economic development, and include, among others, the Asian Development Bank, the European Community, the European Investment Bank, the Inter-American Development Bank, the International Monetary Fund, the United Nations, the International Bank for Reconstruction and Development ("World Bank") and the European Bank for Reconstruction and Development. These organisations have no taxing authority and are dependent upon their members for payments of interest and principal. Moreover, the lending activities of such supra-national entities are limited to a percentage of their total capital (including "callable capital") contributed by members at an entity's call, reserves and net income.

Currency Transactions: The Funds that invest in debt securities and hold active currency positions that are denominated in currencies other than its Base Currency may be exposed to currency exchange risk. For example, changes in exchange rates between currencies or the conversion from one currency to another may cause the value of a Fund's investments to diminish or increase. Currency exchange rates may fluctuate over short periods of time. They generally are determined by supply and demand in the currency exchange markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors. Currency exchange rates can be affected unpredictably by intervention (or the failure to intervene) by governments or central banks, or by currency controls or political developments. A Fund may engage in foreign currency transactions in order to hedge against currency fluctuations between its underlying investments and its Base Currency. If the currency in which a security is denominated appreciates against the Fund's Base Currency, the Base Currency value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security expressed in the Base Currency of the Fund. A Fund's hedging transactions, while potentially reducing the currency risks to which the Fund would otherwise be exposed, involve certain other risks, including the risk of a default by a counterparty.

Loan Participations: The Funds may invest in floating rate commercial loans arranged through private negotiations between a corporation or other type of entity and one or more financial institutions ("Lender"). Such investment is expected to be in the form of participations in, or assignment of, the loans, which may or may not be securitised ("Participations"). The Participations shall be liquid and will provide for interest rate adjustments at least every 397 days. They are subject to the risk of default by the underlying borrower and in certain circumstances to the credit risk of the Lender if the Participation only provides for the Fund having a contractual relationship with the Lender, not the borrower. In connection with purchasing Participations, the Funds may have no right to enforce compliance by the borrower with the terms of the loan agreement relating to the loan nor any rights of set-off against the borrower. Thus, the Funds may not directly benefit from any collateral supporting the loan in which they have purchased Participations. The Funds will only purchase such Participations only through recognised, regulated dealers.

Mortgage-Backed Securities: Mortgage-backed securities provide a monthly payment consisting of interest and principal payments. Additional payments may be made out of unscheduled repayments of principal resulting from the sale of the underlying property, refinancing or foreclosure, net of fees or costs that may be incurred. Prepayments of principal on mortgage-backed securities may tend to increase due to refinancing of mortgages as interest rates decline. Prepayments may be passed through to the registered holder with the regular monthly payments of principal and interest, and have the effect of reducing future payments. In the event of prepayments, the Funds may experience a loss (if the price at which the respective security was acquired by the fund was at a premium over par, which represents the price at which the security will be redeemed upon repayment) or a gain (if the price at which the respective security was acquired by the Fund was at a discount from par). To the extent that a Fund purchases mortgage-backed securities at a premium, mortgage foreclosures and prepayments of principal by mortgagors (which may be made at any time without penalty) may result in some loss of the Fund's principal investment to the extent of the premium paid. Prepayments may occur with greater frequency in periods of declining mortgage rates because, among other reasons, it may be possible for mortgagors to refinance their outstanding mortgages at lower interest rates. When market interest rates increase, the market values of mortgage-backed securities decline. At the same time, however, mortgage refinancing slows, which lengthens the effective maturities of these securities. As a result, the negative effect of the rate increase on the market value of mortgage-backed securities is usually more pronounced than it is for other types of fixed-income securities.

Mortgage pools created by private organisations generally offer a higher rate of interest than governmental and government-related pools because there are no direct or indirect guarantees of payments in the former pools. Timely payment of interest and principal in private organisation pools, however, may be supported by various forms of private insurance or guarantees, including individual loan, title, pool and hazard insurance. There can be no assurance that the private insurers can meet their securities under the policies. The Funds' yields may be affected by reinvestment of prepayments at higher or lower rates than the original investment. In addition, like those of other debt securities, the values of mortgage-related securities, including government and government-related mortgage pools, generally will fluctuate in response to market interest rates.

Stripped Securities: The yield to maturity on an Interest Only or Principal Only class of stripped mortgage-backed securities is extremely sensitive not only to changes in prevailing interest rates but also to the rate of principal payments (including prepayments) on the underlying assets. A rapid rate of principal prepayments may have a measurably adverse effect on the Funds' yields to maturity to the extent it invests in Interest Only Bonds. If the assets underlying the Interest Only Bond experience greater than anticipated prepayments of principal, the Funds may fail to recoup fully their initial investments in these securities. Conversely, Principal Only Bonds tend to increase in value if prepayments are greater than anticipated and decline if prepayments are slower than anticipated. The secondary market for stripped mortgage-backed securities may be more volatile and less liquid than that for other mortgage-backed securities, potentially limiting the Funds' ability to buy or sell those securities at any particular time.

Asset-Backed Securities: The principal of asset-backed securities may be prepaid at any time. As a result, if such securities were purchased at a premium, a prepayment rate that is faster than expected will reduce yield to maturity, while a prepayment rate that is slower than expected will have the opposite effect. Conversely, if the securities are purchased at a discount, prepayments faster than expected will increase yield to maturity and prepayments slower than expected will decrease it. Accelerated prepayments also reduce the certainty of the yield because the Funds must reinvest the assets at the then-current rates. Accelerated prepayments on securities purchased at a premium also impose a risk of loss of principal because the premium may not have been fully amortised at the time the principal is repaid in full.

Non-Publicly Traded and Rule 144A Securities: Non-publicly traded and Rule 144A Securities may involve a high degree of business and financial risk and may result in substantial losses. These securities may be less liquid than publicly traded securities, and a Fund may take longer to liquidate these positions than would be the case for publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realised from these sales could be less than those originally paid by a Fund. Further, companies whose securities are not publicly traded may not be subject to the disclosure and other investor protection requirements that would be applicable if their securities were publicly traded. A Fund's investment in illiquid securities is subject to the risk that should the Fund desire to sell any of these securities when a ready buyer is not available at a price that is deemed to be representative of their value, the Net Asset Value of the Fund could be adversely affected.

Derivatives: Derivatives, in general, involve special risks and costs and may result in losses to the Funds. The successful use of derivatives requires sophisticated management, and a Fund will depend on the ability of the Fund's Investment Manager to analyse and manage derivatives transactions. The prices of derivatives may move in unexpected ways, especially in abnormal market conditions. In addition, correlation between the particular derivative and an asset or liability of a Fund may prove not to be what the Fund's Investment Manager expected. Some derivatives are "leveraged" and therefore may magnify or otherwise increase investment losses to the Fund although a Fund may not be leveraged in any way through the use of derivative instruments.

Other risks arise from the potential inability to terminate or sell derivatives positions. A liquid secondary market may not always exist for the Funds' derivatives positions at any time. In fact, many over-the-counter instruments will not be liquid and may not be able to be "closed out" when desired. Over-the-counter instruments such as swap transactions also involve the risk that the other party will not meet its securities to the Funds. The participants in "over-the-counter" markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange based" markets, and there is no clearing corporation which guarantees the payment of required amounts. This exposes the Funds to risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the relevant Fund to suffer a loss. Derivatives also involve legal risk, the risk of loss due to the unexpected application of a law or regulation, or because contracts are not legally enforceable or documented corrected.

European Market Infrastructure Regulation ("EMIR"): A Fund may enter into OTC derivative contracts. EMIR establishes certain requirements for OTC derivatives contracts, including mandatory clearing obligations, bilateral risk management requirements and reporting requirements. Although not all the regulatory technical standards specifying the risk management procedures, including the levels and type of collateral and segregation arrangements, required to give effect to EMIR have been finalised and it is therefore not possible to be definitive, investors should be aware that certain provisions of EMIR impose obligations on the Funds in relation to its transaction of OTC derivative contracts.

The potential implications of EMIR for the Funds include, without limitation, the following:

(i) clearing obligation: certain standardised OTC derivative transactions will be subject 2. To mandatory clearing through a central counterparty (a "CCP"). Clearing derivatives through a CCP may result in additional costs and may be on less favourable terms than would be the case if such derivative was not required to be centrally cleared;

(ii) risk mitigation techniques: for those of its OTC derivatives which are not subject to central clearing, the Funds will be required to put in place risk mitigation requirements, which include the collateralisation of all OTC derivatives. These risk mitigation requirements may increase the cost of the Funds pursuing its investment strategy (or hedging risks arising from its investment strategy); and

(iii) reporting obligations: each of a Fund's derivative transactions must be reported to a trade depository or ESMA. This reporting obligation may increase the costs to the Funds of utilising derivatives.

Risk of Utilising Options: Because option premiums paid or received by a Fund will be small in relation to the market value of the investment underlying the options, trading in options could cause the Fund's Net Asset Value to be subject to more frequent and wider fluctuations than would be the case if the Fund did not utilise options.

Upon the exercise of a put option written by a Fund, the Fund may suffer a loss equal to the difference between the price at which the Fund is required to purchase the underlying asset and its market value at the time of the option exercise, less the premium received for writing the option. Upon the exercise of a call option written by a Fund, the Fund may suffer a loss equal to the excess of the market value of the asset at the time of the option's exercise over the price at which the Fund is obliged to sell the asset, less the premium received for writing the option.

No assurance can be given that the Funds will be able to effect closing transactions at a time when they wish to do so. If a Fund cannot enter into a closing transaction, the Fund may be required to hold assets that it might otherwise have sold, in which case it would continue to be at market risk on such assets and could have higher transaction costs, including brokerage commissions. In addition, options that are not exchange traded will subject a Fund to risks relating to its counterparty, such as the counterparty's bankruptcy, insolvency, or refusal to honour its contractual obligations.

The Funds are prohibited from writing uncovered options.

Risk of Utilising Swaps: Payments under a swap contract may be made at the conclusion of the contract or periodically during its term. If there is a default by the counterparty to a swap contract, a Fund will be limited to contractual remedies pursuant to the agreements related to the transaction. There is no assurance that swap contract counterparties will be able to meet their obligations pursuant to swap contracts or that, in the event of default, the Fund will succeed in pursuing contractual remedies. The Fund thus assumes the risk that it may be delayed in or prevented from obtaining payments owed to it pursuant to swap contracts.

In addition, because swap contracts are individually negotiated and ordinarily non-transferable, there also may be circumstances in which it would be impossible for a Fund to close out its obligations under the swap contract. Under such circumstances, a Fund might be able to negotiate another swap contract with a different counterparty to offset the risk associated with the first swap contract. Unless a Fund is able to negotiate such an offsetting swap contract, however, it could be subject to continued adverse developments, even after the Investment Manager has determined that it would be prudent to close out or offset the first swap contract.

The use of swaps involves investment techniques and risks different from and potentially greater than those associated with ordinary portfolio securities transactions. If the Investment Manager is incorrect in its expectations of market values or interest rates the investment performance of a Fund would be less favourable than it would have been if this efficient portfolio management technique were not used.

Taxation Risk: Prospective investors' attention is drawn to the taxation risks associated with investing in the Company. Please see the section entitled "Taxation" for additional information.

Subscription Default Risk: Each Fund will bear the risk of subscription default. For the purposes of efficient portfolio management, the Investment Manager may purchase securities or utilise efficient portfolio management techniques and instruments on the basis that settlement will be received on the relevant settlement date. In the event that such settlement monies are not received by the Fund on or by the relevant settlement date, the Fund may have to sell such purchased securities or close out its position under such efficient portfolio management techniques which could result in a loss to the Fund notwithstanding that a subscriber who defaults in settling a subscription payment may be liable to the Fund for any such loss.

Share Currency Designation Risk: A Share Class of the Company may be designated in a currency other than the Base Currency. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Investment Manager may or may not try to mitigate this risk by using efficient portfolio management techniques and instruments, including currency options and forward currency exchange contracts.

Investors should be aware that this strategy may substantially limit Shareholders of the relevant Share Class from benefiting if the designated currency falls against the Base Currency. In such circumstances, Shareholders of the Share Class of the Company 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. In the case of an unhedged Share Class, a currency conversion will take place on subscriptions, redemptions, exchanges and distributions at prevailing exchange rates.

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

Excessive Trading: Prospective investors' attention is drawn to the risks associated with excessive trading. Please see "Excessive Trading" for additional information.

Risks Associated with Umbrella Cash Accounts: An Umbrella Cash Account will operate in respect of the Company rather than each Fund and the segregation of Investor Monies from the liabilities of Funds other than the Fund to which the Investor Monies relate is dependent upon, among other things, the correct recording of the assets and liabilities attributable to individual Funds by or on behalf of the Company.

In the event of an insolvency of a Fund, there is no guarantee that the Fund will have sufficient monies to pay unsecured creditors (including the investors entitled to Investor Monies) in full.

Monies attributable to any other Funds will also be held in the Umbrella Cash Account. In the event of the insolvency of a Fund (an "Insolvent Fund"), the recovery of any amounts to which another Fund (the "Beneficiary Fund") is entitled, but which may have transferred in error to the Insolvent Fund as a result of the operation of the Umbrella Cash Account, will be subject to applicable law and the operational procedures for the Umbrella Cash Account. There may be delays in effecting, and/or disputes as to the recovery of, such amounts, and the Insolvent Fund may have insufficient funds to repay amounts due to the Beneficiary Fund.

In the event that an investor fails to provide the subscription monies and the subscription agreement within the timeframe stipulated in the Prospectus the investor will be required to indemnify the relevant Fund against the liabilities that may be incurred by it. The Company may cancel any Shares that have been issued to the investor and charge the investor interest and other expenses incurred by the Fund. In the event that the Company is unable to recoup such amounts from the defaulting investor, the Fund may incur losses or expenses in anticipation of receiving such amounts, for which the Fund, and consequently its Shareholders, may be liable.

It is not expected that any interest will be paid on the amounts held in the Umbrella Cash Account. Any interest earned on the monies in the Umbrella Cash Account will be for the benefit of the relevant Fund and will be allocated to that Fund on a periodic basis for the benefit of the Shareholders at the time of the allocation.

The guidance issued on umbrella cash accounts by the Central Bank, and subsequently amended, is new and, as a result, may be subject to change and further clarification. Therefore, the structure of any Umbrella Cash Account maintained may differ materially from that outlined in this Prospectus.

Force Majeure Events: A Fund or its investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemics or other serious public health concerns, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, governmental policies and social instability). Some force majeure events may adversely affect the ability of a party (including a Fund, the Investment Manager, an issuer, a counterparty or a Fund service provider) to perform its obligations until it is able to remedy the force majeure event. Furthermore, force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on a Fund, the Investment Manager, an issuer, a counterparty or a Fund service provider. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in a country in which a Fund has invested specifically.

ESG Criteria and Sustainability Risks: The incorporation of ESG criteria may affect a Fund's investment performance relative to similar funds that do not adhere to such criteria or adhere to such criteria to a lesser degree. In addition, ESG based exclusionary criteria used in a Fund's investment policy may result in that Fund foregoing opportunities to buy certain securities when it might otherwise be advantageous to do so, and/or selling securities due to their ESG characteristics when it might be disadvantageous to do so. Additionally, a Fund's adherence to ESG criteria in connection with identifying and selecting fixed income investments, particularly in emerging market issuers often require subjective analysis, and data availability may be more limited with respect to emerging market issuers than developed country issuers.

The likely impacts of sustainability risks on the returns of each Fund will depend on each Fund's exposure to investments that are vulnerable to sustainability risks and the materiality of the sustainability risks. The negative impacts of sustainability risks on each Fund should be mitigated by the Investment Manager's approach to integrating sustainability risks in its investment decision-making as described in the section titled "Investment Objectives and Policies of The Funds – Sustainable Finance Disclosures Regulation" above. However, there is no guarantee that these measures will mitigate or prevent sustainability risks from materialising in respect of a Fund.

The likely impact on the returns of a Fund from an actual or potential material decline in the value of an investment due to an ESG event or condition will vary and depend on several factors including, but not limited to, the type, extent, complexity and duration of the event or condition, prevailing market conditions and the existence of any mitigating factors.

In addition, the investments held by Stone Harbor ESG Emerging Markets Debt Blend Fund are subject to certain ESG criteria and as a result investments that are deemed to be inconsistent with such criteria may be excluded. As a result, the universe of investments available to this Fund may be more limited than other Funds that do not apply such criteria. The application of the ESG criteria could result in performance that is better or worse than the performance of other Funds that do not apply such criteria, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

The ESG information used to determine whether companies are managed and behave responsibly may be provided by third-party sources and typically is based on backward-looking analysis. The subjective nature of non-financial ESG criteria means a wide variety of outcomes are possible. The data may not adequately address material sustainability factors. The analysis is also dependent on companies disclosing relevant data and the availability of this data can be limited. These limitations are mitigated through the use of a variety of data sources and the Investment Manager's own in-house research.

Further information on the Manager's and Investment Manager's approach to sustainability is available at https://www.shipemd.com/esg and at https://globalfunds.virtus.com/ucits.

Cyber Security Risk: Like other business enterprises, the use of the internet and other electronic media and technology exposes the Company, the Company's service providers, and their respective operations, to potential risks from cyber-security attacks or incidents (collectively, "cyber-events"). Cyber-events may include, for example, unauthorised access to systems, networks or devices (such as, for example, through "hacking" activity), infection from computer viruses or other malicious software code, and attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. In addition to intentional cyber-events, unintentional cyber-events can occur, such as, for example, the inadvertent release of confidential information. Any cyber-event could adversely impact the Company and the Shareholders, and cause a Fund to incur financial loss and expense, as well as face exposure to regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures. A cyber-event may cause the Company, a Fund, or the Company's service providers to lose proprietary information, suffer data corruption, lose operational capacity (such as, for example, the loss of the ability to process transactions, calculate the Net Asset Value of a Fund or allow Shareholders to transact business) and/or fail to comply with applicable privacy and other laws. Among other potentially harmful effects, cyber-events also may result in theft, unauthorised monitoring and failures in the physical infrastructure or operating systems that support the Company and the Company's service providers. In addition, cyber-events affecting issuers in which a Fund invests could cause the Fund's investments to lose value.

Data Protection: Under the GDPR, data controllers are subject to additional obligations including, amongst others, accountability and transparency requirements whereby the data controller is responsible for, and must be able to demonstrate compliance with the rules set down in the GDPR relating to data processing and must provide data subjects with more detailed information regarding the processing of their personal data. Other obligations imposed on data controllers include more enhanced data consent requirements and the obligation to report any personal data breach to the relevant supervisory authority without undue delay. Under the GDPR, data subjects are afforded additional rights, including the right to rectify inaccurate personal information, the right to have personal data held by a data controller erased in certain circumstances and the right to restrict or object to processing in a number of circumstances.

The implementation of GDPR may result in increased operational and compliance costs being borne directly or indirectly by the Company. Further, there is a risk that the measures will not be implemented correctly by the Company or its service providers. If there are breaches of these measures by the Company or any of its service providers, the Company or its service providers could face significant administrative fines and/or be required to compensate any data subject who has suffered material or non-material damage as a result as well as the Company suffering reputational damage which may have a material adverse effect on its operations and financial conditions.

Investment via Bond Connect: Bond Connect is a bond trading link between China and Hong Kong which allows foreign institutional investors to invest in onshore Chinese bonds and other debt instruments traded on the CIBM. A Fund may invest directly in the instruments traded on the CIBM via the Bond Connect.

Bond Connect is an initiative launched for mutual bond market access between Hong Kong and mainland China, established by China Foreign Exchange Trade System & National Interbank Funding Centre ("CFETS"), China Central Depositary & Clearing Co. Ltd, Shanghai Clearing House, Hong Kong Exchanges and Clearing Limited and Central Moneymarkets Unit. Under the prevailing regulations in mainland China, eligible foreign investors may invest in the bonds traded on the CIBM through the northbound trading of the Bond Connect ("Northbound Trading Link"). There is no investment quota for the Northbound Trading Link.

Pursuant to the prevailing regulations in mainland China, an offshore custody agent recognised by the Hong Kong Monetary Authority (currently, the Central Moneymarkets Unit) must open omnibus nominee accounts with an onshore custody agent recognised by the People's Bank of China ("PBoC") (currently recognised onshore custody agents are the China Securities Depositary & Clearing Co. Ltd and Interbank Clearing Company Limited). All bonds traded by eligible foreign investors will be registered in the name of Central Moneymarkets Unit, which will hold such bonds as a nominee owner.

For investments via Bond Connect, the relevant filings, registration with the PBoC and account opening have to be carried out via an onshore settlement agent, offshore custody agent, registration agent and/or other third parties. As such, the Fund is subject to the risks of default on the part of such third parties.

It is anticipated that certain Funds may have exposure to Chinese bonds via the CIBM. In addition to the general investment and bond-related risks of investments including, in particular, the Emerging Market Country risks, the following are certain of the risks that relate to investments via Bond Connect:

China Interbank Bond Market Risk: Investment in the CIBM by a Fund is subject to regulatory risks. The relevant rules and regulations on investments in the CIBM are subject to changes which may have potential retrospective effect. In the event that the relevant Chinese authorities suspend accounts opening or trading in CIBM, a Fund's ability to invest in CIBM will be limited and, after exhausting other trading alternatives, a Fund may suffer a loss of the investment in the CIBM. In addition, any suspension to trading in CIBM may result in a Fund being unable to dispose of securities and may introduce difficulties in repatriating sales proceeds. In turn, this may increase liquidity risk. Moreover, although there is no quota restriction under the CIBM investment regulations, relevant information about the Fund's investments (such as the anticipated investment size and investment term) needs to be filed with PBoC and an updating filing will be required is there is any significant change to the filed information. It cannot be predicted whether PBoC will make any comments on or require any changes with respect to such information for the purpose of the filing. If so required, the Fund will need to follow PBoC instructions and make the relevant changes accordingly, which, may not be in the best interests of the Fund and the Shareholders from a commercial perspective.

Market volatility and potential lack of liquidity due to low trading volume of certain instruments in the CIBM may result in prices of such instruments traded on such market fluctuating significantly. In addition, certain instruments may rely on market makers to provide liquidity. The Fund investing in such instruments is therefore subject to liquidity and volatility risks. The bid and offer spreads of the prices of such securities may be large, and the Fund may therefore incur significant trading and realisation costs in respect of the investment made in the CIBM and may even suffer losses when disposing of such investments.

Issuer Risk: In the event of a default or credit rating downgrade of the issuers of the debt, the bonds' value will be adversely affected and investors may suffer a substantial loss as a result. A Fund may also encounter difficulties or delays in enforcing their rights against the issuer in relation to these bonds as the issuer is outside Hong Kong and subject to mainland Chinese laws. Chinese treasury bonds and policy bank bonds are offered on an unsecured basis without collateral, and will rank equally with other unsecured debts of the relevant issuer. As a result, if the issuer becomes bankrupt, proceeds from the liquidation of the issuer's assets will be paid to holders of treasury bonds and policy bank bonds only after all secured claims have been satisfied in full. A Fund would be fully exposed to the credit/insolvency risk of its treasury bonds and policy bank bonds issuer counterparties as an unsecured creditor.

Risks associated with Delays in Providing Complete Customer Due Diligence: Investors should note that there is a risk that any delay in providing to the Administrator a signed copy of the application form and all documents required in connection with the obligations to prevent money laundering and terrorist financing may result in Shares not being issued at the Net Asset Value on a particular Dealing Day.

Allocation Risk: The ability of a Fund to achieve its investment goal depends, in part, on the ability of the Fund's Investment Manager to allocate effectively the Fund's assets among equities, fixed income securities and currencies. There can be no assurance that the actual allocations will be effective in achieving the Fund's investment goal.

Subscription Risk: Subscription monies transferred by a prospective investor or Shareholder into the transfer agency account of a Fund will not form part of the Net Asset Value of the relevant Fund until the Dealing Day to which the subscription relates. Until the subscription monies form part of the Net Asset Value, the monies will be held at the credit risk of the relevant credit institution.

Redemption Risk: Large redemptions of Shares in a Fund might (i) cause the liquidation of investments at a time that could adversely affect the value of the Fund or the risk profile of the remaining investments of the Fund, (ii) result in a determination to terminate the Fund, or (iii) result in redemptions from the Fund being temporarily suspended.

FEES AND EXPENSES

Each Fund shall pay all of its expenses and its allocable share of any expenses incurred by the Company. These expenses may include the costs of: (i) maintaining the Company and the relevant Fund and registering the Company, the relevant Fund and the Shares with any governmental or regulatory authority or with any Regulated Market or stock exchange; (ii) management, administration, custodial and related services; (iii) preparation, printing and posting of prospectuses, sales literature and reports to Shareholders, the Central Bank and other governmental agencies; (iv) marketing expenses; (v) taxes; (vi) commissions and brokerage fees; (vii) expenses incurred in connection with the acquisition and disposal of the assets of the Company; (viii) auditing, tax and legal fees (including expenses arising in respect of legal or administrative proceedings); (ix) insurance premiums; (x) fees of paying agents, local representatives and similar agents, such fees to be at normal commercial rates; and (xi) other operating expenses.

The Articles of Association provide that the Directors shall be entitled to a fee by way of remuneration for their services at a rate to be determined from time to time by the Directors, provided that the aggregate amount of Directors' remuneration in any one year shall not exceed €85,000.

All expenses relating to the establishment of the Company (other than the costs of incorporating the Company which amounted to €1,000 and were discharged by the Investment Manager) have been borne by the Company.

The following fees will be borne by the Company:

Investment Management Fee

Under the Investment Management Agreement, the Company will pay to the Investment Manager an investment management fee per annum of up to as a per cent. of the Net Asset Value:

Fund	Class A	Class D1	Class D2	Class I	Class R
Stone Harbor Belt and Road Bond Fund	1.50%	1.50%	1.50%	1.20%	-
Stone Harbor Convertible Securities Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Emerging Markets Corporate Debt Fund	1.60%	1.50%	1.50%	0.85%	0.95%
Stone Harbor High Yield Emerging Markets Corporate Debt Fund	1.50%	1.50%	1.50%	1.50%	-
Stone Harbor Emerging Markets Debt Fund	1.15%	1.50%	1.50%	0.75%	0.65%
Stone Harbor Emerging Markets Debt Blend B- or Better Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor ESG Emerging Markets Debt Blend Fund	1.50%	1.50%	1.50%	1.00%	-
Stone Harbor Emerging Markets Debt Explorer Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Emerging Markets Debt Total Return Fund	1.50%	1.50%	1.50%	1.20%	-
Stone Harbor Emerging Markets Local Currency Debt Fund	1.50%	1.50%	1.50%	0.85%	-

Fund	Class A	Class D1	Class D2	Class I	Class R
Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund	1.50%	1.50%	1.50%	0.85%	-
Stone Harbor European High Yield Bond Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor High Yield Bond Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Global High Yield Bond Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Global Investment Grade Corporate Bond Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund	1.50%	1.50%	1.50%	0.85%	-
Stone Harbor Investment Grade Emerging Markets Debt Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Investment Grade Emerging Debt Allocation Fund	1.50%	1.50%	1.50%	0.75%	-
Stone Harbor Multi Asset Credit Opportunistic Fund	1.40%	1.50%	1.50%	0.75%	0.75%
Stone Harbor Securitised Bond Fund	1.50%	1.50%	1.50%	0.75%	-

The Class M Shares shall not pay any investment management fee.

The Class U Shares shall pay an investment management fee of up to 1.50% of the Net Asset Value.

The Investment Management Fee shall be calculated and accrued on each Dealing Day and paid monthly in arrears. In addition, the Investment Manager shall be entitled to be reimbursed its reasonable vouched out-of-pocket expenses. Each Fund shall bear *pro rata* its share of such out-of-pocket expenses.

Depositary's Fee

The Depositary will be entitled to receive, out of the assets of the Fund, the greater of an annual fee in respect of custodial services which will not exceed 0.02% per annum of the Net Asset Value of the relevant Fund or a minimum fee of up to US$28,750 per annum on an aggregate basis (plus VAT, if any), together with reasonable expenses incurred by the Depositary in the performance of its duties as depositary of the Company. This fee shall accrue and be calculated daily and shall be payable monthly in arrears.

The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees, transaction charges (which will be charged at normal commercial rates) together with reasonable out-of-pocket expenses incurred by the Depositary in the performance of its duties under the Depositary Agreement.

Administrator's Fee

The Administrator will be entitled to receive, out of the assets of the Fund the greater of an annual fee which will not exceed 0.04% of the Net Asset Value of the Fund or a minimum administration fee of up to US $35,000 per annum on an aggregate basis (plus VAT, if any), together with transaction charges at normal commercial rates and reasonable out of-pocket expenses incurred by the Administrator in the performance of its duties. These fees shall accrue and be calculated daily and shall be payable monthly in arrears.

Compensation of Sub-Investment Manager and Distributors

The Investment Manager shall be responsible for paying the fees and out-of-pocket expenses of the Sub-Investment Manager out of its own investment management fee. The Investment Manager may enter into separate distribution agreements with local distributors under which the Investment Manager delegates certain responsibilities associated with marketing and distributing the Fund. Pursuant to such agreements, the Investment Manager may pay to each distributor a portion of its investment management fee as set out in such distribution agreements.

Manager's Fee

The Manager shall receive a management fee of up to 0.005% of the Net Asset Value of each of the Funds in respect of the services provided. The management fee shall be calculated and accrued on each Dealing Day and paid monthly in arrears. In addition, the Manager shall be entitled to be reimbursed its reasonable vouched out-of-pocket expenses.

ADMINISTRATION OF THE COMPANY

Determination of Net Asset Value

The Administrator shall determine the Net Asset Value per Share of each Class, on each Dealing Day as of 4pm New York time, except for Shares of each Class of Stone Harbor Emerging Markets Debt Total Return Fund for which the Net Asset Value per Share shall be determined on each Business Day as of 4pm New York time, on the basis set forth below and in accordance with the Articles.

The Net Asset Value per Share of a Fund shall be the value of the gross assets attributable to such Fund less all of the liabilities attributable to such Fund (including such provisions as the Administrator considers appropriate in respect of the costs and expenses payable in relation to such Fund) divided by the number of Shares of such Fund outstanding as of the Dealing Day. Any liabilities of the Company which are not attributable to any Fund shall be allocated *pro rata* among all of the Funds or any other reasonable basis approved by the Depositary.

The Net Asset Value of each Class shall be determined by calculating the amount of the Net Asset Value attributable to each Class. The amount of the Net Asset Value of a Fund attributable to a Class shall be determined by establishing the proportion of the assets of the Class as at the most recent Net Asset Value calculation or the close of the Initial Offer Period in the case of an initial offer of a Class, adjusted to take account of any subscription orders (after deduction of any repurchase orders) and by allocating relevant Class Expenses (as defined below) and fees to the Class and making appropriate adjustments to take account of distributions paid, if applicable, and apportioning the Net Asset Value accordingly. The Net Asset Value per Share of a Class shall be calculated by dividing the Net Asset Value of the Class by the number of Shares in issue in that Class. Class Expenses or fees or charges not attributable to a particular Class may be allocated amongst the Classes based on their respective Net Asset Value or any other reasonable basis approved by the Depositary having taken into account the nature of the fees and charges. Class Expenses and fees relating specifically to a Class will be charged to that Class. In the event that Classes are priced in a currency other than the Base Currency, currency conversion costs will be borne by that Class.

"Class Expenses" means the expenses of registering a class in any jurisdiction or with any stock exchange, regulated market or settlement system and all other expenses arising from such registration and such further expenses howsoever arising as may be disclosed in the Prospectus. The cost of converting currency and the costs and gains/losses of the hedging transactions are borne solely by the relevant Class.

In determining the value of the assets of a Fund, each Dealing Day investments quoted, listed or traded on a Regulated Market for which market quotations are readily available shall be valued at the latest mid-market price at the time of the determination of Net Asset Value in the relevant Regulated Market on the relevant Dealing Day, provided that the value of the investment listed on a Regulated Market but acquired or traded at a premium or at a discount outside or off the relevant stock exchange may be valued, taking into account the level of premium or discount as at the date of valuation of the investment and the Depositary must ensure that the adoption of such procedure is justifiable in the context of establishing the probable realisation value of the security. If the investment is normally quoted, listed or traded on or under the rules of more than one Regulated Market, the relevant Regulated Market shall be that which the Directors or their delegate(s) determines provides the fairest criterion of value for the investment. If prices for an investment quoted, listed or traded on the relevant Regulated Market are not available at the relevant time or are unrepresentative such investment shall be valued at such value as shall be certified with care and good faith as the probable realisation value of the investment by a competent professional person appointed by the Directors and approved for such purpose by the Depositary. Neither the Investment Manager nor the Administrator shall be under any liability if a price reasonably believed by them to be the latest available price or, as the case may be, middle market quotation for the time being, may be found not to be such.

Money market instruments may be valued on amortised basis provided that the money market instruments have a residual maturity not exceeding three months and have no specific sensitivity to market parameters, including credit risk.

Units or shares in collective investment schemes which are not valued in accordance with the provisions above shall be valued on the basis of the latest available net asset value per unit/share as published by the collective investment scheme.

Cash deposits and similar investments shall be valued at their face value together with accrued interest unless in the opinion of the Directors any adjustment should be made to reflect the fair value thereof.

Exchange-traded derivative instruments shall be valued at the relevant settlement price on the applicable exchange, provided that if the settlement price of an exchange traded derivative instrument is not available, the value of such instrument shall be the probable realisation value estimated with care and in good faith by a competent person appointed by the Directors and approved for the purpose by the Depositary. The counterparty to derivative instruments not traded on an exchange must be prepared to value the contract and to close out the transaction at the request of the Company at fair value. The Company may choose to value over the counter derivatives using either the counterparty valuation or an alternative valuation, such as a valuation calculated by the Company or by an independent pricing vendor. The Company must value over the counter derivatives on a daily basis. Where the Company values over the counter derivatives using an alternative valuation the Company must follow international best practice and will adhere to the principles on the valuation of over the counter instruments established by bodies such as IOSCO and AIMA. The alternative valuation is that provided by a competent person appointed by the Directors and approved for the purpose by the Depositary or a valuation by any other means provided that the value is approved by the Depositary. The alternative valuation will be reconciled to the counterparty valuation on a monthly basis. Where significant differences arise these will be promptly investigated and explained. Where the Company values over the counter derivatives using the counterparty valuation the valuation must be approved or verified by a party who is approved for the purpose by the Depositary and who is independent of the counterparty. The independent verification must be carried out at least weekly. Forward foreign exchange contracts and interest rate swaps shall be valued by reference to the price at which a new forward contract of the same size and maturity could be undertaken as of the close of business on the Dealing Day.

The Directors, with the approval of the Depositary, may adjust the Net Asset Value per Share when calculating realisation prices for any Fund to reflect the value of such Fund's investments assuming they were valued using the bid price on the relevant market at the relevant time and provided that such methodology shall be applied on a consistent basis in respect of all asset classes. The Directors' intention is only to exercise this discretion to preserve the value of the holdings of continuing Shareholders in the event of substantial or recurring net repurchases of Shares in the relevant Fund.

The Directors shall be entitled to adopt an alternative method of valuing any particular asset if the Directors deem it necessary provided that such alternative method of valuation shall first have been approved by the Depositary. The Directors shall be entitled to adjust the value of any particular asset if they consider it necessary to reflect the fair valuation of that asset in the context of currency, marketability, dealing costs and/or such other consideration which they may deem relevant.

Swing Pricing Adjustments

In calculating the Net Asset Value per Share for a Fund on any Dealing Day or the initial subscription price for Shares during the Initial Offer Period, the Investment Manager may, at its discretion, adjust by up to 3% the Net Asset Value per Share and/or initial subscription price per Share for each Class by applying a swing pricing adjustment: (1) if the cash-flows into or out of the Fund attributable to net subscriptions or repurchases exceed certain pre-determined percentage thresholds relating to the Fund's Net Asset Value (where such percentage thresholds have been pre-determined for the Fund from time to time by the Investment Manager or by a committee established by the Investment Manager); or (2) in any other cases where there are net subscriptions or repurchases in the Fund and the Investment Manager reasonably believes that imposing a swing pricing adjustment is in the best interests of existing Shareholders. The Investment Manager's intention is only to exercise this discretion to cover dealing costs and to preserve the value of the Fund's assets. In this regard, the Directors, with the approval of the Depositary, may adjust the value of an asset or a basket of assets comprising all or part of an in specie subscription or repurchase where such an adjustment is considered necessary to track the valuation adjustment applied to the Net Asset Value per Share. It is expected that the adjustment factor applied to the in specie subscription or repurchase would match that applied to the Net Asset Value per Share.

The swing pricing adjustment amount for a Fund will be calculated from time to time and applied by reference to the estimated costs of dealing in the underlying investments of the Fund. Where there are net cash-flows into the Fund in excess of the applicable pre-determined threshold (if any), the swing pricing adjustment will increase the Net Asset Value per Share and/or initial subscription price per Share. Where there are net cash-flows out of the Fund in excess of the applicable pre-determined threshold (if any), the swing pricing adjustment will decrease the Net Asset Value per Share and/or initial subscription price per Share. The Net Asset Value per Share and/or initial subscription price per Share, as adjusted by any swing pricing adjustment, will be applicable to all transactions in Shares in the Fund on the relevant Dealing Day. Therefore, for an investor who subscribes to the Fund on a Dealing Day when the swing pricing adjustment increases the Net Asset Value per Share and/or initial subscription price per Share, the cost per Share to the investor will be greater than it would have been absent the swing pricing adjustment. For an investor who repurchases a certain number of Shares from the Fund on a Dealing Day when the swing pricing adjustment decreases the Net Asset Value per Share, the amount received by the investor in repurchase proceeds for the Share redeemed will be less than it would have been absent the swing pricing adjustment. More information about the swing pricing adjustments applied on a particular Dealing Day can be obtained by Shareholders upon request from the Investment Manager.

Application for Shares

Each Class of Shares that are offered by each Fund is offered at the Initial Offer Price except for the following Classes of Shares, which will be issued at the Net Asset Value per Shares of each Class, on each Dealing Day:

Fund	Class
Emerging Markets Corporate Debt Fund	Class I EUR Accumulating
	Class I(U) USD Accumulating
	Class M(U) USD Accumulating
	Class M(U) USD Distributing
Emerging Markets Debt Fund	Class D1 JPY Accumulating
	Class I EUR Accumulating
	Class I EUR Distributing
	Class I(U) USD Accumulating
	Class M(U) USD Accumulating
	Class M(U) USD Distributing
Emerging Markets Debt Explorer Fund	Class M AUD Accumulating

Emerging Markets Local Currency Debt Fund	Class I(U) AUD Distributing
	Class I(U) EUR Accumulating
	Class I(U) USD Accumulating
	Class M(U) USD Accumulating
	Class M USD Distributing
ESG Emerging Markets Debt Blend Fund	Class I EUR Accumulating
Global Investment Grade Corporate Bond Fund	Class M GBP Accumulating
	Class M(U) USD Accumulating
	Class M(U) USD Distributing
High Yield Bond Fund	Class I GBP Accumulating
	Class I(U) USD Accumulating
	Class M(U) USD Accumulating
	Class M(U) USD Distributing
High Yield Emerging Markets Corporate Debt Fund	Class I(U) USD Accumulating
Investment Grade Emerging Markets Corporate Debt Fund	Class M(U) USD Accumulating
Investment Grade Emerging Markets Debt Fund	Class I(U) USD Accumulating
	Class M(U) USD Accumulating
Multi Asset Credit Opportunistic Fund	Class I(U) SEK Accumulating
	Class I(U) USD Accumulating
	Class I ZAR Accumulating
	Class M(U) USD Accumulating
	Class M(U) USD Distributing
Securitised Bond Fund	Class M(U) GBP Accumulating
	Class M(U) USD Accumulating
	Class M(U) USD Distributing

Subscriptions for Shares must be made in the currency of the Class. However, by agreement with the Administrator and the Company, subscriptions may be made in U.S. Dollar, euro, Pound Sterling, Australian Dollar, Canadian Dollar, Japanese Yen, Swiss Franc, Singapore Dollar, Norwegian Krone, Swedish Krona and Danish Krone (where this is not the currency of the Class) but will be converted into the currency of the Class at the rate of exchange available to the Administrator and the costs of conversion shall be deducted from the subscription monies which will then be invested in Shares.

Application forms for Shares may be obtained from the Investment Manager and Distributor. Shares may be issued on any Dealing Day to eligible investors who have forwarded the completed application form and provided all supporting anti-money laundering documentation (including satisfactory proof of identification, address and source of wealth and/or source of funds) to the Administrator, so that the application form shall be received by the Administrator no later than the Trade Cut-Off Time. Before subscribing for shares an investor will be required to complete a declaration (included in the subscription application form) as to the investor's tax residency or status in the form prescribed by the Revenue Commissioners of Ireland (the "Revenue Commissioners"). The original application form must be delivered to the Administrator. Repurchase proceeds cannot be released until the original application form has been received by the Administrator.

Investors should transmit cleared funds representing the subscription monies by wire instructions to the relevant accounts set out in the subscription application form for Shares, so that cleared funds are received in the Company's account within the Settlement Time or the time agreed with the Administrator. The Settlement Time for each Fund shall be T + 2. If payment for subscription orders is not received by this Settlement Time, a subscription may be cancelled or the investor may be charged interest on the outstanding subscription monies at normal commercial rates. In such an event, the individual investor may be held liable for any loss to the Fund. However, Investing Funds may purchase Shares after the Trade Cut-Off Time but before the Net Asset Value per Share is calculated if (i) the Investing Fund itself received a completed purchase order prior to the Trade Cut-Off Time; and (ii) the purchase(s) by the Investing Fund of Shares are executed pursuant to an allocation pre-determined by the Investment Manager prior to the Trade Cut-Off Time. In addition to the foregoing, the Company may, in exceptional circumstances (as determined by the Directors and which will be fully documented), decide to accept an application received by the Administrator after the Trade Cut-Off Time but before the Net Asset Value per Share is calculated.

Subject to compliance with applicable laws, applications for Shares by *in specie* transfer may be made by agreement with the Investment Manager and Distributor on a case-by-case basis. In such cases the Company shall issue Shares in exchange for investments which the Company may acquire in accordance with its investment objectives, policies and restrictions and may hold or sell, dispose of or otherwise convert such securities into cash. No Shares shall be issued until the investments are vested in the Depositary or its nominee. The value of the Shares to be issued shall be calculated on the same basis as the valuation of Shares to be issued for cash.

The Administrator reserves the right to reject in whole or in part any application for Shares or to request further details or evidence of identity from an applicant for Shares. The Funds are not intended for excessive trading. Where an application for Shares is rejected, the subscription monies shall be returned to the applicant within seven days of the date of such rejection.

The Company may issue fractional Shares rounded to the third decimal place. Fractional Shares shall not carry any voting rights.

The minimum initial investment and subsequent subscription amount per Shareholder in a Fund shall be as set out in the following table:

Class	**Minimum Subscription**	**Minimum Subsequent Subscription**
All Class A Shares	$5,000 (or equivalent in other authorised currency)	$1,000 (or equivalent in other authorised currency)
All Class D Shares	$5,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)
All Class I Shares	$1,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)
All Class M Shares	$1,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)
All Class R Shares	$5,000 (or equivalent in other authorised currency)	$1,000 (or equivalent in other authorised currency)
All Class U Shares	$5,000,000 (or equivalent in other authorised currency)	$250,000 (or equivalent in other authorised currency)

Schedule IV herein indicates which Share Classes are offered by each Fund. These different Classes of Shares differ principally in terms of their sales charges, fees, rates of expenses, distribution policy, hedging strategy and currency denomination. Investors are thus able to choose a Share Class that best suits their investment needs, considering the amount of investment and anticipated holding period.

The Company reserves the right to vary the minimum initial investment or the minimum subsequent investment and may choose to waive these minimum investment requirements if considered appropriate.

Anti-Money Laundering Procedures

Measures aimed at the prevention of money laundering and terrorist financing will require an applicant to verify his identity, address and source of wealth and/or source of funds to the Administrator or the Investment Manager. The Administrator will not accept funds from an investor until verification of identity, address and source of wealth and/or source of funds is completed to its satisfaction.

Notwithstanding that funds have come from a designated body within a prescribed country recognised by Ireland as having equivalent anti-money laundering regulations, evidence of identity, address and source of wealth and/or source of funds must be established in accordance with the relevant anti-money laundering requirements which are advised to clients prior to application.

By way of example, an individual will be required to produce a copy of a passport or identification card duly certified by a public authority such as a notary public, the police or the ambassador in his country of residence, together with evidence of his address such as a utility bill or bank statement. In the case of corporate applicants, this will require production of a certified copy of the certificate of incorporation (and any change of name), bye-laws, memorandum and articles of association (or equivalent), or trust deed in the case of a trust and the names and addresses of all directors, trustees and/or beneficial owners.

The Administrator reserves the right to request such documentation as is necessary to verify the identity, address and source of wealth and/or source of funds of the applicant. This may result in Shares being issued on a Dealing Day subsequent to the Dealing Day on which the applicant initially wished to have Shares issued to him.

The Administrator or the Company may take such steps as each considers appropriate or necessary to discontinue the relationship with a Shareholder where required to do so under applicable law or regulation.

It is further acknowledged that the Administrator, in the performance of its delegated duties, shall be held harmless by the subscriber against any loss arising as a result of a failure to process the subscription if such information as has been requested by the Administrator has not been provided by the applicant.

Subsequent Subscriptions

Subsequent subscriptions (i.e., subsequent to an initial subscription for Shares within a Fund) may be made by submitting a subscription order to the Administrator by the relevant Trade Cut-Off Time in writing, by fax, or such other means in accordance with the requirements of the Central Bank.

Subsequent faxed subscription requests may be processed without a requirement to submit original documentation provided that amendments to a Shareholder's registration details and payment instruction will only be effected on receipt of original documentation.

Subscription Price

The subscription price per Share shall be the Net Asset Value per Share next determined plus duties and charges and any applicable swing pricing adjustment. On any Dealing Day a swing pricing adjustment may be made, which will be reflected in the Net Asset Value per Share. Please see the section entitled "Administration of the Company - Swing Pricing Adjustments

Written Confirmations of Ownership

The Administrator shall be responsible for maintaining the Company's register of Shareholders in which all issues, repurchases, conversions and transfers of Shares will be recorded. Written confirmations of ownership shall be issued by post or facsimile in relation to each issue of Shares. Shares shall be in registered form. The Administrator shall not issue a Share certificate in respect of Shares. A Share may be registered in a single name or in up to four joint names. The register of Shareholders shall be available for inspection upon reasonable notice at the registered office of the Company during normal business hours where a Shareholder may inspect only his entry on the register.

Repurchase Requests

Shares may be repurchased on a Dealing Day by contacting the Administrator so that a written repurchase request is received by the Administrator no later than the Trade Cut-Off Time.

Repurchase requests received subsequent to the relevant deadline outlined above (but before the determination of the Net Asset Value) shall, unless the Administrator in exceptional circumstances shall otherwise agree, be effective on the next succeeding Dealing Day. However, Investing Funds may submit repurchase requests after the Trade Cut-Off Time but before the Net Asset Value per Share is calculated if (i) the Investing Fund itself received a completed repurchase request order prior to the Trade Cut-Off Time; and (ii) the repurchase(s) by the Investing Fund of Shares are executed pursuant to an allocation pre-determined by the Investment Manager prior to the Trade Cut-Off Time. In addition to the foregoing, the Company may, in exceptional circumstances (as determined by the Directors and which will be fully documented), decide to accept an application received by the Administrator after the deadline but before the Net Asset Value per Share is calculated.

If repurchase requests on any Dealing Day exceed 10% of the total number of Shares in a Fund, the Company may defer the excess repurchase requests to subsequent Dealing Days and shall repurchase such Shares rateably. Any deferred repurchase requests shall be treated in priority to any repurchase requests received for subsequent Dealing Days. Subject to the section entitled "Temporary Suspension of Valuation of the Shares and of Sales and Repurchases", such repurchase requests shall in all cases be satisfied within three weeks of the Dealing Day on which they were effective.

Repurchase Price

Shares shall be repurchased at the applicable Net Asset Value per Share obtaining on the Dealing Day on which repurchase is effected, subject to any applicable swing pricing adjustment. On any Dealing Day a swing pricing adjustment may be made, which will be reflected in the Net Asset Value per Share. Please see the section entitled "Administration of the Company – Swing Pricing Adjustments".

All payments of repurchase monies shall generally be made within two Business Days however settlement within this time period will be dependent on the jurisdiction of the relevant investor but in any event within ten Business Days of the Dealing Day on which the repurchase request is effected. The repurchase proceeds shall be made by telegraphic transfer at the Shareholder's expense to the Shareholder's bank account, details of which shall be set out by the Shareholder to the Administrator in the application form. Repurchase proceeds cannot be released until the original application form has been received by the Administrator.

With the consent of the Shareholder making such repurchase request, and subject to compliance with applicable laws , assets may be transferred to a Shareholder in satisfaction of the repurchase monies payable on the repurchase of Shares, provided that such distribution is equitable and not prejudicial to the interests of the remaining Shareholders. The allocation of such assets shall be subject to the approval of the Depositary. A transaction charge will not be payable in such instances. At the request of the Shareholder making such repurchase request such assets may be sold by the Company and the proceeds of sale shall be transmitted to the Shareholder.

Mandatory Repurchase of Shares

If a repurchase causes a Shareholder's holding in the Company to fall below the minimum subscription or investment amount set out above or such lesser amount as the Directors may determine, the Company may repurchase the whole of that Shareholder's holding. Before doing so, the Company shall notify the Shareholder in writing and allow the Shareholder thirty days to purchase additional Shares to meet the minimum requirement. The Company reserves the right to vary this mandatory redemption amount.

Shareholders are required to notify the Administrator immediately in the event that they become U.S. Persons. Shareholders who become U.S. Persons may be required to dispose of their Shares to non-U.S. Persons on the next Dealing Day thereafter unless the Shares are held pursuant to an exemption which would allow them to hold the Shares. The Company reserves the right to repurchase or require the transfer of any Shares which are or become owned, directly or indirectly, by a U.S. Person or other person if the holding of the Shares by such other person is unlawful or, in the opinion of the Directors, the holding might result in the Company or the Shareholders incurring any liability to taxation or suffering pecuniary or material administrative or regulatory disadvantage which the Company or the Shareholders might not otherwise suffer or incur.

Transfer of Shares

All transfers of Shares shall be effected by transfer in writing in any usual or common form and every form of transfer shall state the full name and address of the transferor and the transferee. The instrument of transfer of a Share shall be signed by or on behalf of the transferor and must be submitted to the Administrator. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Share register in respect thereof. Where the transferee is not an existing Shareholder in the Fund, the transferee must complete an application form and comply with the relevant anti-money laundering procedures. The Directors may decline to register any transfer of Shares if in consequence of such transfer the transferor or transferee would hold less than the currency equivalent of the amount of the minimum initial investment for the relevant Fund or would otherwise infringe the restrictions on holding Shares outlined above. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year. The Directors may decline to register any transfer of Shares unless the instrument of transfer is deposited at the registered office of the Company or at such other place as the Directors may reasonably require together with such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. Such evidence may include a declaration that the proposed transferee is not a U.S. Person and that upon transfer the Shares will not be held by or for the account of any U.S. Person.

Withholdings and Deductions

The Company will be required to account for tax on the value of the Shares repurchased or transferred at the applicable rate unless it has received from the transferor a declaration in the prescribed form confirming that the Shareholder is not an Irish Resident in respect of whom it is necessary to deduct tax. The Company reserves the right to redeem such number of Shares held by a transferor as may be necessary to discharge the tax liability arising therefrom. The Company reserves the right to refuse to register a transfer of Shares until it receives a declaration as to the transferee's residency or status in the form prescribed by the Revenue Commissioners.

Umbrella Cash Accounts

Cash account arrangements have been put in place in respect of the Company and the Funds as a consequence of the introduction of new requirements relating to the subscription, and/or redemption collection accounts pursuant to the Investor Money Requirements. The following is a description of how such cash account arrangements are expected to operate. These cash accounts are not subject to the protections of the Investor Money Requirements and instead will be subject to the guidance issued by the Central Bank from time to time in relation to umbrella cash accounts.

Investor Monies will be held in a single Umbrella Cash Account in respect of each currency in which a Class is denominated. The assets in the Umbrella Cash Account will be assets of the Company.

Subscription monies received by a Fund in advance of the issue of Shares will be held in an Umbrella Cash Account and will be treated as an asset of the relevant Fund. The subscribing investors will be unsecured creditors of the relevant Fund with respect to their subscription monies until Shares are issued to them on the relevant Dealing Day. The subscribing investors will be exposed to the credit risk of the institution at which the relevant Umbrella Cash Account has been opened. Such investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights in respect of the subscription monies (including dividend entitlements) until such time as the Shares are issued on the relevant Dealing Day.

Redeeming investors will cease to be Shareholders of the redeemed Shares from the relevant Dealing Day. Redemption and dividend payments will, pending payment to the relevant investors, be held in the Umbrella Cash Account. Redeeming investors and investors entitled to dividend payments held in the Umbrella Cash Account will be unsecured creditors of the relevant Fund with respect to those monies. Where the redemption and dividend payments cannot be transferred to the relevant investors, for example, where the investors have failed to supply such information as is required to allow the Company to comply with its obligations under applicable anti-money laundering and counter-terrorism legislation, the redemption and dividend payments may be retained in the Umbrella Cash Account and investors should address the outstanding issues promptly. Redeeming investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights (including, without limitation, the entitlement to future dividends) in respect of such amounts.

For information on the risks associated with Umbrella Cash Accounts, see "Risks Associated with Umbrella Cash Accounts" in the section of the Prospectus entitled "Risk Factors".

Conversion of Shares

With the consent of the Directors, a Shareholder may convert Shares of one Fund into Shares of another Fund on giving notice to the Administrator in such form as the Administrator may require provided that the shareholding satisfies the minimum investment criteria and provided that the original application is received within the time limits specified above in the case of subscriptions. Conversion is not intended to facilitate short term or excessive trading. The conversion is effected by arranging for the repurchase of Shares of one Fund, converting the repurchase proceeds into the currency of another Fund and subscribing for the Shares of the other Fund with the proceeds of the currency conversion. A transaction charge of up to 1% the Shares to be converted may be retained by the Fund in which the Shares are held prior to conversion to cover the costs of disposing of the assets of the Fund in order to give effect to the conversion. No further transaction costs will be payable.

Conversion will take place in accordance with the following formula:-

$$NS = \underline{\quad (AxB - TCxC) \quad}$$

D

where:

NS	=	the number of Shares which will be issued in the new Fund;
A	=	the number of the Shares to be converted;
B	=	the repurchase price of the Shares to be converted;
C	=	the currency conversion factor as determined by the Directors;
D	=	the issue price of Shares in the new Fund on the relevant Dealing Day; and
TC	=	the transaction charge incurred in connection with the proposed transaction.

If NS is not an integral number of Shares the Directors reserve the right to issue fractional Shares in the new Fund or to return the surplus arising to the Shareholder seeking to convert the Shares.

The length of time for completion of a conversion will vary depending on the Funds involved and the time when the conversion is initiated. In general, the length of time for completion of a conversion will depend upon each of the time required to obtain payment of repurchase proceeds from the Fund whose Shares are being acquired and the time required to effect any foreign exchange transaction which may be necessary for the Shareholder to obtain the currency of the Fund in which Shares are being subscribed. A Shareholder is not required to submit a new application form for the purchase of Shares in connection with a conversion.

Excessive Trading

Investment in the Funds is intended for long-term purposes only. The Funds will take reasonable steps to seek to prevent short-term trading. Excessive short-term trading into and out of a Fund can disrupt portfolio investment strategies and may increase expenses, and adversely affect investment returns, for all shareholders, including long-term shareholders who do not generate these costs. The Company reserves the right to reject any purchase request (including any conversion request) by any investor or group of investors for any reason without prior notice, including, in particular, if it believes that the trading activity would be disruptive to a Fund. For example, a Fund may refuse a purchase order if the Investment Manager believes it would be unable to invest the money effectively in accordance with the Fund's investment policies or the Fund would otherwise be adversely affected due to the size of the transaction, frequency of trading or other factors.

The trading history of accounts under common ownership or control may be considered in enforcing these policies. Transactions placed through the same financial intermediary on an omnibus basis may be deemed a part of a group for purposes of this policy and may be rejected in whole or in part by a Fund.

Transactions accepted by a financial intermediary in violation of the Funds' excessive trading policy are not deemed accepted by a Fund and may be cancelled or revoked by the Fund on the next Business Day following receipt.

Investors should be aware that there are practical restraints both in determining the policy which is appropriate in the interests of long term investors, and in applying and enforcing such policy. For example, the ability to identify and prevent covert trading practices or short-term trading where investors act through omnibus accounts is limited. Also, investors such as fund of funds and asset allocation funds will change the proportion of their assets invested in the Company or in Funds in accordance with their own investment mandate or investment strategies. The Company will seek to balance the interests of such investors in a way that is consistent with the interests of long-term investors but no assurance can be given that the Company will succeed in doing so in all circumstances. For example, it is not always possible to identify or reasonably detect excess trading that may be facilitated by financial intermediaries or made difficult to identify by the use of omnibus accounts by those intermediaries.

Disclosure of Portfolio Information

Information on the underlying investments in the Funds such as stock, sector and geographic allocation is available to all Shareholders. Shareholders should contact the Investment Manager to request this information. There will be an appropriate time-lag between the purchase/sale of the relevant Fund's investments and the time at which the information is made available.

Publication of the Price of the Shares

Except where the determination of the Net Asset Value has been suspended, in the circumstances described below, the Net Asset Value per Share shall be made public at the registered office of the Administrator on each Dealing Day. In addition, the Net Asset Value per Share shall be published in relation to each Dealing Day on Bloomberg.com. Such information shall relate to the Net Asset Value per Share for the previous Dealing Day and is published for information only. It is not an invitation to subscribe for, repurchase or convert Shares at that Net Asset Value.

Temporary Suspension of Valuation of the Shares and of Sales and Repurchases

The Company may temporarily suspend the determination of the Net Asset Value and the sale or repurchase of Shares in any Fund or Class during:-

(i) any period (other than ordinary holiday or customary weekend closings) when any market is closed which is the main market for a significant part of the Fund's investments, or when trading thereon is restricted or suspended;

(ii) any period during which disposal of investments which constitute a substantial portion of the assets of the Fund is not practically feasible;

(iii) any period when for any reason the prices of any investments of the Fund cannot be reasonably, promptly or accurately ascertained by the Administrator;

(iv) any period when remittance of monies which will, or may, be involved in the realisation of, or in the payment for, investments of the Fund cannot, in the opinion of the Directors, be carried out at normal rates of exchange;

(v) any period when proceeds of the sale or repurchase of the Shares cannot be transmitted to or from the Fund's account; or

(vi) upon the service on the Shareholders of a notice to consider a resolution to wind up a Fund or Class.

Any such suspension shall be notified immediately to the Central Bank.

Data Protection Notice

Investors should note that by completing the application form they have provided personal information, which may constitute "personal data" within the meaning of the Irish Data Protection Acts 1988 to 2018, the EU Data Protection Directive 95/46/EC, the EU ePrivacy

Directive 2002/58/EC (as amended) and any relevant transposition of, or successor or replacement to, those laws (including, when they come into force, the General Data Protection Regulation (Regulation (EU) 2016/679) ("**GDPR**") and the successor to the ePrivacy Directive) (together, the "**Data Protection Legislation**").

Investors' personal data will be used by the Company for the following purposes:

- to manage and administer an investor's holding in the Company and any related accounts on an ongoing basis in accordance with the contract between the investor and the Company;

- to carry out statistical analysis and market research as the Company's legitimate business interest;

- to comply with legal and regulatory obligations applicable to the investor and the Company from time to time including applicable anti-money laundering and counter terrorist financing legislation. In particular, in order to comply with the information reporting regimes set out in Section 891C and Section 891E to Section 891G (inclusive) of the Taxes Consolidation Act 1997 (as amended) and regulations made pursuant to those sections), Shareholders' personal data (including financial information) may be shared with the Irish Revenue Commissioners. They in turn may exchange information (including personal data and financial information) with foreign tax authorities (including the U.S. Internal Revenue Service and foreign tax authorities located outside the European Economic Area). Please consult the AEOI (Automatic Exchange of Information) webpage on www.revenue.ie for further information in this regard; and

- for any other specific purposes where the investor has given specific consent.

Investors' personal data may be disclosed by the Company to its delegates, professional advisors, service providers, regulatory bodies, auditors, technology providers and any duly authorised agents or related, associated or affiliated companies of the foregoing for the same or related purposes.

Investors' personal data may be transferred to countries which may not have the same or equivalent data protection laws as Ireland. If such transfer occurs, the Company is required to ensure that such processing of investors' personal data is in compliance with Data Protection Legislation and, in particular, that appropriate measures are in place such as entering into model contractual clauses (as published by the European Commission) or ensuring that the recipient is "Privacy Shield" certified, if appropriate. For more information on the means of transfer of investors' data or a copy of the relevant safeguards, please contact legal@shiplp.com.

Pursuant to the Data Protection Legislation, investors have a number of rights which may be exercised in respect of their personal data, *i.e.*:

- right of access to personal data held by the Company;

- the right to amend and rectify any inaccuracies in personal data held by the Company;

- the right to erase personal data held by the Company;

- the right to data portability of personal data held by the Company; and

- the right to request restriction of the processing of personal data held by the Company; and

- the right to object to processing of personal data by the Company.

These rights will be exercisable subject to limitations as provided for in the Data Protection Legislation. In certain circumstances it may not be feasible for the Company to discharge these rights, for example because of the structure of the Company or the manner in which the Shareholder holds Shares in a Fund. Investors may make a request to the Company to exercise these rights by contacting legal@shiplp.com.

Please note that personal data may be retained by the Company for the duration of an investor's investment and afterwards in accordance with the Company's legal and regulatory obligations, including but not limited to the Company's record retention policy.

The Company is a data controller within the meaning of the Data Protection Legislation and undertakes to hold any personal information provided by investors in confidence and in accordance with the Data Protection Legislation. For queries, requests or comments in respect of this notice or the way in which the Company uses investors' personal data, please contact legal@shiplp.com. Investors have the right to lodge a complaint with the Office of the Data Protection Commissioner if they are dissatisfied with the manner in which their personal data is used by the Company.

MANAGEMENT AND ADMINISTRATION

The Board of Directors

The Board of Directors is responsible for managing the business affairs of the Company in accordance with the Articles of Association. The Directors may delegate certain functions to the Administrator, the Investment Manager, the Manager and other parties, subject to supervision and direction by the Directors and provided that the delegation does not prevent the Company from being managed in the best interests of its investors. The conduct of the Company's business shall be decided by at least two of the Directors.

The Directors and their principal occupations are set forth below.

Michael A. Angerthal is a U.S. citizen and resident. Mr. Angerthal is Executive Vice President, Chief Financial Officer and Treasurer for Virtus Investment Partners, Inc., the parent company of the Investment Manager ("Virtus"), and has held those positions since January 1, 2009 when Virtus became an independent public company. He also serves as its principal accounting officer. Mr. Angerthal also serves as an officer or board member of various Virtus affiliates and registered funds managed by Virtus affiliates. Mr. Angerthal joined Phoenix Investment Partners("PXP"), the predecessor to Virtus, as Senior Vice President, Chief Financial Officer in 2008. Prior to joining Virtus, Mr. Angerthal had been the Chief Financial Officer of CBRE Realty Finance, a publicly traded commercial real estate specialty finance company, from 2005 to 2008. Previously, he held several positions with GE Corporation, a diversified technology, media and financial services company, including Manager, Financial Planning & Analysis of GE Real Estate from 2002 to 2005; Staff Analyst, Investor Relations of GE Capital Corp. from 1999 to 2002; and Director, Finance of NBC from 1996 to 1999. Prior to GE, he was a Manager of Business Assurance in the audit practice of Coopers & Lybrand in New York. Mr. Angerthal holds an undergraduate degree in accounting from Pace University in New York and earned a Master of Business Administration from Columbia Business School. He is a Certified Public Accountant.

George R. Aylward is a U.S. citizen and resident. Mr. Aylward is President, Chief Executive Officer, and a member of the board of directors of Virtus. Mr. Aylward also serves as an officer or board member of various Virtus affiliates and registered funds managed by Virtus affiliates.

Mr. Aylward successfully directed the transition of Virtus to an independent public company with its spin-off from The Phoenix Companies in 2008. Mr. Aylward has more than 25 years of industry experience, joining Virtus' predecessor, PXP, in corporate finance in 1996 and then serving as Chief of Staff to the Chief Executive Officer of PXP's parent from 2002 to 2004, returning to PXP as Chief Operating Officer in 2004 and President in November 2006. Prior to joining Phoenix Investment Partners, Mr. Aylward was employed in the financial services group of PriceWaterhouse LLP. Mr. Aylward holds a Bachelor of Science degree in accounting from the University of Connecticut and a Master of Business Administration from the University of Massachusetts and earned the Certified Public Accountant designation. He serves on the Board of Governors of the Investment Company Institute.

Patrick Bradley is a U.S. citizen and resident. Mr. Bradley is Executive Vice President, Fund Services, for Virtus. He serves as the treasurer and chief financial officer of various registered funds managed by Virtus affiliates and manages all operational and financial matters for those funds. His responsibilities include customer service, transfer agency, accounting, tax, custody, security valuation, registration, treasury, lending, and financial reporting. Mr. Bradley joined Virtus in 2004 as second vice president, Fund Control and Tax. Prior to working for Virtus, Mr. Bradley was with Deloitte for 10 years in both Australia and the U.S., where his last position was assurance manager. During this time, Mr. Bradley served both public and private companies in the financial services industry, advising these clients on public and private securities offerings, complex financial instruments, mergers and acquisitions, due diligence reviews, and annual and quarterly reporting requirements under the Securities and Exchange Commission's rules and regulations. Mr. Bradley earned a bachelor's degree in accounting from the University of Connecticut. He is a Certified Public Accountant and a member of the Investment Company Institute Accounting & Treasurers' Committee.

Peter Wilby is a U.S. citizen and resident. He has more than 40 years of industry experience. Prior to founding Stone Harbor in 2006, Peter was chief investment officer of North American Fixed Income at Citigroup Asset Management, as well as a member of Citigroup Asset Management's executive committee. Additionally, he served as senior portfolio manager responsible for directing investment policy and strategy for all emerging markets debt and high yield portfolios. Peter was the head of fixed income, a senior portfolio manager for emerging markets debt and high yield, and a member of the investment policy committee at Salomon Brothers Asset Management. Earlier in his career Peter was at Prudential Investment Co. where he was a fixed income portfolio manager specialising in high yield debt securities and also director of the credit research unit, responsible for all corporate and sovereign credit research. He began his career at Deloitte, Haskin & Sells where he served in the Audit and Tax Department. He is a certified public accountant and member of the CFA Institute, the CFA Society New York, and the Council on Foreign Relations. He attained a BBA and MBA in Accounting from Pace University.

Vincent Dodd is an Irish citizen and resident. Mr. Dodd has over 30 years' experience in fund management, fund administration and private banking. Since 2003 he has acted as an advisor and independent director to a number of Irish and IFSC financial entities, UCITS, and exchange listed mutual funds. Mr. Dodd established and was appointed Head of Private Banking at KBC Bank Ireland from 1997 to 2003. Before joining KBC Bank, he was Head of Business Development at Bank of Ireland Securities Services, the custody and fund administration arm of the Bank of Ireland. From 1993 to 1997 he was a senior manager in the Private Clients Group of the Investment Bank of Ireland prior to joining Bank of Ireland Securities Services. Mr. Dodd received his BA in Economics and Politics from University College Dublin in 1986 and his DBA in Corporate Finance and Business Administration in 1987 from Queens University Belfast. Mr. Dodd is a member of the Institute of Directors. In 2010 Mr. Dodd completed the postgraduate diploma in Corporate Governance awarded by the Smurfit Business School of University College Dublin.

Carl O'Sullivan is an Irish citizen and resident. He was a partner in the firm of Arthur Cox where he specialised in financial services law until he retired on 31 December 2012. He qualified as a solicitor in 1983 and was employed as a solicitor with Irish Distillers Group Plc from 1983 to 1987 and Waterford Wedgwood Plc from 1987 to 1990. He joined Arthur Cox in 1990. He is a director of a number of companies operating in the International Financial Services Centre.

Werner Schwanberg is an Irish and German citizen and an Irish resident. Mr. Schwanberg retired as CEO of WGZ BANK Ireland plc in 2017. He began his career with Westdeutsche Landesbank GZ, Münster, Germany in the early 1970s, working subsequently with Lloyds Bank and Volksbank Greven, before joining the audit division of Dresdner Bank AG, Frankfurt-am-Main in 1986. In 1991 he moved to Ireland with the Dresdner Bank Group as head of client relations for Dresdner Asset Management Ireland Ltd. He was also responsible for bond issues at Dresdner's Irish corporate finance subsidiary and head of credit in the corporate lending subsidiary, Dresdner Bank (Ireland) plc. In 1998 Mr. Schwanberg was appointed managing director of Dresdner Bank (Ireland) plc, a position he held until December 2003. Mr. Schwanberg is a member of the Institute of Directors in Ireland and is a council member and former President of the German Irish Chamber of Industry and Commerce.

The Company Secretary is Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin D02 CK83, Ireland.

The Articles of Association do not stipulate a retirement age for Directors and do not provide for retirement of Directors by rotation. The Articles of Association provide that a Director may be a party to any transaction or arrangement with the Company or in which the Company is interested provided that he has disclosed to the Directors the nature and extent of any material interest which he may have. A Director may not vote in respect of any contract in which he has a material interest. However, a Director may vote in respect of any proposal concerning any other company in which he is interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that he is not the holder of 5% or more of the issued shares of any class of such company or of the voting rights available to members of such company. A Director may also vote in respect of any proposal concerning an offer of shares in which he is interested as a participant in an underwriting or sub-underwriting arrangement, and may also vote in respect of the giving of any security, guarantee or indemnity in respect of money lent by the Director to the Company or in respect of the giving of any security, guarantee or indemnity to a third party in respect of a debt obligation of the Company for which the Director has assumed responsibility in whole or in part.

The Manager

The Manager was incorporated in Ireland as a private limited liability company on 27 June 2018 under the Companies Act 2014 under registration number 629341 and is authorised by the Central Bank to act as a management company to UCITS funds pursuant to the Regulations. The Manager is engaged in the business of providing fund management, administration and marketing services.

The terms relating to the appointment of the Manager are set out in the Management Company Agreement. The Management Company Agreement provides that the appointment of the Manager will continue unless and until terminated by either the Manager or the Company giving to the other party not less than 90 days' written notice although in certain circumstances the Management Company Agreement may be terminated forthwith by notice in writing by either the Manager or the Company to the other party. The Management Company Agreement contains certain indemnities payable out of the assets of the relevant Fund in favour of the Manager which are restricted to exclude matters resulting from the fraud, bad faith, wilful default or negligence of the Manager in the performance or non-performance of its obligations and duties. The Management Company Agreement contains limited recourse provisions under which the recourse against the Company of the Manager in respect of any claims arising under or in relation to the Management Company Agreement is expressed to be limited to the Fund established in respect of the Shares to which such claims relate, and the Manager will have no recourse to any other assets of the Company. If following the realisation of the assets of the relevant Fund and the application of such realisation proceeds in payment of all claims of the Manager relating to the relevant Fund and all other liabilities (if any) of the Company ranking pari passu with or senior to such claims which have recourse to the relevant Fund (the "Relevant Date"), such claims are not paid in full, (a) the amount outstanding in respect of such claims will be automatically extinguished, (b) the Manager will have no further right of payment in respect thereof and (c) the Manager will not be able to petition for the winding up of the Company or the termination of any other Fund as a consequence of any such shortfall provided however that (a) and (b) above shall not apply to any assets of the Fund that may be subsequently held or recouped by the Fund between the Relevant Date and the date of termination of the Fund in accordance with the requirements of the Central Bank.

The directors of the Manager are Peter Wilby, David Scott, Paul Timlin, Vincent Dodd, Carol Mahon, George Aylward, Michael Angerthal and Rick Smirl. Peter Wilby, Vincent Dodd, George Aylward and Michael Angerthal are directors of both the Manager and the Company with their biographies set out in the section titled "The Board of Directors" above.

The biographies of David Scott, Paul Timlin, Carol Mahon and Rick Smirl are as follows:

Carol Mahon is an Irish resident. Ms. Mahon is an experienced director and currently acts as Executive and Non-Executive Director on a variety of boards, including for a Non-profit Organisation. Previously Ms. Mahon was the Head of Office of Hermes Fund Managers Ireland Limited (including its European branches) from November 2018 until April 2021. Prior to joining Federated Hermes, Ms. Mahon was the Chief Executive Officer for FIL Life Insurance (Ireland) Limited from March 2013 and Executive Director for FIL Fund Management (Ireland) Limited from January 2004. Before joining the Fidelity International Group in 2000, Ms. Mahon held a number of positions within MeesPierson Fund Services (Dublin) Limited. Ms. Mahon acted as a director (PCF 1 and 2) for a number of companies within the Federated Hermes and Fidelity Groups, including corporate entities and funds (UCITS and AIFs). Ms. Mahon holds a degree in Economics and German from University College Dublin, a diploma and certificate in Financial Services and a Masters of Business Administration from UCD Michael Smurfit Graduate Business School and has successfully completed the Certified Investment Fund Director programme.

David Scott is a UK resident. He is a Senior Portfolio Manager of the Investment Manager. Prior to joining the Investment Manager he was Managing Director of Citigroup Asset Management Ltd responsible for traditional global bond products and a member of the Investment Policy Committee at Salomon Brothers Asset Management Limited. Mr. Scott was also previously employed at JP Morgan Investment Management and Mercury Asset Management.

Paul Timlin is a UK resident. He is a Chartered Financial Analyst. He is the Head of International Business Development for Virtus and serves as Chief Executive Officer of the Sub-Investment Manager. Previously, he was Managing Director of Citigroup Asset Management Ltd responsible for institutional business in Europe from November 1999 to March 2006. Mr. Timlin was also a Director of business development in Europe for Barclays Global Investors, London from 1996 to 1999 responsible for institutional business in Switzerland. Mr, Timlin was previously an executive of Barclays de Zoette Wedd, Milan and a corporate banking executive with Barclays Bank, Edinburgh.

Rick Smirl is a U.S. resident. Mr. Smirl is executive vice president and chief operating officer of Virtus, and a member of the senior management team. He leads product management, oversight and development activities as well as investment operations and information technology. He also works closely with the company's affiliated managers and unaffiliated subadvisers to support the continued growth of the business by developing and introducing new products and further optimizing business support services. Mr. Smirl joined Virtus in 2021 from Russell Investments, where he was COO and oversaw all facets of the company's global operations. Prior to Russell Investments, he was COO at William Blair Investment Management, where he led the firm's operations, product development, fund services, finance, business analysis, risk management, and technology teams. He joined William Blair Investment

Management as chief legal counsel after serving as chief legal officer at Strong Capital Management. He began his career as an attorney specializing in securities law. Mr. Smirl holds a bachelor's degree in economics from the University of California at Irvine and a J.D. from Loyola Law School in Los Angeles.

The Company Secretary of the Manager is Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin D02 CK83, Ireland.

The Investment Manager and Distributor

The Investment Manager was organised in Delaware, U.S.A and is authorised and regulated by the Securities and Exchange Commission. The principal activity of the Investment Manager and Distributor is the provision of investment management services.

Prior to July 1, 2022 Stone Harbor was the Company's appointed investment manager. Stone Harbor was acquired by Virtus as of 1 January 2022 and, on July 1, 2022, Virtus merged its three fixed income advisers, including Stone Harbor, Newfleet and Seix Investment Advisors LLC, (each a "Division" of the Investment Manager) into a single legal entity, namely the Investment Manager. Each Division operates as a separate, independent and autonomous division of the Investment Manager. Each Division maintains distinct investment processes and philosophies, portfolio management teams, investment cultures and brands. Newfleet is responsible for the portfolio management of the Investment Grade and Multi-Sector Funds and the High Yield Funds on behalf of the Investment Manager. Stone Harbor is responsible for the portfolio management of the Emerging Market Debt Funds on behalf of the Investment Manager.

The terms relating to the appointment of the Investment Manager are set out in the Investment Management Agreement. The Investment Management Agreement provide that the Investment Manager shall be responsible for managing the assets of the Funds and for distributing the Shares. The Investment Manager will be liable to the Company and the Manager for any losses, liabilities, actions, proceedings, claims, costs and expenses (individually a "Loss", collectively "Losses") sustained by reason of its fraud, bad faith, wilful default, recklessness or negligence in respect of its obligations and duties under the Investment Management Agreement. The Manager shall indemnify and hold harmless the Investment Manager, out of the assets of the Company, and each of its directors, officers and authorised agents against all or any Losses (including without limitation reasonable legal fees and expenses) arising from the breach of this Agreement by the Company or the Manager in the performance of their duties or which otherwise may be suffered or incurred by the Investment Manager in the performance of its duties save where such Losses, claims, costs and expenses arise due to the fraud, bad faith, wilful default, recklessness or negligence of the Investment Manager, its directors, officers or authorised agents. The appointment of the Investment Manager shall continue in full force and effect unless and until terminated by either party giving not less than ninety days' written notice to the other or may be terminated in the event of the insolvency of the other party or an examiner, administrator or similar person is appointed to the other party or the inability of the other party to perform its obligations under applicable law or the failure to remedy a material breach of the Investment Management Agreement within fourteen days of being requested to do so.

Under the Investment Management Agreement, the Investment Manager may delegate the performance of its functions with respect to a Fund, including the discretionary management of the Fund's assets, to one or more sub-investment managers or other delegates. Information on any sub-investment manager(s) appointed by the Investment Manager will be provided to Shareholders on request. Details of all sub-investment managers will be disclosed in the annual and half-yearly reports of the relevant Fund. The Investment Manager may, in accordance with the requirements of the Central Bank, change the sub-investment manager if it determines that such a variance might better achieve the investment objectives of a Fund and there is no guarantee that any particular sub-investment manager will be appointed or will continue to be appointed to a Fund.

The Investment Manager may hire sub-investment managers or sub-advisors to manage the Company's assets while the ultimate responsibility for the investment and reinvestment of the Company's assets remains with the Investment Manager. Any fees payable to such sub-investment managers or sub-advisors shall be discharged from the Investment Manager investment management fee provided for on pages 94 and 95. Details of the sub-investment managers will be provided to the shareholders on request and details thereof will be disclosed in the periodic reports.

The Company or the Manager may appoint paying agents and local representative agents upon prior approval of the Central Bank. Under the terms of agreements between the Company or the Manager and each such paying agent or representative agent, the Company or the Manager is obligated to pay the paying agent or local representative agent a fee for its services as paying agent or local representative agent for the Company or the Manager in the particular country, which fee shall be at normal commercial rates for the relevant jurisdiction and shall be set forth in the Company’s accounts.

The Sub-Investment Manager

The Sub-Investment Manager is organized in the United Kingdom as a Limited Liability Partnership and is authorised to provide investment advisory services by the UK Financial Conduct Authority. The principal activity of the Sub-Investment Manager is the provision of investment management services.

The Sub-Investment Manager is appointed as sub-investment manager of all of the Funds.

The Administrator

The Company has appointed BNY Mellon Fund Services (Ireland) Designated Activity Company to act as administrator, registrar and transfer agent of the Company with responsibility for performing the day to day administration of the Company, including the calculation of the Net Asset Value and the Net Asset Value per Share of each Fund. The Administrator was incorporated as a private limited company in Ireland on 31st May 1994 and was subsequently converted to a designated activity company on 27th January 2016 under the Companies Act 2014 (as amended). The Administrator is engaged in the provision of fund administration, accounting, registration, transfer agency and related shareholders services to collective investment schemes and investment funds. The Administrator is authorised by the Central Bank under the Investment Intermediaries Act, 1995.

The Administration Agreement provides that it will continue in force unless and until terminated by the Company or the Administrator giving to the other of them not less than 90 days' written notice although in certain circumstances the agreement may be terminated immediately by either party. Under this agreement the Administrator shall carry out its duties and obligations and exercise its powers and discretions under the agreement using its reasonable endeavours and applying the level of due skill, care and expertise that is expected of a professional administrator.

The Administrator shall not be liable for any loss of any nature whatsoever suffered by the Company, any Fund or the Shareholders in connection with the performance of its obligations under the Administration Agreement, or its improper performance of them, except where that loss results directly from negligence, bad faith, fraud, wilful default or recklessness on the part of the Administrator in the performance or non-performance of its duties or obligations pursuant to the agreement. Notwithstanding any other provision of the agreement, the Administrator shall not be liable for any indirect, special or consequential loss howsoever arising out of or in connection with the agreement.

The Company shall indemnify the Administrator against all actions, proceedings and claims (including claims of any person purporting to be the beneficial owner of any part of the Investments or Shares) and against all costs, demands and expenses (including legal and professional expenses) arising therefrom which may be brought against, suffered or incurred by the Administrator in the performance or non-performance of its obligations and duties hereunder and from and against all taxes on profits or gains of the Company or a Fund which may be assessed upon or become payable by the Administrator provided that such indemnity shall not be given where the Administrator, its delegates, servants or agents is or are guilty of negligence, bad faith, fraud, wilful default or recklessness in the performance or non-performance of its or their duties under the agreement.

The Depositary

The Company has appointed The Bank of New York Mellon SA/NV, Dublin branch to act as Depositary of the Company's assets pursuant to the Depositary Agreement.

The Depositary is a limited liability company established in Belgium on 30 September 2008. The principal activity of the Depositary is asset servicing, which is provided to both third party and to internal clients within The Bank of New York Mellon group. The Depositary is regulated and supervised as a significant credit institution by the European Central Bank (ECB) and the National Bank of Belgium (NBB) for prudential matters and under the supervision of the Belgian Financial Services and Markets Authority (FSMA) for conduct of business rules. It is regulated by the Central Bank of Ireland for conduct of business rules.

Both the Administrator and the Depositary are wholly-owned indirect subsidiaries of The Bank of New York Mellon Corporation. BNY Mellon is a global financial services company focused on helping clients manage and service their financial assets, operating in 35 countries and serving more than 100 markets. BNY Mellon is a leading provider of financial services for institutions, corporations and high-net-worth individuals, providing superior asset management and wealth management, asset servicing, issuer services, clearing services and treasury services through a worldwide client-focused team. As at 31 March 2023, it had US$46.6 trillion in assets under custody and administration and US$1.9 trillion in assets under management.

The Depositary's principal duties under the Regulations are as follows:

1. ensuring that the Funds' cash flows are properly monitored;
2. safekeeping of the Funds' assets, including, inter alia, verification of ownership;
3. ensuring that the issue, redemption, cancellation and valuation of Shares are carried out in accordance with the Instrument of Incorporation and applicable law, rules and regulations;
4. ensuring that in transactions involving the Funds' assets, any consideration is remitted to the relevant Fund within the usual time limits;
5. ensuring that the Funds' income is applied in accordance with the Instrument of Incorporation, applicable law, rules and regulations; and
6. carrying out instructions of the Company unless they conflict with the Instrument of Incorporation or applicable law, rules and regulations.

The Depositary is also obliged to enquire into the conduct of the Company in each financial year and report thereon to the Shareholders.

Under the terms of the Depositary Agreement, the Depositary may delegate its safekeeping obligations provided that (i) the services are not delegated with the intention of avoiding the requirements of the Regulations, (ii) the Depositary can demonstrate that there is an objective reason for the delegation and (iii) the Depositary has exercised all due skill, care and diligence in the selection and appointment of any third party to whom it wants to delegate parts of the services, and keeps exercising all due skill, care and diligence in the periodic review and ongoing monitoring of any third party to whom it has delegated parts of its safekeeping services and of the arrangements of the third party in respect of the matters delegated to it. The liability of the Depositary will not be affected by virtue of any such delegation. As at the date of this Prospectus, the Depositary has sub-delegated safekeeping tasks to the delegates whose names are listed in Appendix V.

From time to time, conflicts may arise between the Depositary, and persons to whom it has delegated safekeeping duties, for example where an appointed delegate or sub-delegate is an affiliated group company which receives remuneration for another safekeeping service it provides to the Company.

The Depositary and/or its affiliates may receive fees for settlement and administrative services provided to collective investment schemes (including money market funds) units or shares of which the Depositary and/or its affiliates may subscribe for on behalf of the Company. The Depositary and/or its affiliates shall not be liable to account to the relevant Fund for any profits or benefits made or derived by or in connection with any such subscription.

In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to applicable laws.

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

The Depositary is liable to the Company and the Shareholders for the loss by the Depositary or a third party to whom the safekeeping of financial instruments held in custody has been delegated. In the case of such a loss of a financial instrument held in custody, the Depositary shall return a financial instrument of identical type or the corresponding amount to the Company or the Manager acting on behalf of the Company without undue delay. The Depositary shall not liable if it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The Depositary Agreement provides that it will continue in force unless and until terminated by either party giving not less than 90 days' prior written notice to the other, although termination may be immediate in certain circumstances provided that the Depositary's appointment may not be terminated nor may the Depositary retire from its appointment unless a replacement has been approved by the Central Bank or the authorisation of the Company has been revoked by the Central Bank.

Shareholders of the Company may, directly or indirectly through the Company, invoke claims relating to the liability of its Depositary regardless of the legal nature between the Depositary, the Company and Shareholders provided that the right of Shareholders to invoke the liability of the Depositary should not lead to a duplication of redress or to unequal treatment of Shareholders.

TAXATION

The following is a general summary of the main Irish tax considerations applicable to the Company and certain investors in the Company who are the beneficial owners of Shares in the Company. It does not purport to deal with all of the tax consequences applicable to the Company or to all categories of investors, some of whom may be subject to special rules. For instance, it does not address the tax position of Shareholders whose acquisition of Shares in the Company would be regarded as a shareholding in a Personal Portfolio Investment Undertaking (PPIU). Accordingly, its applicability will depend on the particular circumstances of each Shareholder. It does not constitute tax advice and Shareholders and potential investors are advised to consult their professional advisors concerning possible taxation or other consequences of purchasing, holding, selling, converting or otherwise disposing of the Shares under the laws of their country of incorporation,

establishment, citizenship, residence or domicile, and in the light of their particular circumstances.

The following statements on taxation are based on advice received by the Directors regarding the law and practice in force in Ireland at the date of this document. Legislative, administrative or judicial changes may modify the tax consequences described below and 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 will endure indefinitely.

Taxation of the Company

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

Chargeable Event

However, Irish tax can arise on the happening of a "**chargeable event**" in the Company. A chargeable event includes any payments of distributions to Shareholders, any encashment, repurchase, redemption, cancellation or transfer of Shares and any deemed disposal of Shares as described below for Irish tax purposes arising as a result of holding Shares in the Company for a period of eight years or more. Where a chargeable event occurs, the Company is required to account for the Irish tax thereon.

No Irish tax will arise in respect of a chargeable event where:

(a) the Shareholder is neither resident nor ordinarily resident in Ireland ("**Non-Irish Resident**") and it (or an intermediary acting on its behalf) has made the necessary declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained in the declaration is not, or is no longer, materially correct; or

(b) the Shareholder is Non-Irish Resident and has confirmed that to the Company and the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn; or

(c) the Shareholder is an Exempt Irish Resident as defined below.

A reference to "**intermediary**" means an intermediary within the meaning of Section 739B(1) of the TCA, being a person who (a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or (b) holds units in an investment undertaking on behalf of other persons.

In the absence of a signed and completed declaration or written notice of approval from the Revenue Commissioners, as applicable, being in the possession of the Company at the relevant time there is a presumption that the Shareholder is resident or ordinarily resident in Ireland ("**Irish Resident**") or is not an Exempt Irish Resident and a charge to tax arises.

A chargeable event does not include:

- 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 Revenue Commissioners; or

- a transfer of Shares between spouses/civil partners and any transfer of Shares between spouses/civil partners or former spouses/civil partners on the occasion of judicial separation, decree of dissolution and/or divorce, as appropriate; or

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

- an exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the TCA) of the Company with another investment undertaking.

If the Company becomes liable to account for tax on a chargeable event, the Company shall be entitled to deduct from the payment arising on that chargeable event an amount equal to the appropriate tax and/or, where applicable, to repurchase and cancel such number of Shares held by the Shareholder as is 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.

Deemed Disposals

The Company may elect not to account for Irish tax in respect of deemed disposals in certain circumstances. Where the total value of Shares in a Fund held by Shareholders who are Irish Resident and, who are not Exempt Irish Residents as defined below, is 10% or more of the Net Asset Value of the Fund, the Company will be liable to account for the tax arising on a deemed disposal in respect of Shares in that Fund as set out below. However, where the total value of Shares in the Fund held by such Shareholders is less than 10% of the Net Asset Value of the Fund, the Company may, and it is expected that the Company will, elect not to account for tax on the deemed disposal. In this instance, the Company will notify relevant Shareholders that it has made such an election and those Shareholders will be obliged to account for the tax arising under the self assessment system themselves. Further details of this are set out below under the heading "Taxation of Irish Resident Shareholders".

Irish Courts Service

Where Shares are held by the Irish Courts Service the Company is not required to account for Irish tax on a chargeable event in respect of those Shares. Rather, where money under the control or subject to the order of any Court is applied to acquire Shares in the Company, the Courts Service assumes, in respect of the Shares acquired, the responsibilities of the Company to, *inter alia*, account for tax in respect of chargeable events and file returns.

Exempt Irish Resident Shareholders

The Company will not be required to deduct tax in respect of the following categories of Irish Resident Shareholders, provided the Company has in its possession the necessary declarations from those persons (or an intermediary acting on their behalf) and the Company is not in possession of any information which would reasonably suggest that the information contained in the declarations is not, or is no longer, materially correct. A Shareholder who comes within any of the categories listed below and who (directly or through an intermediary) has provided the necessary declaration to the Company is referred to herein as an "**Exempt Irish Resident**":

(a) a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the TCA, or a retirement annuity contract or a trust scheme to which Section 784 or Section 785 of the TCA, applies;
(b) a company carrying on life business within the meaning of Section 706 of the TCA;
(c) an investment undertaking within the meaning of Section 739B(1) of the TCA,

(d) an investment limited partnership within the meaning of Section 739J of the TCA;
(e) a special investment scheme within the meaning of Section 737 of the TCA;
(f) a charity being a person referred to in Section 739D(6)(f)(i) of the TCA;
(g) a qualifying management company within the meaning of Section 739B(1) of the TCA;
(h) a unit trust to which Section 731(5)(a) of the TCA applies;
(i) a person who is entitled to exemption from income tax and capital gains tax under Section 784A(2) of the TCA where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
(j) a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the TCA, and the Shares are assets of a PRSA;
(k) a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
(l) the National Asset Management Agency;
(m) the National Asset 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 of Ireland is the sole beneficial owner or Ireland acting through the National Treasury Management Agency;
(n) the Motor Insurers' Bureau of Ireland in respect of an investment made by it of moneys paid to the Motor Insurers Insolvency Compensation Fund under the Insurance Act 1964 (amended by the Insurance (Amendment) Act 2018), and the Motor Insurers' Bureau of Ireland;
(o) a company within the charge to corporation tax in accordance with Section 110(2) of the TCA (securitisation companies);
(p) in certain circumstances, a company within the charge to corporation tax in respect of payments made to it by the Company; or
(q) any other person who is resident or 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 the tax exemptions associated with the Company.

There is no provision for any refund of tax to Shareholders who are Exempt Irish Residents where tax has been deducted in the absence of the necessary declaration. A refund of tax may only be made to corporate Shareholders who are within the charge to Irish corporation tax.

Exempt Irish Resident Shareholders may be subject to Irish taxes on income or gains from their Shares under the self-assessment system of taxation depending on their own specific circumstances.

Taxation of Non-Irish Resident Shareholders

Non-Irish Resident Shareholders who (directly or through an intermediary) have made the necessary declaration of non-residence in Ireland, where required, are not liable to Irish tax on the income or gains arising to them from their investment in the Company and no tax will be deducted on distributions from the Company or payments by the Company in respect of an encashment, repurchase, redemption, cancellation or other disposal of their investment. Such Shareholders are generally not liable to Irish tax in respect of income or gains made from holding or disposing of Shares except where the Shares are attributable to an Irish branch or agency of such Shareholder.

Unless the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn, in the event that a non-resident Shareholder (or an intermediary acting on its behalf) fails to make the necessary declaration of non-residence, tax will be deducted as described above on the happening of a chargeable event and notwithstanding that the Shareholder is not resident or ordinarily resident in Ireland any such tax deducted will generally not be refundable.

Where a Non-Irish Resident company holds Shares in the Company which are attributable to an Irish branch or agency, it will be liable to Irish corporation tax in respect of income and capital distributions it receives from the Company under the self assessment system.

Taxation of Irish Resident Shareholders

Deduction of Tax

Tax will be deducted and remitted to the Revenue Commissioners by the Company from any distributions made by the Company to an Irish Resident Shareholder who is not an Exempt Irish Resident at the rate of 41%.

Tax will also be deducted by the Company and remitted to the Revenue Commissioners from any gain arising on an encashment, repurchase, redemption, cancellation or other disposal of Shares by such a Shareholder at the rate of 41%. Any gain will be computed as the difference between the value of the Shareholder's investment in the Company at the date of the chargeable event and the original cost of the investment as calculated under special rules.

Where the Shareholder is an Irish resident company and the Company is in possession of a relevant declaration from the Shareholder that it is a company and which includes the company's tax reference number, tax will be deducted by the Company from any distributions made by the Company to the Shareholder and from any gains arising on an encashment, repurchase, redemption, cancellation or other disposal of shares by the Shareholder at the rate of 25%.

Deemed Disposals

Tax will also be deducted by the Company and remitted to the Revenue Commissioners in respect of any deemed disposal where the total value of Shares in a Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is 10% or more of the Net Asset Value of the Fund. A deemed disposal will occur on each and every eighth anniversary of the acquisition of Shares in the Fund by such Shareholders. The deemed gain will generally be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary or, as described below where the Company so elects, the value of the Shares on the later of the 30 June or 31 December prior to the date of the deemed disposal and the relevant cost of those Shares. The excess arising will be taxable at the rate of 41% (or in the case of Irish resident corporate Shareholders where a relevant declaration has been made, at the rate of 25%). Tax paid on a deemed disposal should be creditable against the tax liability on an actual disposal of those Shares.

Where the Company is obliged to account for tax on deemed disposals it is expected that the Company will elect to calculate any gain arising for Irish Resident Shareholders who are not Exempt Irish Residents by reference to the Net Asset Value of the relevant Fund on the later of the 30 June or 31 December prior to the date of the deemed disposal, in lieu of the value of the Shares on the relevant eight year anniversary.

The Company may elect not to account for tax arising on a deemed disposal where the total value of Shares in the relevant Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is less than 10% of the Net Asset Value of the Fund. In this case, such Shareholders will be obliged to account for the tax arising on the deemed disposal under the self assessment system themselves. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary and the relevant cost of those Shares. The excess arising will be regarded as an amount taxable under Case IV of Schedule D and will be subject to tax where the Shareholder is a company, at the rate of 25%, and where the Shareholder is not a company, at the rate of 41%. Tax paid on a deemed disposal should be creditable against the tax payable on an actual disposal of those Shares.

Residual Irish Tax Liability

Corporate Shareholders resident in Ireland which receive payments from which tax has been deducted will be treated as having received an annual payment chargeable to tax under Case IV of Schedule D from which tax at the rate of 25% (or 41% if no declaration has been made) has been deducted. Subject to the comments below concerning tax on a currency gain, in general, such Shareholders will not be subject to further Irish tax on payments received in respect of their holding from which tax has been deducted. A corporate Shareholder resident in Ireland which holds the Shares in connection with a trade will be taxable on any income or gains received from the Company as part of that trade with a set-off against corporation tax payable for any tax deducted from those payments by the Company. In practice, where tax at a rate higher than 25% has been deducted from payments to a corporate Shareholder resident in Ireland, a credit of the excess tax deducted over the higher corporation tax rate of 25% should be available.

Subject to the comments below concerning tax on a currency gain, in general, non-corporate Irish Resident Shareholders will not be subject to further Irish tax on income arising on the Shares or gains made on disposal of the Shares, where the appropriate tax has been deducted by the Company from distributions paid to them.

Where a currency gain is made by a Shareholder on the disposal of Shares, the Shareholder will be liable to capital gains tax, currently at the rate of 33%, in respect of that gain in the year/s of assessment in which the Shares are disposed of.

Any Irish Resident Shareholder who is not an Exempt Irish Resident and who receives a distribution from which tax has not been deducted or who receives a gain on an encashment, repurchase, redemption, cancellation or other disposal from which tax has not been deducted, (for example, because the Shares are held in a recognised clearing system) will be liable to account for income tax or corporation tax as the case may be on the payment or on the amount of the gain under the self-assessment system and in particular, Part 41A of the TCA.

Pursuant to Section 891C of the TCA and the Return of Values (Investment Undertakings) Regulations 2013, the Company is obliged to report certain details in relation to Shares held by investors to the Revenue Commissioners on an annual basis. The details to be reported include the name, address and date of birth if on record of, and the investment number associated with and the value of the Shares held by, a Shareholder. In respect of Shares acquired on or after 1 January 2014, the details to be reported also include the tax reference number of the Shareholder (being an Irish tax reference number or VAT registration number, or in the case of an individual, the individual's PPS number) or, in the absence of a tax reference number, a marker indicating that this was not provided. These provisions do not require such details are to be reported in respect of Shareholders who are:

- Exempt Irish Residents (as defined above);
- Shareholders who are neither Irish Resident nor ordinarily resident in Ireland (provided the relevant declaration has been made); or
- Shareholders whose Shares are held in a recognised clearing system.

However, all investors should note the section entitled "Automatic Exchange of Information" for information on additional investor information gathering and reporting requirements to which the Company is subject.

Overseas Dividends

Dividends (if any) and interest which the Company receives with respect to investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of the investments are located. It is not known whether the Company will be able to benefit from reduced rates of withholding tax under the provisions of the double tax treaties which Ireland has entered into with various countries.

However, in the event that the Company receives any repayment of withholding tax suffered, the Net Asset Value of the relevant Fund will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of such repayment.

Stamp Duty

On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, generally, no stamp duty will be payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. However, where any subscription for or redemption of Shares is satisfied by an in-kind or in specie transfer of Irish securities or other Irish property, Irish stamp duty might arise on the transfer of such securities or properties.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities of a company or other body corporate not registered in Ireland, 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 of the TCA or a qualifying company within the meaning of Section 110 of the TCA) which is registered in Ireland.

Capital Acquisitions Tax

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, either the Shareholder disposing of the Shares is neither domiciled nor ordinarily resident in Ireland or the disposition is not subject to Irish law; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

Residence

In general, investors in the Company will be either individuals, corporate entities or trusts. Under Irish rules, both individuals and trusts may be resident or ordinarily resident. The concept of ordinary residence does not apply to corporate entities.

Individual Investors

Test of Residence

An individual will be regarded as resident in Ireland for a particular tax year if the individual is present in Ireland: (1) for a period of at least 183 days in any one tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is resident in Ireland for at least 31 days in each tax year. In determining days present in Ireland, an individual is deemed to be present if he / she is present in the country at any time during the day.

If an individual is not resident in Ireland in a particular tax year the individual may, in certain circumstances, elect to be treated as resident.

Test of Ordinary Residence

If an individual has been resident for the three previous tax years then the individual will be deemed "ordinarily resident" from the start of the fourth year. An individual will remain ordinarily resident in Ireland until the individual has been non-resident for three consecutive tax years.

Trust Investors

A trust will generally be regarded as resident in Ireland where all of the trustees are resident in Ireland. Trustees are advised to seek specific tax advice if they are in doubt as to whether the trust is resident in Ireland.

Corporate Investors

A company will be resident in Ireland if its central management and control is in Ireland or (in certain circumstances) if it is incorporated in Ireland. For Ireland to be treated as the location of a company's central management and control this typically means Ireland is the location where all fundamental policy decisions of the company are made.

All companies incorporated in Ireland are resident in Ireland for tax purposes except where:

the company is regarded as resident in a country other than Ireland and not resident in Ireland under a double taxation agreement between Ireland and that other country.

Automatic Exchange of Information

Irish reporting financial institutions, such as the Company, have reporting obligations in respect of certain investors under FATCA as implemented pursuant to the Ireland – US intergovernmental agreement and/or the OECD's Common Reporting Standard (see below).

Shareholders can obtain more information on the Company's tax reporting obligations on the website of the Irish Revenue Commissioners (which is available at: http://www.revenue.ie/en/business/aeoi/index.html) or the following link in the case of CRS only: http://www.oecd.org/tax/automatic-exchange/.

FATCA

The Company is required to comply with the U.S. reporting and withholding requirements "Foreign Account Tax Compliance Act" provisions ("FATCA"), and the Intergovernmental Agreement ("IGA") entered into by Ireland and the US in this context.

The IGA provides for the automatic reporting and exchange of information in relation to accounts held in Irish "financial institutions" by U.S. persons and the reciprocal exchange of information regarding U.S. financial accounts held by Irish Residents. The Company will be subject to these rules. Complying with such requirements will require the Company to request and obtain certain information and documentation from its Shareholders, other account holders and (where applicable) the beneficial owners of its Shareholders and to provide any information and documentation indicating direct or indirect ownership by U.S. persons to the competent authorities in Ireland. Shareholders and other account holders will be required to comply with these requirements, and non-complying Shareholders may be subject to compulsory redemption and/or U.S withholding tax of 30% on withholdable payments and/or other monetary penalties.

The IGA provides that Irish financial institutions will report to the Revenue Commissioners in respect of U.S. account-holders and, in exchange, U.S. financial institutions will be required to report to the IRS in respect of any Irish resident account-holders. The two tax authorities will then automatically exchange this information on an annual basis.

The Company (and/or any of its duly appointed agents) shall be entitled to require Shareholders to provide information regarding their tax status, identity or residency in order to satisfy any reporting requirements which the Company may have as a result of the IGA or any legislation promulgated in connection with the IGA and Shareholders will be deemed, by their subscription for or holding of Shares to have authorised the automatic disclosure of such information by the Company or any other person to the relevant tax authorities.

Common Reporting Standard

The Common Reporting Standard ("CRS") is a global OECD tax information exchange initiative aimed at encouraging a coordinated approach to disclosure of income earned by individuals and organisations. The main objective of the CRS is to provide for the annual automatic exchange of certain financial account information between relevant tax authorities of participating jurisdictions. Ireland has provided for the implementation of CRS through Sections 891C and 891G of the TCA and the enactment of the CRS Regulations.

Accordingly, the Company is required to collect and provide certain information to the Revenue Commissioners about tax arrangements of Shareholders (and, in particular situations, in relation to relevant Controlling Persons of such Shareholders). 'Controlling Persons' for these purposes generally means the natural persons who exercise control over an entity. The Company, or a person appointed by the Company, will request and obtain the relevant information required under CRS from its Shareholders or beneficial owners of any such account holders. The Company, or a person appointed by the Company, will report the information required to the Revenue Commissioners by 30 June in the year following the year of assessment for which a return is due. The Revenue Commissioners will share the appropriate information with the relevant tax authorities in participating jurisdictions.

GENERAL

Conflicts of Interest, Best Execution and Exercising of Voting Rights

The Company has adopted a policy designed to ensure that in all transactions a reasonable effort is made to avoid conflicts of interest and, when they cannot be avoided, such conflicts are managed that the Funds and their shareholders are fairly treated. The Investment Manager, the Depositary, the Administrator and the Manager may from time to time act as investment manager, investment adviser, custodian, administrator, company secretary, dealer or distributor in relation to, or be otherwise involved in, other funds established by parties other than the Company which have similar investment objectives to those of the Company and any Fund. The Investment Manager, and its affiliates shall not be under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of (or share with the Company or inform the Company of) any such transaction or any benefit received by any of them from any such transaction, but will allocate any such opportunities on an equitable basis between the Company and other clients, taking into consideration the investment objectives, investment limitations, capital available for investment and diversification posture of the Company and other clients. The Investment Manager may hold Shares in any Fund. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interests with the Company and a Fund. Each will, at all times, have regard in such event to its obligations to the Company and the Fund and will ensure that such conflicts are resolved fairly.

In addition, any of the Directors, the Investment Manager or the Depositary, the delegates or sub-delegates of the Depositary (excluding any non-group company sub-custodians appointed by the Depositary) and any associated or group company of the Depositary or a delegate or sub-delegate may deal, as principal or agent, with the Company in respect of the assets of the Funds, provided that such dealings are negotiated on an arm's length basis. Transactions shall be in the best interests of Shareholders.

Dealings will be deemed to have been negotiated at arm's length if: (a) the value of the transaction is certified by either (i) a person who has been approved by the Depositary as being independent and competent or (ii) a person who has been approved by the Directors as being independent and competent in the case of transactions involving the Depositary; (b) the transaction is executed on best terms on an organised investment exchange in accordance with the rules of the relevant exchange; or (c) where (a) and (b) are not practical, the transaction is executed on terms which the Depositary or, in the case of a transaction involving the Depositary, the Directors, are satisfied are negotiated at arm's length and are in the best interests of Shareholders. The Depositary or, in the case of a transaction involving the Depositary, the Directors, shall document how it complied with the requirements of paragraphs (a), (b) or (c) above. Where transactions are conducted in accordance with paragraph (c) above, the Depositary or, in the case of a transaction involving the Depositary, the Directors, shall document its or their rationale for being satisfied that the transaction conformed to the principles outlined here.

Conflicts of interest may arise as a result of transactions in FDI and efficient portfolio management techniques and instruments. For example, the counterparties to, or agents, intermediaries or other entities which provide services in respect of, such transactions may be related to the Company or the Depositary. As a result, those entities may generate profits, fees or other income or avoid losses through such transactions. Furthermore, conflicts of interests may also arise where the collateral provided by such entities is subject to a valuation or haircut applied by a related party.

The Company has adopted a policy designed to ensure that its service providers act in the Funds' best interests when executing decisions to deal and placing orders to deal on behalf of those Funds in the context of managing the Funds' portfolios. For these purposes, all reasonable steps must be taken to obtain the best possible result for the Funds, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, research services provided by the broker to the Investment Manager , or any other consideration relevant to the execution of the order. Information about the Company' execution policy and any material change to the policy are available to Shareholders at no charge upon request.

The Investment Manager and/or its affiliates may invest, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Company. Neither the Investment Manager nor any of its affiliates is under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of or share with the Company or inform the Company of any such transaction or any benefit received by any of them from any such transaction, but will allocate any such opportunities on an equitable basis between the Company and other clients.

The Investment Manager may be responsible for valuing certain securities held by the Funds. The Investment Manager is paid a fee which is a percentage of the Net Asset Value of each Class. Consequently a conflict of interest could arise between its interest and those of the Funds. In the event of such a conflict of interests, the Investment Manager shall have regard to its obligations to the Company, the Manager and the Fund and will ensure that such a conflict is resolved fairly and in the best interests of the Shareholders.

The Manager may be responsible for valuing certain securities held by the Funds. The Manager is paid a fee which is a percentage of the Net Asset Value of each Fund. Consequently a conflict of interest could arise between its interest and those of the Funds. In the event of such a conflict of interests, the Manager shall have regard to its obligations to the Company and the

Fund and will ensure that such a conflict is resolved fairly and in the best interests of the Shareholders.

The Company has developed a strategy for determining when and how voting rights are exercised. Details of the actions taken on the basis of those strategies are available to Shareholders at no charge upon request.

The Share Capital

The share capital of the Company shall at all times equal the Net Asset Value of the Company. The Directors are empowered to issue up to five hundred billion Shares of no par value in the Company at the Net Asset Value per Share on such terms as they may think fit. There are no rights of pre-emption upon the issue of Shares in the Company. As of the date of this document the Company has issued Subscriber Shares to the value of EUR 2. The Subscriber Shares do not participate in the assets of any Fund. The Company reserves the right to redeem some or all of the Subscriber Shares provided that the Company at all times has a minimum issued share capital to the value of EUR 300,000.

Each of the Shares entitles the Shareholder to participate equally on a *pro rata* basis in the dividends and net assets of the Fund attributable to the relevant class in respect of which they are issued, save in the case of dividends declared prior to becoming a Shareholder. The Subscriber Shares' entitlement is limited to the amount subscribed and accrued interest thereon.

The proceeds from the issue of Shares shall be applied in the books of the Company to the relevant Fund and shall be used in the acquisition on behalf of the relevant Fund of assets in which the Fund may invest. The records and accounts of each Fund shall be maintained separately.

The Directors reserve the right to redesignate any class of Shares from time to time, provided that shareholders in that class shall first have been notified by the Company that the Shares will be redesignated and shall have been given the opportunity to have their Shares repurchased by the Company, except that this requirement shall not apply where the Directors redesignate Shares in issue in order to facilitate the creation of an additional class of Shares.

Each of the Shares entitles the holder to attend and vote at meetings of the Company and of the Fund represented by those Shares. No class of Shares confers on the holder thereof any preferential or pre-emptive rights or any rights to participate in the profits and dividends of any other class of Shares or any voting rights in relation to matters relating solely to any other class of Shares.

Any resolution to alter the class rights of the Shares requires the approval of three quarters of the holders of the Shares represented or present and voting at a general meeting duly convened in accordance with the Articles of Association.

The Articles of Association of the Company empower the Directors to issue fractional Shares in the Company. Fractional Shares may be issued and shall not carry any voting rights at general meetings of the Company or of any Fund or class and the Net Asset Value of any fractional Share shall be the Net Asset Value per Share adjusted in proportion to the fraction.

It is intended that all but two of the Subscriber Shares will be repurchased by the Company at their Net Asset Value on the Dealing Day on which the first issue of Shares is effected after the Initial Offer Period. The Subscriber Shares entitle the Shareholders holding them to attend and vote at all meetings of the Company, but do not entitle the holders to participate in the dividends or net assets of any Fund or of the Company.

The Funds And Segregation Of Liability

The Company is an umbrella fund with segregated liability between Funds and each Fund may comprise one or more Classes of Shares in the Company. The Directors may, from time to time, upon the prior approval of the Central Bank, establish further Funds by the issue of one or more separate Classes of Shares on such terms as the Directors may resolve. The Directors may, from time to time, in accordance with the requirements of the Central Bank, establish one or more separate Classes of Shares within each Fund on such terms as the Directors may resolve.

The assets and liabilities of each Fund will be allocated in the following manner:

(a) the proceeds from the issue of Shares representing a Fund shall be applied in the books of the Company to the Fund and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions of the Constitution;

(b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Fund as the assets from which it was derived and in each valuation of an asset, the increase or diminution in value shall be applied to the relevant Fund;

(c) where the Company incurs a liability which relates to any asset of a particular Fund or to any action taken in connection with an asset of a particular Fund, such a liability shall be allocated to the relevant Fund, as the case may be; and

(d) where an asset or a liability of the Company cannot be considered as being attributable to a particular Fund, such asset or liability, subject to the approval of the Depositary, shall be allocated to all the Funds pro rata to the net asset value of each Fund.

Any liability incurred on behalf of or attributable to any Fund shall be discharged solely out of the assets of that Fund, and neither the Company nor any Director, receiver, examiner, liquidator, provisional liquidator or other person shall apply, nor be obliged to apply, the assets of any such Fund in satisfaction of any liability incurred on behalf of, or attributable to, any other Fund.

There shall be implied in every contract, agreement, arrangement or transaction entered into by the Company the following terms, that:

(i) the party or parties contracting with the Company shall not seek, whether in any proceedings or by any other means whatsoever or wheresoever, to have recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund;

(ii) if any party contracting with the Company shall succeed by any means whatsoever or wheresoever in having recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund, that party shall be liable to the Company to pay a sum equal to the value of the benefit thereby obtained by it; and

(iii) if any party contracting with the Company shall succeed in seizing or attaching by any means, or otherwise levying execution against, the assets of a Fund in respect of a liability which was not incurred on behalf of that Fund, that party shall hold those assets or the direct or indirect proceeds of the sale of such assets on trust for the Company and shall keep those assets or proceeds separate and identifiable as such trust property.

All sums recoverable by the Company shall be credited against any concurrent liability pursuant to the implied terms set out in (i) to (iii) above.

Any asset or sum recovered by the Company shall, after the deduction or payment of any costs of recovery, be applied so as to compensate the relevant Fund.

In the event that assets attributable to a Fund are taken in execution of a liability not attributable to that Fund, and in so far as such assets or compensation in respect thereof cannot otherwise be restored to the Fund affected, the Directors, with the consent of the Depositary, shall certify or cause to be certified, the value of the assets lost to the Fund affected and transfer or pay from the assets of the Fund or Funds to which the liability was attributable, in priority to all other claims against such Fund or Funds, assets or sums sufficient to restore to the Fund affected, the value of the assets or sums lost to it.

A Fund is not a legal person separate from the Company but the Company may sue and be sued in respect of a particular Fund and may exercise the same rights of set-off, if any, as between its Funds as apply at law in respect of companies and the property of a Fund is subject to orders of the court as it would have been if the Fund were a separate legal person.

Separate records shall be maintained in respect of each Fund.

Termination

All of the Shares or all of the Shares in a Fund or class may be repurchased by the Company in the following circumstances:

(i) a majority of votes cast at a general meeting of the Company or the relevant Fund or class, as appropriate, approve the repurchase of the Shares;

(ii) if so determined by the Directors, provided that not less than twenty one days' written notice has been given to the holders of the Shares of the Company or the Fund or the class, as appropriate, that all of the Shares of the Company, the Fund or the class, as the case may be, shall be repurchased by the Company; or

(iii) if no replacement custodian shall have been appointed during the period of ninety days commencing on the date the Depositary or any replacement thereof shall have notified the Company of its desire to retire as custodian or shall have ceased to be approved by the Central Bank.

Where a repurchase of Shares would result in the number of Shareholders falling below two or such other minimum number stipulated by statute or where a repurchase of Shares would result in the issued share capital of the Company falling below such minimum amount as the Company may be obliged to maintain pursuant to applicable law, the Company may defer the repurchase of the minimum number of Shares sufficient to ensure compliance with applicable law. The repurchase of such Shares will be deferred until the Company is wound up or until the Company procures the issue of sufficient Shares to ensure that the repurchase can be effected. The Company shall be entitled to select the Shares for deferred repurchase in such manner as it may deem to be fair and reasonable and as may be approved by the Depositary.

On a winding up or if all of the Shares in any Fund are to be repurchased, the assets available for distribution (after satisfaction of creditors' claims) shall be distributed *pro rata* to the holders of the Shares in proportion to the number of the Shares held in that Fund. The balance of any assets of the Company then remaining that are not attributable to any particular Fund shall be apportioned among the Funds *pro rata* to the Net Asset Value of each Fund immediately prior to any distribution to Shareholders and shall be distributed among the Shareholders of each

Fund *pro rata* to the number of Shares in that Fund held by them. To the extent not violating applicable laws, and with the authority of an ordinary resolution of the Shareholders or with the consent of any Shareholder, the Company may make distributions *in specie* to Shareholders or to any individual Shareholder who so consents. At the request of any Shareholder the Company shall arrange the sale of such assets at the expense of such Shareholder and without any liability on the part of the Company, the Administrator or the Investment Manager if the proceeds of sale of any asset are less than the value of the assets at the time at which it was distributed *in specie*. The transaction costs incurred in the disposal of such investments shall be borne by the Shareholder. The Subscriber Shares do not entitle the holders to participate in the dividends or net assets of any Fund.

Meetings

All general meetings of the Company or of a Fund shall be held in Ireland. In each year the Company shall hold a general meeting as its annual general meeting. The quorum for general meetings shall be two persons present in person or by proxy. Twenty-one days' notice (excluding the day of posting and the day of the meeting) shall be given in respect of each general meeting of the Company. The notice shall specify the venue and time of the meeting and the business to be transacted at the meeting. A proxy may attend on behalf of any Shareholder. An ordinary resolution is a resolution passed by a plurality of votes cast and a special resolution is a resolution passed by a majority of 75% or more of the votes cast. The Articles of Association provide that matters may be determined by a meeting of Shareholders on a show of hands with each Shareholder having one vote unless a poll is requested by five Shareholders or by Shareholders holding 10% or more of the Shares or unless the Chairman of the meeting requests a poll. Each Share (including the Subscriber Shares) gives the holder one vote in relation to any matters relating to the Company which are submitted to Shareholders for a vote by poll.

Reports

In each year, the Directors shall cause to be prepared an annual report and audited annual accounts for the Company. These will be made available to Shareholders (by electronic mail or other form of electronic communication, including by posting them on a website where the Shareholder has agreed to this and been notified of this fact) within four months of the end of the financial year and at least 21 days before the annual general meeting. In addition, the Company shall prepare and make available to Shareholders within two months of the end of the relevant period a semi-annual report and unaudited semi-annual accounts for the Company in the same manner.

Annual accounts shall be made up to May 31 in each year. Unaudited half-yearly accounts shall be made up to November 30 in each year.

Audited annual reports and unaudited half-yearly reports incorporating financial statements will be made available to each Shareholder or will be sent on request to any potential investors and will be made available for inspection at the registered office of the Company.

Complaints

Information regarding the Company's complaint procedures are available to Shareholders free of charge upon request. Shareholders may file any complaints about the Company or a Fund free of charge at the registered office of the Company.

Remuneration Policy

The Manager has adopted a remuneration policy as required by the UCITS Regulations (the "Remuneration Policy"). The Remuneration Policy seeks to be consistent with, and promote, sound and effective risk management and is designed to discourage risk-taking by the Manager which is inconsistent with the risk profiles of the Funds. The Remuneration Policy applies to those categories of staff of the Manager whose professional activities have a material impact on the risk profile of the Company or the Funds. Due to the size and internal organisation of the Manager and the nature, scope and complexity of its activities, a remuneration committee has not been established by the Manager. Any fee arrangements with Directors shall be subject to the approval of the Directors.

The Investment Manager as the delegate of the Manager is subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA guidelines.

Further information on the current remuneration policy of the Manager and the Investment Manager, including a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits is available at https://globalfunds.virtus.com/ucits. A paper copy of this information is available free of charge upon request from the Manager or the Investment Manager.

Miscellaneous

(i) The Directors confirm and report that the Company was incorporated on 21 February 2007.

(ii) The Company is not, and has not been since its incorporation, engaged in any legal or arbitration proceedings and no legal or arbitration proceedings are known to the Directors to be pending or threatened by or against the Company.

(iii) Except as disclosed in paragraph (iv) below, there are no service contracts in existence between the Company and any of its Directors, nor are any such contracts proposed.

(iv) Michael Angerthal, George Aylward, Patrick Bradley and Peter Wilby each are officers, directors and/or employees of the parent company to the Manager and the Investment Manager, and Mr. Angerthal, Mr. Aylward and Mr. Wilby are directors of the Manager. Save as disclosed above, none of the Directors is interested in any contract or arrangement subsisting at the date hereof which is significant in relation to the business of the Company.

(v) At the date of this document, neither the Directors nor their spouses nor their infant children have any direct or indirect interest in the share capital of the Company or any options in respect of such capital.

(vi) No Share or loan capital of the Company is under option or is agreed conditionally or unconditionally to be put under option.

(vii) Save as disclosed herein in the section entitled "Fees and Expenses", no commissions, discounts, brokerage or other special terms have been granted by the Company in relation to Shares issued by the Company.

(viii) The Company does not have, nor has it had since its incorporation, any employees or subsidiary companies.

Material Contracts

The following contracts, details of which are set out in the section entitled "Management and Administration", have been entered into and are, or may be, material:-

a) The Investment Management dated 31 October 2019 between the Manager and the Investment Manager pursuant to which the latter was appointed as investment manager for the Company.

b) The Depositary Agreement dated 13 October 2023 between the Company, the Manager and the Depositary pursuant to which the latter acts as depositary in relation to the Company.

c) The Administration Agreement dated 13 October 2023 between the Company, the Manager and the Administrator pursuant to which the latter was appointed administrator of the Company.

d) The Sub-Investment Management Agreement dated 22 March 2007 as amended by addenda dated 29 June 2007, 31 May 2011, 7 October 2011, 1 August 2013, 16 September 2014, 12 July 2017 and 21 December 2018 and by way of amendment agreement dated 31 October 2019, between the Investment Manager and the Sub-Investment Manager, pursuant to which the latter was appointed as sub-investment manager in relation to the Funds.

e) The Management Company Agreement dated 31 October 2019 between the Company and the Manager, pursuant to which the latter was appointed as manager of the Company.

Supply and Inspection of Documents

The following documents are available for inspection free of charge during normal business hours on weekdays (Saturdays and public holidays excepted) at the registered office of the Company:

(a) the certificate of incorporation and Constitution;

(b) the material contracts referred to above; and

(c) the UCITS Rules.

Copies of the Constitution (as amended from time to time in accordance with the requirements of the Central Bank) and the latest financial reports of the Company, as appropriate, may be obtained, free of charge, upon request at the registered office of the Company.

SCHEDULE I

The Regulated Markets

The following is a list of regulated stock exchanges and markets in which the assets of each Fund may be invested from time to time and is set out in accordance with the Central Bank's requirements. With the exception of permitted investments in unlisted securities each Fund will only invest in securities traded on a stock exchange or market which meets the regulatory criteria (regulated, operating regularly, be recognised and open to the public) and which is listed in this Prospectus. The Central Bank does not issue a list of approved stock exchanges or markets. A Regulated Market shall comprise any stock exchange which is located in any Member State; or located in any of the following countries: Australia, Canada, Japan, Hong Kong, New Zealand, Norway, Switzerland, United States of America, UK (in the event that the UK is no longer a Member State); or any stock exchange included in the following list:

Algeria the stock exchange in Algiers; Argentina the stocks exchanges in Buenos Aires, Cordoba, Mendoza, Rosario and La Plata; Bahamas – the stock exchange in Nassau; Bahrain the stock exchange in Manama; Barbados the stock exchange in Bridgetown; Bangladesh – the stock exchange in Dhaka; Bolivia – the stock exchanges in La Paz and Santa Cruz; Botswana the stock exchange in Serowe; Brazil – the stock exchanges in Sao Paulo, Brasilia, Bahia-Sergipe-Alagoas, Extremo Sul Porto Alegre, Parana Curitiba, Regional Fortaleza, Santos, Pernambuco e Bahia Recife and Rio de Jeneiro; Bulgaria – the stock exchange in Sofia; Chile – the stock exchange in Santiago; China the stock exchanges in Shanghai and Shenzhen; CIS – the stock exchange in Vladivostock; Columbia – the stock exchange in Bogota; Costa Rica – the stock exchange in San Jose; Cyprus – Larnaca Stock Exchange; the Czech Republic – the stock exchange in Prague; Ecuador – the stock exchanges in Quito and Ecuador; Egypt – the stock exchanges in Cairo and Alexandria; El Salvador – the stock exchange in San Salvador; Ghana – the stock exchange in Accra; Hong Kong – the stock exchange in Hong Kong; Hungary – the stock exchange in Budapest; Iceland – the stock exchange in Reykjavik; India – the stock exchanges in Bombay, Madras, Delhi, Ahmedabab, Bangalore, Cochin, Gauhati, Magadh, Pune, Hyderabad, Ludhiana, Uttar Pradesh and Calcutta; Indonesia – the stock exchanges in Jakarta and Surabaya; Israel – the stock exchange in Tel Aviv; Ivory Coast – the stock exchange in Abidjan; Jamaica – the stock exchange in Kingston; Jordan – the stock exchange in Amman; Kazakhstan – Kazakhstan stock exchange; Kenya – the stock exchange in Nairobi; Korea – the stock exchange in Seoul; Kuwait – the stock exchange in Kuwait; Lebanon - the Beirut stock exchange; Mauritius – the stock exchange in Mauritius; Malaysia – the stock exchange in Kuala Lumpur; Mexico – the stock exchange in Mexico City; Mongolia – the stock exchange in Ulan Bator; Morocco the stock exchange in Casablanca; Nigeria – the stock exchanges in Lagos, Kaduna and Port Harcourt; Namibia – Namibia Stock Exchange; Pakistan – the stock exchange in Karachi; Papua New Guinea – the stock exchange in Lae; Peru – the stock exchange in Lima; Philippines – the Philippine Stock Exchange; Poland – the stock exchange in Warsaw; Puerto Rico – the stock exchange in San Juan; Romania – Bucharest Stock Exchange; Slovak Republic – Bratislava Stock Exchange; Slovenia – Ljubljana Stock Exchange; Saudi Arabia – the stock exchange in Riyadh; Singapore – the stock exchange in Singapore; Serbia – the Serbian stock exchange; South Africa – the stock exchange in Johannesburg; Sri Lanka – the stock exchange in Colombo; Taiwan – the stock exchange in Taipei; Thailand – the stock exchange in Bangkok; Trinidad & Tobago – the stock exchange in Port of Spain; Tunisia – the stock exchange in Tunis; Turkey – the stock exchange in Istanbul; Ukraine – the Ukraine stock exchange in Kiev; Uruguay – the stock exchange in Montevideo; Venezuela – the stock exchanges in Caracas and Maracaibo; Viet Nam – the Stock Trading Center of Viet Nam in Ho Chi Minh City; Zambia – the Zambian stock exchange; Zimbabwe – the stock exchange in Harare; or any of the following: Equity Securities listed in the Moscow Exchange MICEX – RTS (solely in relation to securities that are traded on level 1 or level 2 of the relevant exchange); Euro MTF Market; Portal Market the market organised by the International Capital Markets Association; the "listed money market institutions", as described in the Bank of England publication "The Regulation of the Wholesale Cash and OTC Derivatives Markets in Sterling, Foreign Currency and Bullion" dated

April, 1988 (as amended from time to time); the market comprising dealers which are regulated by the Federal Reserve Bank of New York; the over the counter market conducted by primary and secondary dealers comprising dealers which are regulated by the United States National Association of Securities Dealers and the United States Securities and Exchange Commission; NASDAQ; the Over-the-Counter market in Japan regulated by the Securities Dealers Association of Japan;

The following is a list of regulated futures and options exchanges and markets in which the assets of each Fund may be invested from time to time and is set out in accordance with the Central Banks requirements. The Central Bank does not issue a list of approved futures and options exchanges or markets.

(i) all futures and options exchanges:

- in a Member State;

- in a Member State of the European Economic Area (EEA) (excluding Iceland and Liechtenstein i.e. Norway), Euro MTF Market; Portal Market;

- in the UK (in the event that the UK is no longer a Member State).

(ii) any futures and options exchanges included in the following list:-

Australia	- the Sydney Futures Exchange;
New Zealand	- the New Zealand Futures and Options Exchange;
Hong Kong	- the Hong Kong Futures Exchange;
Korea	- the Korean Stock Exchange; - the Korean Futures Exchange;
Japan	- the Osaka Securities Exchange; - the Tokyo International Financial Futures Exchange; - the Tokyo Stock Exchange;
Singapore	- the Singapore International Monetary Exchange; - the Singapore Stock Exchange;
Canada	- the Montreal Exchange;
United States of America	- the Chicago Board Options Exchange Futures Exchange; - the Chicago Board of Trade; - the Chicago Mercantile Exchange; - the Commodity Exchange Inc; - the Coffee, Sugar and Cocoa Exchange; - the International Monetary Market; - the New York Mercantile Exchange

SCHEDULE II

Investment Restrictions applicable to the Funds

1	**Permitted Investments**
	Investments of a Fund are confined to:
1.1	Transferable securities and money market instruments 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, operates regularly, is recognised and open to the public in a Member State or non-Member State.
1.2	Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
1.3	Money market instruments other than those dealt on a Regulated Market.
1.4	Units of UCITS.
1.5	Units of alternative investment funds ("AIFs").
1.6	Deposits with credit institutions.
1.7	Financial derivative instruments.
2	**Investment Restrictions**
2.1	A Fund may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph 1.
2.2	<u>Recently Issued Transferable Securities</u> (1) Subject to paragraph (2), a responsible person shall not invest any more than 10% of assets of a UCITS in securities of the type to which Regulation 68(1)(d) of the Regulations apply. (2) Paragraph (1) does not apply to an investment by a responsible person in U.S. securities known as "Rule 144A securities", provided that: (a) the relevant securities have been issued with an undertaking to register the securities with the SEC within one year of issue; and (b) the securities are not illiquid securities i.e., they may be realised by the Fund within seven days at the price, or approximately at the price, at which they are valued by the Fund.
2.3	A 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%
2.4	The limit of 10% (in 2.3) 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 Fund invests more than 5% of its Net Asset Value in these bonds issued by one issuer, the total value of

	these investments may not exceed 80% of the net assets of the Fund. A Fund will not avail of this without the prior approval of the Central Bank.
2.5	The limit of 10% (in 2.3) 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.
2.6	The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.
2.7	Cash booked in accounts and held as ancillary liquidity shall not exceed: (a) 10% of the Net Asset Value of the Fund with any single credit institution; or (b) where the cash is booked in an account with the Depositary, 20% of the net assets of the Fund.
2.8	The risk exposure of a 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 a credit institution authorised in the EEA; a credit institution 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.
2.9	Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets: (i) investments in transferable securities or money market instruments; (ii) deposits; and/or (iii) counterparty risk exposures arising from OTC derivatives transactions.
2.10	The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.
2.11	Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.
2.12	A Fund may invest up to 100 per cent of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members. The individual issuers must be listed in the prospectus and may be drawn from the following list: OECD Governments (provided the relevant issues are investment grade), the Government of Brazil (provided the issues are of investment grade), the Government of India (provided the issues are of investment grade), the Government of the People's Republic of China (provided the relevant issues are investment grade), the Government of Singapore, the EU, the Council of Europe, Eurofima, the European Investment Bank, Euratom, the Inter-American Development Bank, the Asian Development Bank, the

	International Bank for Reconstruction and Development (The World Bank), the African Development Bank, the European Central Bank, the European Bank for Reconstruction and Development, the International Monetary Fund, the International Finance Corporation, the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac), the Government National Mortgage Association (Ginnie Mae), the Student Loan Marketing Association (Sallie Mae), the Federal Home Loan Bank, the Federal Farm Credit Bank, the Tennessee Valley Authority and Straight A Funding LLC. The Fund must hold securities from at least six different issues, with securities from any one issue not exceeding 30% of net assets.
3	**Investment in Collective Investment Schemes ("CIS")**
3.1 **3.2** **3.3** **3.4** **3.5**	A Fund may not invest more than 20% of net assets in any one CIS. Investment in AIFs may not, in aggregate, exceed 30% of net assets. The CIS are prohibited from investing more than 10% of net assets in other open-ended CIS. When a Fund invests in the units of other CIS that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the units of such other CIS. Where by virtue of investment in the units of another investment fund, a responsible person, an investment manager or an investment advisor receives a commission on behalf of a Fund (including a rebated commission), the responsible person shall ensure that the relevant commission is paid into the property of the Fund.
4	**Index Tracking UCITS**
4.1 **4.2**	A 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 Fund is to replicate an index which satisfies the criteria set out in the Central Bank Regulations and is recognised by the Central Bank. The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.
5	**General Provisions**
5.1 **5.2**	An investment company, Irish collective asset-management vehicle ("ICAV") 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. A Fund may acquire no more than: (i) 10% of the non-voting shares of any single issuing body; (ii) 10% of the debt securities of any single issuing body; (iii) 25% of the units of any single CIS; (iv) 10% of the money market instruments of any single issuing body.

	NOTE: The limits laid down in (ii), (iii) and (iv) 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.
5.3	5.1 and 5.2 shall not be applicable to: (i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities; (ii) transferable securities and money market instruments issued or guaranteed by a non-Member State; (iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members; (iv) shares held by a 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 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 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed; and (v) Shares held by an investment company or investment companies or ICAV or ICAVs in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf.
5.4	A 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.
5.5	The Central Bank may allow recently authorised Funds to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading.
5.6	If the limits laid down herein are exceeded for reasons beyond the control of a Fund or as a result of the exercise of subscription rights, the Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders.
5.7	Neither an investment company, ICAV nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of: (i) transferable securities; (ii) money market instruments[1]; (iii) units of investment funds; or

[1] Any short selling of money market instruments by a Fund is prohibited.

	(iv) financial derivative instruments.
5.8	A Fund may hold ancillary liquid assets.
6	**Financial Derivative Instruments (“FDIs”)**
6.1	A Fund’s global exposure relating to FDI must not exceed its total net asset value.
6.2	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 Central Bank Regulations/guidance. (This provision does not apply in the case of index-based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank Regulations.)
6.3	A Fund may invest in FDIs dealt in over-the-counter (OTC), provided that the counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
6.4	Investment in FDI is subject to the conditions and limits laid down by the Central Bank.

SCHEDULE III

Securities Ratings

EXPLANATION OF RATING CATEGORIES

The following is a description of credit ratings issued by three of the major credit rating agencies. Credit ratings evaluate only the safety of principal and interest payments, not the market value risk of lower quality securities. Credit rating agencies may fail to change credit ratings to reflect subsequent events on a timely basis. Although the relevant Sub-Investment Adviser considers security ratings when making investment decisions, it also performs its own investment analysis and does not rely solely on the ratings assigned by credit agencies.

STANDARD & POOR'S RATING SERVICES

Bond Rating Explanation

Investment Grade

AAA Highest rating, extremely strong capacity to pay principal and interest.

AA High quality, very strong capacity to pay principal and interest.

A Strong capacity to pay principal and interest, somewhat more susceptible to the adverse effects of changing circumstances and economic conditions.

BBB- Adequate capacity to pay principal and interest, normally exhibit adequate protection parameters, but adverse economic conditions or changing circumstances more likely to lead to a weakened capacity to pay principal and interest than for higher rated bonds.

Non-Investment Grade

BB+, B, CCC, CC, C Predominantly speculative with respect to the issuer's capacity to meet required interest and principal payments. BB – lowest degree of speculation, C – the highest degree of speculation. Quality and protective characteristics outweighed by large uncertainties or major risk exposure to adverse conditions.

D In default.

MOODY'S INVESTORS SERVICE, INC.

Bond Rating Explanation

Investment Grade

Aaa Highest quality, smallest degree of investment risk.

Aa High quality, together with Aaa bonds, they compose the high-grade bond group.

A Upper medium grade obligations, many favourable investment attributes.

Baa Medium-grade obligations, neither highly protected nor poorly secured. Interest and principal appear adequate for the present but certain protective elements may be lacking or may be unreliable over any great length of time.

Non-Investment Grade

Ba More uncertain, with speculative elements. Protection of interest and principal payments not well safeguarded during good and bad economic conditions.

B Lack characteristics of desirable investment, potentially low assurance of timely interest and principal payments or maintenance of other contract terms over time.

Caa Poor standing, may be in default, elements of danger with respect to principal or interest payments.

Ca Speculative in a high degree, could be in default or have other marked shortcomings.

C Lowest-rated, extremely poor prospects of ever attaining investment standing.

FITCH

Bond Rating Explanation

Investment Grade

AAA Highest credit quality. Denotes the lowest expectation of credit risk. Exceptionally strong capacity for payment of financial commitments.

AA Very high credit quality. Denotes expectations of very low credit risk. Very strong capacity for payment of financial commitments.

A High credit quality. Denotes expectations of low credit risk. Strong capacity for payment of financial commitments. May be more vulnerable to changes in circumstances or in economic conditions than is the case for higher ratings.

BBB Good credit quality. Currently expectations of low credit risk. Capacity for payment of financial commitments is considered adequate, but adverse changes in circumstances and economic conditions are more likely to impair this capacity than is the case for higher ratings.

Non-Investment Grade

BB Speculative. Indicates possibility of credit risk developing, particularly as the result of adverse economic change over time. Business or financial alternatives may be available to allow financial commitments to be met.

B Highly speculative. May indicate distressed or defaulted obligations with potential for extremely high recoveries.

CCC May indicate distressed or defaulted obligations with potential for superior to average levels of recovery.

CC May indicate distressed or defaulted obligations with potential for average or below-average levels of recovery.

C May indicate distressed or defaulted obligations with potential for below-average to poor recoveries.

D In default.

Unrated securities will be treated as non-investment grade securities unless a portfolio manager determines that such securities are the equivalent of investment grade securities. Split rated securities (securities that receive different ratings from two or more ratings agencies) are considered to be in the lower rated category.

SCHEDULE IV

The Funds shall offer the following Classes:

Fund	Classes
Stone Harbor Belt and Road Bond Fund	N/A
*Stone Harbor Convertible Securities Fund	N/A
Stone Harbor Emerging Markets Corporate Debt Fund	A, D1, D2, D2(U), I, M
Stone Harbor High Yield Emerging Markets Corporate Debt Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor Emerging Markets Debt Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U), R, R(U)
Stone Harbor Emerging Markets Debt Blend B- or Better Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor ESG Emerging Markets Debt Blend Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor Emerging Markets Debt Explorer Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor Emerging Markets Debt Hard Currency Aggregate Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
*Stone Harbor Emerging Markets Debt Total Return Fund	N/A
Stone Harbor Emerging Markets Local Currency Debt Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
*Stone Harbor Emerging Markets Local Currency Debt B- or Better Fund	N/A
Stone Harbor European High Yield Bond Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor High Yield Bond Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor Global High Yield Bond Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor Global Investment Grade Corporate Bond Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor Investment Grade Emerging Markets Corporate Debt Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U), R, R(U)
Stone Harbor Investment Grade Emerging Markets Debt Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)
Stone Harbor Investment Grade Emerging Debt Allocation Fund	N/A
Stone Harbor Multi Asset Credit Opportunistic Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U), R, R(U)
Stone Harbor Securitised Bond Fund	A, A(U), D1, D1(U), D2, D2(U), I, I(U), M, M(U)

* These Funds are closed for subscription, and an application with respect to the revocation of authorisation of these Funds has been submitted to the Central Bank.

Each Share class listed above is offered (i) in the following currencies: EUR, USD, GBP, CAD, AUD, JPY, CHF, SGD, SEK, DKK, ZAR, HKD (only with respect to Stone Harbor Emerging Markets Debt Fund, Stone Harbor Multi Asset Credit Opportunistic Fund and Stone Harbor Emerging Markets Corporate Debt Fund) and NOK - and (ii) in both Distributing and Accumulating Share

Classes. Accumulating Share Classes do not distribute net income, net realised or net unrealised capital gains in the normal course of business whereas Distributing Share Classes will follow each Fund’s particular distribution policy as set out in this Prospectus.

SCHEDULE V

List of Sub-Custodians appointed by the Depositary

Country/Market	Subcustodian	Address
Argentina	The Branch of Citibank, N.A. in the Republic of, Argentina	Bartolome Mitre 530, 3rd floor (C1036AAJ) Ciudad de Buenos Aires Argentina
Australia	Citigroup Pty Limited	Level 16, 120 Collins Street Melbourne, VIC 3000 Australia
Australia	The Hongkong and Shanghai Banking Corporation Limited	1, Queen's Road, Central, Hong Kong
Austria	UniCredit Bank Austria AG	Rothschildplatz 1 1020 Vienna, Austria
Bahrain	HSBC Bank Middle East Limited	The address of the registered office of HSBC Bank Middle East Limited is: HSBC Bank Middle East Limited, The Gate Village, Building 8, Level 1, Dubai International Financial Centre (DIFC), P O Box 30444, Dubai, United Arab Emirates The address of HSBC Bahrain is: HSBC Bank Middle East Ltd Securities Services 4th Floor Building No 2505 Road No 2832 Al Seef 428 Kingdom of Bahrain
Bangladesh	The Hongkong and Shanghai Banking Corporation Limited	The address of the registered office and head office of The Hongkong and Shanghai Banking Corporation is: HSBC Main Building 1 Queen's Road Central Hong Kong SAR Address in Bangladesh: The Hongkong and Shanghai Banking Corporation Limited Shanta Western Tower, Level 4, 186 Bir Uttam Mir Shawkat Ali Shorok (Tejgaon Gulshan Link Road) Tejgaon Industrial Area, Dhaka 1208, Bangladesh
Belgium	Citibank Europe Plc	North Wall Quay 1, Dublin

		Ireland
Belgium	The Bank of New York Mellon SA/NV	1 Boulevard Anspachlaan 1000 Brussels Belgium
Bermuda	HSBC Bank Bermuda Limited	37 Front Street, Hamilton HM11 PO Box HM 1020 Hamilton HM DX, Bermuda
Botswana	Stanbic Bank Botswana Limited	Plot 50672, Fairgrounds Office Park Gaborone, Botswana
Brazil	Citibank N.A., Brazil	Citibank N.A. , Brazilian Branch Avenida Paulista, 1111 Sao Paulo, S.P. Brazil 01311-920
Brazil	!tau Unibanco S.A.	Praga Alfredo Egydio de Souza Aranha, 100 Sao Paulo, S.P. - Brazil 04344-902
Bulgaria	Citibank Europe plc, Bulgaria Branch	48 Sitnyakovo Blvd Serdika Offices, 10th floor Sofia 1505, Bulgaria
Canada	CIBC Mellon Trust Company (CIBC Mellon)	1 York Street, Suite 900 Toronto, Ontario, M5J 0B6 Canada
Cayman Islands	The Bank of New York Mellon	240 Greenwich Street New York, NY 10286 United States
Channel Islands	The Bank of New York Mellon	240 Greenwich Street New York, NY 10286 United States
Chile	Banco Santander Chile	Head Office Bandera 140, Piso 4, Santiago, Chile Operations Bombero Ossa 1068, Piso 7, Santiago, Chile
China	Bank of China Limited	No.1 Fuxingmen Nei Dajie Beijing, China, 100818
China	HSBC Bank (China) Company Limited	33 Floor, HSBC Building, Shanghai ifc 8 Century Avenue, Pudong Shanghai, China (200120)
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria	Carrera 9A No. 99-02 Piso 2 Santa Fe de Bogota, Colombia
Costa Rica	Banco Nacional de Costa Rica	1st and 3rd Avenue, 4th Street San José, Costa Rica
Croatia	Privredna banka Zagreb d.d.	Radnicka cesta 50 10 000 Zagreb Croatia
Cyprus	BNP Paribas SA	2 Lampsakou street 115 28 Athens Greece

Cyprus	Citibank Europe Plc, Greece Branch	8, Othonos 10557 Athens Greece
Czech Republic	Citibank Europe plc, organizacni slozka	Bucharova 2641/14 158 02 Prague 5, Czech Republic
Denmark	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
Egypt	HSBC Bank Egypt S.A.E.	306 Corniche El Nil, Maadi, Cairo, Egypt
Estonia	SEB Pank AS	Tornimäe Str. 2 15010 Tallinn Estonia
Euromarket	Clearstream Banking S.A.	42 Avenue J.F. Kennedy 1855 Luxembourg Grand Duchy of Luxembourg
Euromarket	Euroclear Bank SA/NV	1 Boulevard du Roi Albert II B-1210 Brussels - Belgium
Finland	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
France	BNP Paribas Securities Services S.C.A.	Office Address :Les Grands Moulins de Pantin – 9 rue du Débarcadere 93500 Pantin, France Legal address: 3 rue d'Antin, 75002 Paris, France
France	The Bank of New York Mellon SA/NV	1 Boulevard Anspachlaan 1000 Brussels Belgium
Germany	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main Germany
Ghana	Stanbic Bank Ghana Limited	Stanbic Heights, Plot No. 215 South Liberation RD, Airport City, Cantonments, Accra, Ghana
Greece	BNP Paribas SA	2 Lampsakou street 115 28 Athens Greece
Greece	Citibank Europe Plc, Greece Branch	8, Othonos 10557 Athens Greece
Hong Kong	Citibank N.A. Hong Kong	50/F, Champion Tower Three Garden Road, Central Hong Kong
Hong Kong	The Hongkong and Shanghai Banking Corporation Limited	1, Queen's Road, Central, Hong Kong SAR
Hungary	Citibank Europe plc. Hungarian Branch Office	Váci Crt 80, 1133 Budapest, Hungary
Iceland	Landsbankinn hf.	Head office address: Austurstrmti 11 155 Reykjavik Iceland

		Operations address: Hafnarstrmti 6 155 Reykjavik Iceland
India		
India	Deutsche Bank AG	4th Floor, Block I, Nirlon Knowledge Park, W.E. Highway Mumbai - 400 063, India
India	The Hongkong and Shanghai Banking Corporation Limited	The address of the registered office and head office of The Hongkong and Shanghai Banking Corporation Limited is: HSBC Main Building 1 Queen's Road Central Hong Kong SAR The registered address of HSBC India is: The Hongkong and Shanghai Banking Corporation Limited 52 / 60 M. G. Road Fort Mumbai – 400001, India Direct Custody and Clearing is located at: The Hongkong and Shanghai Banking Corporation Limited 11th Floor, Building 3, NESCO - IT Park, NESCO Complex, Western Express Highway, Goregaon (East), Mumbai 400063, India
Indonesia	Deutsche Bank AG	5th Floor, Deutsche Bank Building Jl. Imam Bonjol No.80, Jakarta – 10310, Indonesia
Ireland	The Bank of New York Mellon	240 Greenwich Street New York, NY 10286, United States
Israel	Bank Hapoalim B.M.	63 Yehuda Halevi St. Tel Aviv 6522701 Israel
Italy	Intesa Sanpaolo S.p.A.	Piazza San Carlo, 156 10121 Torino Italy
Italy	The Bank of New York Mellon SA/NV	1 Boulevard Anspachlaan 1000 Brussels Belgium
Japan	Mizuho Bank, Ltd.	Shinagawa Intercity Tower A, 2-15-1, Konan, Minato-ku, Tokyo 108-6009, Japan
Japan	MUFG Bank, Ltd.	1-3-2, Nihombashi Hongoku-cho, Chuo-ku, Tokyo 103-0021, Japan

Jordan	Standard Chartered Bank, Jordan Branch	Shmeissani, Al-Thaqafa Street , Building # 2, P.O.Box 926190 Amman 11190 Jordan
Kazakhstan	Citibank Kazakhstan Joint-Stock Company	26/41 Zenkov Street Medeu district Almaty, A25T0A1 Kazakhstan
Kenya	Stanbic Bank Kenya Limited	First Floor, Stanbic Bank Centre P.O. Box 72833 00200 Westlands Road, Chiromo, Nairobi, Kenya.
Kuwait	HSBC Bank Middle East Limited, Kuwait	Sharq Area, Abdulaziz Al Sager Street, Al Hamra Tower, 37F P.O. Box 1683, Safat 13017, Kuwait
Latvia	AS SEB banka	Meistaru iela 1 Valdlauci Kekavas pagasts, Kekavas novads LV-1076 Latvia
Lithuania	AB SEB bankas	Konstitucijos Ave. 24, LT-08105, Vilnius, Lithuania
Luxembourg	Euroclear Bank SA/NV	1 Boulevard du Roi Albert II B-1210 Brussels - Belgium
Malawi	Standard Bank PLC	Standard Bank Centre Africa Unity Avenue P O Box 30380 Lilongwe 3 Malawi
Malaysia	HSBC Bank Malaysia Berhad	Direct Custody and Clearing, Securities Services HSBC Bank Malaysia Berhad 19th Floor, Menara IQ, Lingkaran TRX 55188 Tun Razak Exchange, Malaysia
Malaysia	Standard Chartered Bank Malaysia Berhad	Level 26, Equatorial Plaza Jalan Sultan Ismail 50250 Kuala Lumpur, Malaysia
Malta	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main Germany
Mauritius	The Hongkong and Shanghai Banking Corporation Limited	The address of the registered office and head office of The Hongkong and Shanghai Banking Corporation Limited is: HSBC Main Building 1 Queen's Road Central Hong Kong SAR

		Address in Mauritius: The Hongkong and Shanghai Banking Corporation Limited Securities Services, Custody and Clearing Department 5F Iconebene 1 Building Lot 441 Rue de L'institut Ebene Mauritius
Mexico	Banco Nacional de Mexico S.A., integrante del Grupo Financiero Banamex	Official address: Isabel la Católica No.44 Colonia Centro Mexico City C.P. 06000 Mexico Securities Services Head Offices: Actuario Roberto Medellin 800, 5° floor north Colonia Santa Fe Ciudad de Mexico , Mexico
Mexico	Banco S3 CACEIS Mexico, S.A., Institución de Banca MUltiple	Av. Vasco De Quiroga No. 3900 Torre Diamante A, Piso 20. Lomas de Santa Fe, Contadero Ciudad de Mexico - CDMX, 05300 Mexico
Morocco	Citibank Maghreb S.A.	Zenith Millenium, Immeuble 1 Sidi Maarouf, B.P. 40 20190 Casablanca Morocco
Namibia	Standard Bank Namibia Limited	Standard Bank Campus, No. 1Chasie Street Hill Top Kleine Kuppe Windhoek Namibia
Netherlands	The Bank of New York Mellon SA/NV	1 Boulevard Anspachlaan 1000 Brussels Belgium
New Zealand	The Hongkong and Shanghai Banking Corporation Limited	1, Queen's Road, Central, Hong Kong
Nigeria	Stanbic IBTC Bank Plc.	Walter Carrington Crescent Victoria Island Lagos, Nigeria
Norway	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
Oman	HSBC Bank Oman S.A.O.G.	Head Office Building, P.O. Box 1727, Al Khuwair, Postal Code 111, Sultanate of Oman
Pakistan	Deutsche Bank AG	Office # 15A, 15th Floor, Sky Tower - West Wing, Dolmen City Block 4, Marine Drive, Clifton, 75600 Karachi, Pakistan

Panama	Citibank N.A., Panama Branch	Calle Punta Darien y Punta Coronado Torre de las Americas Torre B, Piso 14 Apartado 0834-00555 Panama City, Panama
Peru	Citibank del Peru S.A.	Avenida Canaval y Moreyra, 480, 3rd floor Lima 15047, Peru
Philippines	Standard Chartered Bank Philippines Branch	6788 Ayala Avenue Makati City, 1226, Philippines
Poland	Bank Polska Kasa Opieki S.A.	53/57 Grzybowska Street 00-844 Warszawa Poland
Portugal	Banco Santander Totta S.A.	Legal Address Rua do Ouro, n° 88 1100-063 Lisboa Portugal
Portugal	Citibank Europe Plc	North Wall Quay 1, Dublin Ireland
Qatar	Qatar National Bank	Al Corniche Street PO Box 1000 Doha Qatar
Qatar	The Hongkong and Shanghai Banking Corporation Limited	1, Queen's Road, Central, Hong Kong
Romania	Citibank Europe plc Dublin, Romania Branch	145, Calea Victoriei 010072 Bucharest Romania
Russia	AO Citibank	8-10, building 1 Gasheka Street Moscow 125047 Russia
Russia	PJSC ROSBANK	Mashi Poryvaevoy street, 34 107078 Moscow Russia
Saudi Arabia	HSBC Saudi Arabia	HSBC Building, 2nd Floor, 7267 Olaya Al-Murooj, Riyadh 12283-2255, Kingdom of Saudi Arabia
Serbia	UniCredit Bank Serbia JSC	Rajiceva Street 27-29, 11000 Belgrade, Serbia
Singapore	DBS Bank Ltd	12 Marina Boulevard Marina Bay Financial Centre Tower 3 Singapore 018982
Singapore	Standard Chartered Bank (Singapore) Limited	8 Marina Boulevard Marina Bay Financial Centre Tower 1, #27-00 Singapore 018981
Slovak Republic	Citibank Europe plc, pobocka zahranicnej banky	Dvorakovo nabrezie 8 811 02 Bratislava, Slovak Republic
Slovenia	UniCredit Banka Slovenija d.d.	Ameriška ulica 2, SI-1000 Ljubljana, Slovenia
South Africa	Standard Chartered Bank, Johannesburg Branch	115 West Street, 2nd Floor Sandton 2000 South Africa

South Africa	The Standard Bank of South Africa Limited	9th Floor 5 Simmonds Street Johannesburg 2001, South Africa
South Korea	Deutsche Bank AG	12F, Centropolis Tower A, 26, Ujeongguk-ro, Jongno-gu, Seoul, Korea, 03161
South Korea	The Hongkong and Shanghai Banking Corporation Limited	1 Queen's Road Central Hong Kong SAR
Spain	Banco Bilbao Vizcaya Argentaria, S.A.	Plaza San Nicolas, 4 8005 Bilbao Spain
Spain	CACEIS Bank Spain, S.A.U.	Parque Empresarial La Finca Paseo Club Deportivo 1 - Edificio 4, Planta 2 28223 Pozuelo de Alarcon (Madrid)
Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited	1 Queen's Road Central Hong Kong SAR
Sweden	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
Switzerland	Credit Suisse (Switzerland) Ltd.	Paradeplatz 8 8001 Zurich Switzerland
Switzerland	UBS Switzerland AG	Max-Hogger-Strasse 80 8048 Zürich, Switzerland
Taiwan	HSBC Bank (Taiwan) Limited	11/F, No. 369, Section 7 Zhongxiao East Road Nangang District Taipei City 115 Taiwan
Tanzania	Stanbic Bank Tanzania Limited	Plot Number 99A Corner of Ali Hassan Mwinyi and Kinondoni Roads PO Box 72647 Dar es Salaam Tanzania
Thailand	The Hongkong and Shanghai Banking Corporation Limited	1, Queen's Road, Central, Hong Kong SAR
Tunisia	Union Internationale de Banques	65 Avenue Habib Bourguiba, 1000 Tunis, Tunisia
Turkey	Deutsche Bank A.S.	Esentepe Mahallesi Büyükdere Caddesi Ferko Signature No. 175/149 Sisli Istanbul, Turkey
U.A.E.	HSBC Bank Middle East Limited (HBME)	HSBC Bank Middle East Limited Securities Services UAE-Markets & Securities Services, HSBC Tower, Downtown Dubai, Level 16, PO Box 66, Dubai, United Arab Emirates.
U.K.	Depository and Clearing Centre (DCC)	Winchester House 1 Great Winchester Street

	Deutsche Bank AG, London Branch	London EC2N 2DB United Kingdom
U.K.	The Bank of New York Mellon	240 Greenwich Street New York, NY 10286, United States
U.S.A.	The Bank of New York Mellon	240 Greenwich Street New York, NY 10286 United States
U.S.A. Precious Metals	HSBC Bank, USA, N.A.	452 Fifth Avenue, New York, NY 10018
Uganda	Stanbic Bank Uganda Limited	Plot 17 Hannington Road Short Tower- Crested Towers P.O. Box 7131, Kampala, Uganda
Ukraine	JSC "Citibank" Full name Joint Stock Company "Citibank"	16G Dilova Street 03150 Kiev Ukraine
Uruguay	Banco Itau Uruguay S.A.	Luis Bonavitta 1266 - WTC Torre 4 - Piso 12 CP 13.000 Montevideo, Uruguay
Vietnam	HSBC Bank (Vietnam) Ltd	Floor 1,2,6 The Metropolitan 235 Dong Khoi, District 1 Ho Chi Minh City Vietnam
WAEMU	Societe Generale Cote d'Ivoire	5/7 Avenue Joseph Anoma 01 BP 1355 Abidjan 01 - Ivory Coast
Zambia	Stanbic Bank Zambia Limited	Stanbic House, Plot 2375, Addis Ababa Drive P.O Box 31955 Lusaka, Zambia
Zimbabwe	Stanbic Bank Zimbabwe Limited	59 Samora Machel Avenue, Harare, Zimbabwe

EUROPEAN
COMMISSION

Brussels, 6.4.2022
C(2022) 1931 final

ANNEX 2

ANNEX

to the

Commission Delegated Regulation (EU) .../....

supplementing Regulation (EU) 2019/2088 of the European Parliament and of the Council with regard to regulatory technical standards specifying the details of the content and presentation of the information in relation to the principle of ‘do no significant harm’, specifying the content, methodologies and presentation of information in relation to sustainability indicators and adverse sustainability impacts, and the content and presentation of the information in relation to the promotion of environmental or social characteristics and sustainable investment objectives in pre-contractual documents, on websites and in periodic reports

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ANNEX II

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: Stone Harbor ESG Emerging Markets Debt Blend Fund

Legal entity identifier: 549300666RFVQTNZHD84

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective? *[tick and fill in as relevant, the percentage figure represents the minimum commitment to sustainable investments]*

☐ **Yes**	☒ **No**
☐ It will make a minimum of **sustainable investments with an environmental objective:** ___%	☐ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments
☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☐ with a social objective
☐ It will make a minimum of **sustainable investments with a social objective:** ___%	☒ It promotes E/S characteristics, but **will not make any sustainable investments**

BUSINESS.31032040.8

What environmental and/or social characteristics are promoted by this financial product? *[indicate the environmental and/or social characteristics promoted by the financial product and whether a reference benchmark has been designated for the purpose of attaining the environmental or social characteristics promoted by the financial product]*

The Fund invests across the broad ESG emerging markets debt universe, in hard currency sovereign, local currency and corporate debt, and is actively managed. The Fund's ESG criteria are generally designed to allocate a proportion of the portfolio to green, social, and/or sustainability-linked bonds, and to restrict or exclude certain sectors from the Fund's investment universe, such as thermal coal, tobacco and weapons, whereby such restricted or excluded categories may change from time to time.

Examples of environmental characteristics that the Fund promotes through its investments and exclusions from its investment universe include (but are not limited to): natural resource use, carbon emissions, energy efficiency, pollution/waste and sustainability initiatives. Examples of social characteristics include (but are not limited to): human rights, worker rights, adequate living standards, commitment to health and safety, diversity/opportunity policies, privacy/data security and community programs. The Fund also considers governance characteristics including (but not limited to): rule of law and corruption, policies that support bondholders' interests, the character of control persons, ethics, board independence, board diversity and management compensation policy.

Although it is actively managed, the Fund utilises a dedicated ESG benchmark (represented by a evenly weighted blend of 1/3 JESG EMBI Global Diversified ex. CCC, 1/3 JESG GBI-EM Global Diversified ex. CCC and 1/3 JESG CEMBI Broad Diversified ex. CCC (the ''ESG Benchmark'') which is a tool to assist the Investment Manager with screening out out certain countries and corporate issuers with low-ESG scores from the Fund's investment universe.

Although the Fund does not commit to allocate a minimum proportion of the Fund portfolio to sustainable investments, the Investment Manager believes that certain bonds in which the Fund invests (e.g. green bonds) are likely to be considered to be sustainable investments. The Investment Manager seeks to incorporate sustainable investments within the portfolio subject to availability and the Investment Manager's risk / reward analysis.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The Investment Manager uses various sustainability indicators to measure the attainment of each of the environmental or social characteristics promoted by the Fund.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

As relates to environmental characteristics, the Investment Manager considers risks arising from climate change, which vary substantially across countries depending on direct exposures and a sovereign's readiness to mitigate the economic impact of potential climate change. Ongoing and potential future efforts to slow climate change through "de-carbonization" of economic systems can trigger drastic changes for specific industries or even whole economies. The Investment Manager may assess company involvement with specific products with high carbon footprints, as well as a company's ability to adapt to less carbon-intensive technologies. Beyond climate change factors, other environmental issues increasingly impact both sovereign and corporate issuers. Generally, the sustainability of environmental resource use for sovereigns is relevant in many areas including agriculture, fisheries, protection of natural habitat, and public health. For corporate issuers, management of downside risks arising from unexpected costs due to environmental issues is one factor that the Investment Manager will assess where relevant. The Investment Manager also typically examines issuers' attitudes towards environmental pollution, as evidenced by their historical track record in the areas of hazardous waste, emissions, and energy consumption, among other indicators. Other factors that the Investment Manager will consider include companies' attitudes towards safety and their responses to lapses and accidents.

Sustainability indicators used to measure the attainment of social characteristics promoted by this fund include the Investment Manager's assessment of a country's politics and policies. Popular discontent can trigger drastic political and/or policy changes later on. It can also limit a government's ability to implement intended policy plans with far-ranging implications of its ability and willingness to service debt. Social factors that the Investment Manager considers for sovereign issuers include personal freedoms, civil liberties, safety & security, functioning of the government, among others. For corporate issuers, areas of focus include evidence of severe worker rights and labour violations, fair pay, diversity/opportunity policies, unionization, privacy/data security policies, among others.

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?*** *[include, for financial products that make sustainable investments, a description of the objectives and how the sustainable investments contribute to the sustainable investment objective. For the financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852, list the environmental objectives set out in Article 9 of that Regulation to which the sustainable investment underlying the financial product contributes]*

  N/A

- ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?*** *[include a description for the financial product that partially intends to make sustainable investments]*

  N/A

  How have the indicators for adverse impacts on sustainability factors been taken into account? [include an explanation of how the indicators for adverse impacts in Table 1 of Annex I and any relevant indicators in Tables 2 and 3 of Annex I , are taken into account]

  N/A

  ~~H~~ow are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details: [include an explanation on the alignment with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work and the International Bill of Human Rights]

N/A

[Include statement for financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852]
The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.

Does this financial product consider principal adverse impacts on sustainability factors?

Yes, ______ *[if the financial product considers principal adverse impacts on sustainability factors, include a clear and reasoned explanation of how it considers principal adverse impacts on sustainability factors. Indicate where, in the information to be disclosed pursuant to Article 11(2) of Regulation (EU) 2019/2088, the information on principal adverse impacts on sustainability factors is available]*

No

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ("SFDR"), requires the Fund to make a "comply or explain" decision whether to consider the principal adverse impacts ("PAIs") of its investment decisions on sustainability factors, in accordance with a specific regime outlined in SFDR. The Fund has opted not to comply with that regime, but will keep its decision under regular review.

The Fund has carefully evaluated the requirements set forth in Article 4 of the SFDR, and in the draft Regulatory Technical Standards which were published in April 2020 (the "PAI Regime"). The Investment Manager believes that material sustainability factors are elements of thorough fundamental credit analysis. Notwithstanding this longstanding approach to credit analysis, for the time being the Investment Manager has determined it is not practical to consider the adverse impacts of its investment decisions on sustainability factors within the meaning of Article 4(1)(a) of SFDR as the Investment Manager does not believe it could currently do so in a systematic and consistent manner at a reasonable cost. This is in part because underlying companies or issuers (which are domiciled globally and include emerging markets) are not widely obligated to, and baed on the Investment Manager's information and belief, overwhelmingly do not currently report by reference to the same data. Notwithstanding the Fund's decision not to comply with the PAI Regime, the Investment Manager has implemented positive ESG-related initiatives and policies as part of its overall commitment to ESG matters.

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

What investment strategy does this financial product follow? *[provide a description of the investment strategy and indicate how the strategy is implemented in the investment process on a continuous basis]*

The Fund is actively managed. The Fund seeks to achieve its objective through investing at least 70% of its net assets in fixed income securities of issuers that are economically tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. In addition, the Investment Manager evaluates each of the Fund's investments within its ESG framework. The Investment Manager's ESG framework incorporates appropriate ESG information sources (which primarily will be derived from third-party ESG data providers, but may also include internally generated research) to define and evaluate the investment universe and aims to limit the Fund's exposure to ESG risks.

The Investment Manager has long integrated ESG factors and engagement in its traditional investment strategies. The ESG Emerging Markets Debt Blend strategy takes this further by utilising dedicated ESG benchmarks, screening out certain countries and corporates from the investment universe and typically pursuing a larger weight for green bonds in the portfolio than "core" (non-ESG) EMD Blend strategies. The strategy invests across the broad ESG EMD universe, in hard currency sovereign, local currency and corporate debt.

The Investment Manager seeks to manage and mitigate ESG as a risk factor. Among other approaches, the Investment Manager may: highlight specific ESG factors in fundamental credit analysis with a focus on anticipating future changes; reduce exposures to countries and companies with weaker ESG scores; avoid exposure to countries and companies with the weakest ESG scores. In addition, the Investment Manager seeks to foster engagement with issuers on ESG issues, such as by seeking to incentivize issuers for progress on ESG performance which tends to result in lower financing costs and encouraging the issuance of green bonds where applicable.

- ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Investment Manager seeks to manage and mitigate ESG as a risk factor. Among other approaches, the Investment Manager will seek to highlight specific ESG factors in fundamental credit analysis with a focus on anticipating future changes; reduce exposures to countries and companies with weaker ESG scores and avoid exposure to countries and companies with the weakest ESG scores. In addition, the ESG Emerging Markets Debt Blend strategy screens out certain countries and corporate bonds from the investment universe. Specifically certain controversial sectors (namely thermal coal, tobacco and weapons) and UN Global Compact violators for corporate issuers are excluded. All issuers that fail to meet the minimum ESG scores are also excluded. The Investment Manager typically pursues a larger weight for green bonds in the portfolio than "core" (non-ESG) EMD Blend strategies.

Good governance practices include sound management structures, employee relations,

Although the Investment Manager actively manages the Fund and the Fund is not constrained by the ESG Benchmark, the Investment Manager will take into account the ESG Benchmark constituents when making investment decisions for the Fund and considers the ESG Benchmark as a guide for selecting securities that may meet the Investment Manager's ESG criteria for the Fund. The Investment Manager may determine to invest in off-benchmark securities in instances where it believes an issuer demonstrates compelling ESG characteristics or a favourable risk reward profile.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?*** *[include an indication of the rate, where there is a commitment to reduce the scope of investments by a minimum rate]*

  There Fund has not committed to reduce the scope by a minimum rate.

- ***What is the policy to assess good governance practices of the investee companies?*** *[include a short description of the policy to assess good governance practices of the investee companies]*

The Investment Manager believes that governance is a key factor impacting the long-term *[include note only for financial products referred to in Article 6 of Regulation (EU) 2020/852*

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

economic performance for sovereign and corporate issuers. For sovereign debt, the Investment Manager focuses on the rule of law, corruption, the robustness and integrity of a country's institutional framework, property rights, and the levels of political stability and security. At the corporate level, the Investment Manager strives to invest in companies that are good corporate citizens who recognize their responsibility to the societies in which they
operate. The Investment Manager examines areas including ethical business practices, the reputation and track record of management and dominant shareholders, management compensation policy, and Board independence and diversity, among others.

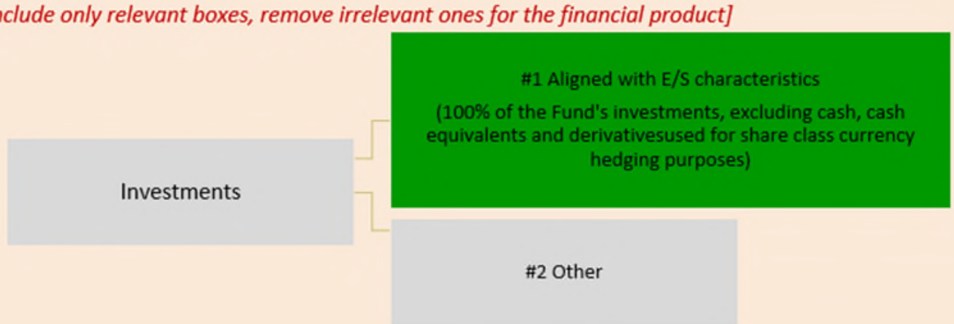
The Investment Manager believes that GDP and income levels are strongly related to ESG scores across countries. Institutions and governance play a key role and the Invetsment Manager's research finds that weaker institutions inhibit economic development, while at the same time, the lack of resources in poor countries also hampers the development of sound institutions and good governance.

Asset allocation describes the share of investments in specific assets.

What is the asset allocation planned for this financial product? *[include a narrative explanation of the investments of the financial product, including the minimum proportion of the investments of the financial product used to meet the environmental or social characteristics promoted by the financial product in accordance with the binding elements of the investment strategy, including the minimum proportion of sustainable investments of the financial product where that financial products commits to making sustainable investments, and the purpose of the remaining proportion of the investments, including a description of any minimum environmental or social safeguards]*

The Investment Manager's screening process results in the exclusion of any investments that are not aligned with E/S characteristics. As a result, the Investment Manager considers all investments in the Fund as aligned with E/S characteristics (#1 below), other than cash, cash equivalents and derivatives used for currency hedging purposes. The Investment Manager aims to include sustainable investments such as green bonds in a larger allocation than is typically included in the ESG benchmark, but without a commitment to a specific minimum allocation. Therefore, the main allocation of the Fund is in E/S investments that may not be considered to be sustainable investments (i.e., investments that are not itself defined as sustainable, but alignment with the E/S characterists promoted by the Fund is achieved through fundamental integration of ESG factors in the investment process). Investments with strong ESG characteristics are more likely to be included and/or overweighted in the Fund, both by comparison

[Include only relevant boxes, remove irrelevant ones for the financial product]



[Include only relevant boxes, remove irrelevant ones for the financial product]

#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product. **100%**

to "core" EMD Blend strategies and to the ESG benchmark. Please refer to the flow chart below for an illustration.

- ***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?*** *[for financial products that use derivatives as defined in Article 2(1), point (29), of Regulation (EU) No 600/2014 to attain the environmental or social characteristics they promote, describe how the use of those derivatives meets those characteristics]*

Derivatives are assessed for E/S characteristics based on the underlying credit in the same way as non-derivative investments.The E/S characteristics of derivatives used for share class currency hedging purposes would not typically be considered as part of the Investment Manager's E/S analysis.

[include note for financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852 that invest in environmental economic activities that are not environmentally sustainable economic activities]

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy? *[include a section for the financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852 and include the graphical representation referred to in Article 15(1), point (a), of this Regulation, the description referred to in Article 15(1), point (b), of this Regulation, a clear explanation as referred to in Article 15(1), point (c), of this Regulation, a narrative explanation as referred to in Article 15(1), point (d), of this Regulation and the information referred to in Article 15(3) of this Regulation]*

N/A

- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

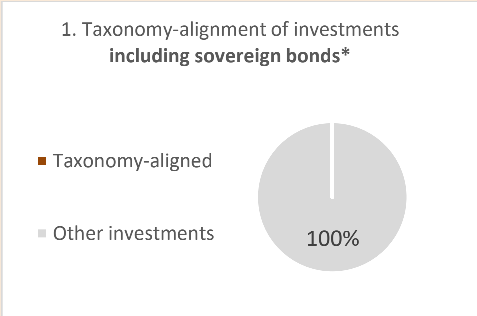
Yes, ______

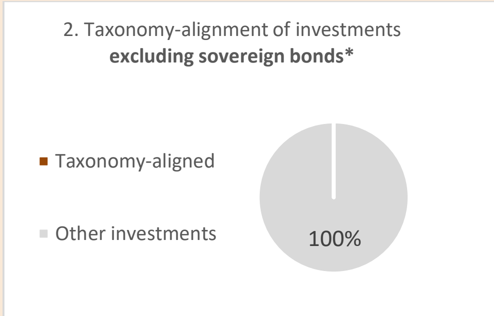
In fossil gas   In nuclear energy

X No

To comply with the EU Taxonomy, the criteria for fossil gas include limitations on emissions and switching to renewable power or lowcarbon fuels by the end of 2035. For nuclear energy, the criteria include comprehensive safety and waste management rules.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.





* *For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures*

What is the minimum share of investments in transitional and enabling activities? *[include section for the financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852]*

There is no minimum share of investments in transitional and enabling activities.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy? *[include section only for the financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852 where the financial product invests in economic activities that are not environmentally sustainable economic activities and explain why the financial product invests in sustainable investments with an environmental objective in economic activities that are not Taxonomy-aligned]*

N/A

What is the minimum share of socially sustainable investments? *[include section only where the financial product includes sustainable investments with a social objective]*

N/A

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

N/A

Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes? *[include section where an index has been designated as a reference benchmark for the purpose of attaining the environmental or social characteristics promoted by the financial product and indicate where the methodology used for the calculation of the designated index can be found]*

[include note for financial products where an index has been designated as a reference benchmark for the purpose of attaining the environmental or social characteristics promoted by the financial product]

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics

Yes, the ESG Benchmark.

How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?

The ESG Benchmark is rebalanced monthly by the index provider, based on its systematic and proprietary index methodology including ESG scoring, ethical factor analysis and exclusion criteria, among other construction criteria.

How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?

The Investment Manager actively manages the Fund and the Fund is not constrained by the ESG Benchmark. The Investment Manager will take into account the ESG Benchmark constituents when making investment decisions for the Fund and considers the ESG Benchmark as a guide for selecting securities that may meet the Investment Manager's ESG criteria for the Fund. The Investment Manager may determine to invest in off-benchmark securities in instances where it believes an issuer demonstrates compelling ESG characteristics or a favourable risk reward profile. The Investment Manager will make tactical allocations to each of the sectors (emerging markets debt hard currency, emerging markets debt local currency and emerging markets corporate debt) based on its view of the relative value of each sector and market conditions. Accordingly, the Fund's exposure to each sector will vary; Fund assets are not required to be allocated equally across each sector of the ESG Benchmark.

How does the designated index differ from a relevant broad market index?

The broad market indices for the asset classes in which the Fund invests do not consider ethical factors or ESG exclusion criteria to screen out potential index consituents. As compared to the non-ESG version of the ESG Benchmark component indices, the ESG Benchmark assigns a greater weighting to the issuers with better overall ESG scores.

Where can the methodology used for the calculation of the designated index be found?

Additional information on the ESG Benchmark will be provided upon request to the Investment Manager.

Where can I find more product specific information online?

More product-specific information can be found on the website: *[include a hyperlink to the website referred to in Article 23 of this Regulation]*

Please visit https://globalfunds.virtus.com/ucits