

**If you are in any doubt about the contents of this Prospectus, the risks involved in investing in the Company or the suitability of an investment in the Company you should consult your stock broker or other independent financial adviser. Prices for shares in the Company may fall as well as rise.**

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

### **InRIS UCITS PLC**

(an open-ended umbrella investment company with variable capital and segregated liability between Funds incorporated with limited liability in Ireland under the Companies Acts 2014 with registration number 527368 and established as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) as amended.)

### **CONSOLIDATED PROSPECTUS FOR GERMANY Investment Manager**

#### **Innocap Global Investment Management (Ireland) Ltd**

**THIS PROSPECTUS IS A CONSOLIDATION OF THE PROSPECTUS OF THE COMPANY, SUPPLEMENTS FOR INRIS CFM DIVERSIFIED, INRIS CFM TRENDS AND INRIS PENDURANCE MARKET NEUTRAL DATED 19 FEBRUARY 2019, SUPPLEMENT FOR INRIS PARUS DATED 12 JUNE 2019 AND SUPPLEMENT FOR INRIS PRENTICE DATED 1 JULY 2019 AND THE “ADDITIONAL INFORMATION FOR INVESTORS IN THE FEDERAL REPUBLIC OF GERMANY” DATED 2 AUGUST 2019. IT IS EXCLUSIVELY USED FOR OFFER AND DISTRIBUTION OF THE SHARES IN THE COMPANY IN OR FROM GERMANY. IT MAY NOT BE USED FOR THE OFFER OR DISTRIBUTION OF THE SHARES IN THE COMPANY IN ANY OTHER JURISDICTION. IF YOU ARE IN DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS, THE RISKS INVOLVED IN INVESTING IN THE COMPANY OR THE SUITABILITY OF AN INVESTMENT IN THE COMPANY YOU SHOULD CONSULT YOUR STOCK BROKER OR OTHER INDEPENDENT FINANCIAL ADVISER. PRICES FOR SHARES IN THE COMPANY MAY FALL AS WELL AS RISE.**

**The date of this Prospectus is 2 August 2019.**

## **IMPORTANT INFORMATION**

This Prospectus should be read in conjunction with the Section entitled "Definitions".

### **The Prospectus**

This Prospectus describes InRIS UCITS PLC (the "Company"), an open ended umbrella investment company incorporated with variable capital in Ireland and authorised by the Central Bank as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011), as amended, with segregated liability between its Funds. The Company is structured as an umbrella fund and may comprise several portfolios of assets, each portfolio of assets being a "Fund". The share capital of the Company may be divided into different Classes of Shares.

This Prospectus may only be issued with one or more Supplements, each containing information relating to a separate Fund. Details relating to Classes may be dealt with in the relevant Fund Supplement or in separate Supplements for each Class. Each Supplement shall form part of, and should be read in conjunction with, this Prospectus. To the extent that there is any inconsistency between this Prospectus and any Supplement, the relevant Supplement shall prevail.

The latest published annual and half yearly reports of the Company will be supplied to subscribers free of charge on request and will be available to the public as further described in the section of the Prospectus headed "Report and Accounts".

### **Authorisation by the Central Bank**

**The Company is both authorised and supervised by the Central Bank. Authorisation of the Company by the Central Bank shall not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company. The authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank and the Central Bank is not responsible for the contents of this Prospectus.**

**Prices of Shares in the Company may fall as well as rise.**

## **Redemption Fee**

**The Directors are empowered to levy a redemption charge not exceeding 3 % of the Net Asset Value per Share.**

**The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares in the Company (from which may be deducted a redemption fee) means that an investment should be viewed as medium to long term.**

Details of any such charge with respect to one or more Funds will be set out in the relevant Supplement.

## **Restrictions on Distribution and Sale of Shares**

The distribution of this Prospectus and the offering of Shares may be restricted in certain jurisdictions. This Prospectus does not constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is not authorised or the person receiving the offer or solicitation may not lawfully do so. It is the responsibility of any person in possession of this Prospectus and of any person wishing to apply for Shares to inform himself of and to observe all applicable laws and regulations of the countries of his nationality, residence, ordinary residence or domicile.

The Directors may restrict the ownership of Shares by any person, firm or corporation where such ownership would be in breach of any regulatory or legal requirement or may affect the tax status of the Company or may create a material disadvantage to other Shareholders. Any restrictions applicable to a particular Fund or Class shall be specified in the relevant Supplement for such Fund or Class. Any person who is holding Shares in contravention of the restrictions set out above or, by virtue of his holding, is in breach of the laws and regulations of any competent jurisdiction or whose holding could, in the opinion of the Directors, cause the Company or Shareholders or any Fund to incur any liability to taxation or to suffer any pecuniary disadvantage which any or all of them might not otherwise have incurred or sustained or otherwise in circumstances which the Directors believe might be prejudicial to the interests of the Shareholders, shall indemnify the Company, the Investment Manager, any investment adviser, the Depository, the Administrator and Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding Shares in the Company.

The Directors have the power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of the restrictions imposed by them as described herein.

### *Canada*

The Shares may not be offered, sold or delivered directly or indirectly to persons that are resident in Canada for purposes of the Income Tax Act (Canada).

### *United States of America*

Unless otherwise disclosed in the Supplement for the relevant Fund, prospective investors should note that investment in the Company and each Fund will be restricted to non United States persons. Unless otherwise disclosed in the Supplement for the relevant Fund, each investor must be either: (i) a natural person or an

entity that is: (A) not a “United States Person” (as defined under Section 7701(a)(30) of the U.S. Internal Revenue Code of 1986, as amended); (B) not a “U.S. Person” (as defined in Rule 901(k) promulgated under the U.S. Securities Act of 1933); and (C) a “Non-United States Person” (as defined in U.S. Commodity Futures Trading Commission Rule 4.7).

There will be no public offering of the Shares in the United States. The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any of the states of the United States. The Shares may not be offered, sold or delivered directly or indirectly in the United States or to or for the account or benefit of any “U.S. Person” except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state laws. The Shares are being offered outside the United States pursuant to the exemption from registration under Regulation S under the Securities Act.

The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended.

This Prospectus has not been filed with or approved or disapproved by any regulatory authority of the United States or any state thereof, nor has any such regulatory authority passed upon or endorsed the merits of this offering, the Shares or the accuracy or adequacy of this Prospectus. Any representation to the contrary is unlawful. In making an investment decision, prospective investors must rely upon their own examination of the Company and the terms of the offering, including the merits and risks involved.

This Prospectus has been prepared solely for the information of the prospective investor to whom it has been delivered on behalf of the Company and may not be reproduced or used for any other purpose.

The Shares are subject to restrictions on transfer and resale and may not be transferred or resold except as permitted under the Securities Act and applicable state securities laws pursuant to registration or exemption therefrom. It is not contemplated that any such registration will be effected, or that exemptions therefrom will be available. There is no secondary market for Shares and none is expected to develop. Investors should be aware that they may be required to bear the financial risks of an investment in Shares for an indefinite period of time. The Shares must be acquired for investment purposes only and not for resale.

Notwithstanding anything to the contrary herein, the investor (and each employee, representative or other agent of such investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of the Company and any transactions described herein, and all materials of any kind (including opinions or other tax analyses) that are provided to the investor relating to such tax treatment and tax structure.

Each person accepting this Prospectus hereby agrees to return it to the Company promptly upon request.

### **Reliance on this Prospectus**

Statements made in this Prospectus and any Supplement are based on the law and practice in force in the Republic of Ireland at the date of the Prospectus or Supplement, as the case may be, which may be subject to change. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares in the Company shall under any circumstances constitute a representation that the affairs of the Company have not changed since the date hereof. This Prospectus has been, and will be updated by the Company to take into account any material changes from time to time and any such amendments will be notified in advance to and cleared by the Central Bank. Any information or representation not contained herein or given or made by any broker, salesperson or other person should be regarded as unauthorised and should accordingly not be relied upon.

Investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or other matters. You should consult your stockbroker, accountant, solicitor, independent financial adviser or other professional adviser.

### **Risk Factors**

Investors should read and consider the section entitled “Risk Factors” before investing in the Company.

### **Translations**

This Prospectus and any Supplements may also be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus and Supplements. To the extent that there is any inconsistency between the English language Prospectus/Supplements and the Prospectus/Supplements in another language, the English language Prospectus/Supplements will prevail, except to the extent (but only to the extent) required by the law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a prospectus in a language other than English, the language of the Prospectus/Supplement on which such action is based shall prevail.

## DIRECTORY

### InRIS UCITS PLC

#### Directors

Francois Rivard  
Etienne Rouzeau  
Charles Lacroix  
John Skelly  
Yvonne Connolly

#### Registered Office

33 Sir John Rogerson's Quay  
Dublin 2  
Ireland

#### Company Secretary

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

#### Investment Manager

Innocap Global Investment Management (Ireland)  
Ltd  
Embassy House  
Herbert Park Lane  
Ballsbridge  
Dublin 4  
Ireland

#### Distributor and Consultant

Rothschild & Co Asset Management Europe  
29 avenue de Messine  
75008 Paris  
France

#### Platform Advisor

Innocap Investment Management Inc.  
1555 Peel  
6<sup>th</sup> Floor  
Montreal (Quebec) H3A 3L8  
Canada

#### Trading Advisors

As set out in the relevant Supplement relating  
to a Fund

#### Depository

State Street Custodial Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

#### Administrator

State Street Fund Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

#### Transfer Agent

CACEIS Ireland Limited  
One Custom House Plaza  
International Financial Services Centre  
Dublin 1  
Ireland

#### Auditors

Deloitte & Touche  
Earlsfort Terrace  
Dublin 2

#### Legal Advisers to the Company in Ireland

Dillon Eustace  
33 Sir John Rogerson's Quay  
Dublin 2

**TABLE OF CONTENTS**

DEFINITIONS ..... 8

1.THE COMPANY ..... 17

2.MANAGEMENT AND ADMINISTRATION ..... 56

3.FEES AND EXPENSES ..... 69

4.THE SHARES ..... 74

5.TAXATION ..... 90

6.GENERAL INFORMATION ..... 104

APPENDIX I - PERMITTED INVESTMENTS AND INVESTMENT RESTRICTIONS..... 118

APPENDIX II - RECOGNISED EXCHANGES..... 123

APPENDIX III - DEFINITION OF US PERSON ..... 130

APPENDIX IV - LIST OF DEPOSITARY’S DELEGATES AND SUB-DELEGATES.....133

EXISTING FUND SUPPLEMENT

SUPPLEMENTS

ADDITIONAL INFORMATION FOR INVESTORS IN THE FEDERAL REPUBLIC OF GERMANY

## DEFINITIONS

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

All references to a specific time of day are to Irish time

<b>“Accounting Date”</b>	means 31 <sup>st</sup> December in each year or such other date as the Directors may from time to time decide subject to the approval of the Central Bank.
<b>“Accounting Period”</b>	means a period ending on the Accounting Date and commencing, in the case of the first such period on the date of incorporation of the Company and, in subsequent such periods, on the day following expiry of the last Accounting Period.
<b>“Act”</b>	means the Companies Act 2014 and every amendment or re-enactment of the same.
<b>“ADR”</b>	means American depository receipts. ADRs are negotiable certificates that are claims on shares in non-US companies.
<b>“Administration Agreement”</b>	means the Administration Agreement made between the Company and the Administrator dated 19 July, 2013.
<b>“Administrator”</b>	means State Street Fund Services (Ireland) Limited.
<b>“AIMA”</b>	means the Alternative Investment Management Association.
<b>“Application Form”</b>	means any application form to be completed by subscribers for Shares as prescribed by the Company or its delegate from time to time.
<b>“Articles of Association”</b>	means the Memorandum and Articles of Association of the Company.
<b>“Auditors”</b>	means the Company’s Auditors, Deloitte & Touche.
<b>“Base Currency”</b>	means the currency of account of a Fund as specified in the relevant Supplement relating to that Fund.
<b>“Business Day”</b>	means in relation to a Fund such day or days as shall be so specified in the relevant Supplement for that Fund.



<b>“Central Bank”</b>	means the Central Bank of Ireland (which definition shall include any regulatory body which may replace or assume the responsibility of the Central Bank with regard to collective investment schemes).
<b>“Central Bank UCITS Regulations”</b>	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Undertakings for Collective Investment in Transferable Securities) Regulations) 2015 or such other amending or replacement regulations issued from time to time by the Central Bank as the competent authority with responsibility for the authorisation and supervision of UCITS and related guidance issued by the Central Bank to UCITS and their service providers.
<b>“Class”</b>	means a particular division of Shares in a Fund.
<b>“Company”</b>	means InRIS UCITS PLC.
<b>“Consultant”</b>	means Rothschild & Co Asset Management Europe; in its capacity as consultant to the Company.
<b>“Consultant Agreement”</b>	means the Second Amended and Restated Consultant Agreement dated 19 February, 2019 made between the Company and Rothschild & Co Asset Management Europe in its capacity as consultant to the Company as amended from time to time.
<b>“Country Supplement”</b>	means a supplement to this Prospectus specifying certain information pertaining to the offer of Shares of the Company or a Fund or Class in a particular jurisdiction or jurisdictions.
<b>“Depositary Agreement”</b>	means the Amended and Restated Depositary Agreement made between the Company and the Depositary dated 10 October, 2016, as amended from time to time.
<b>“Depositary”</b>	means State Street Custodial Services (Ireland) Limited or any successor company appointed by the Company and approved by the Central Bank as depositary of the assets of the Company and each Fund.
<b>“Dealing Day”</b>	means in relation to a Fund such day or days as shall be specified in the relevant Supplement for that Fund, or such other day or days as may be determined by the Directors and notified in advance to Shareholders provided that there shall

be at least two Dealing Days in each month occurring at regular intervals.

**“Dealing Deadline”**

means in relation to a Fund, such time on any Dealing Day as shall be specified in the relevant Supplement for the Fund provided that there shall be at least two Dealing Days in each month occurring at regular intervals.

**“Directors”**

means the directors of the Company or any duly authorised committee or delegate thereof.

**“Distribution Agreement”**

means the Third Amended and Restated Distribution Agreement made between the Company and Rothschild & Co Asset Management Europe in its capacity as distributor to the Company dated 19 February, 2019, as amended from time to time.

**“Distributor”**

means Rothschild & Co Asset Management Europe, in its capacity as distributor to the Company.

**“EEA”**

means the countries for the time being comprising the European Economic Area (being at the date of this Prospectus, European Union Member States, Norway, Iceland, Liechtenstein).

**“EMIR”**

means Regulation (EU) No. 648/2012 on OTC derivatives, central counterparties and trade repositories, as may be amended, supplemented or consolidated from time to time.

**“ETF”**

means an exchange traded fund which tracks a particular stock market index, the shares of which can be actively traded on an exchange.

**“Euro”, “EUR” or “€”**

means the lawful currency of the participating member states of the European Union which have adopted the single currency in accordance with the EC Treaty of Rome dated 25th March 1957 (as amended by the Maastricht Treaty dated 7th February 1992).

**“Exempt Irish Investor”**

means “Exempt Irish Investor” as defined in the section entitled “TAXATION”.

**“FCA”**

means the Financial Conduct Authority of the United Kingdom.

<b>“Fund”</b>	means a sub-fund of the Company established by the Directors from time to time with the prior approval of the Central Bank which represents part of the assets of the Company which are pooled separately and invested in accordance with the investment objective and policies applicable to such sub-fund.
<b>“GDPR”</b>	means Regulation (EU) 2016/679 of the European Parliament and of the Council.
<b>“GDRs”</b>	Global depositary receipts. GDRs are negotiable certificates that are claims on shares in companies traded on their domestic markets. They are traded in global markets and may be issued simultaneously in multiple foreign markets.
<b>“Initial Price”</b>	means the initial price payable for a Share as specified in the relevant Supplement for each Fund.
<b>“Intermediary”</b>	means “Intermediary” as defined in the section entitled “TAXATION”.
<b>“Investment Manager”</b>	means Innocap Global Investment Management (Ireland) Ltd.
<b>“Investment Management Agreement”</b>	means the Amended and Restated Investment Management Agreement made between the Company and the Investment Manager dated 18 May, 2017, as amended from time to time.
<b>“IOSCO”</b>	means the International Organisation of Securities Commissions.
<b>“Ireland”</b>	means the Republic of Ireland.
<b>“Irish Resident”</b>	means “Irish Resident” as defined in the section entitled “TAXATION”.
<b>“Irish Stock Exchange”</b>	means the Irish Stock Exchange Limited.
<b>“Member”</b>	means a Shareholder or a person who is registered as the holder of one or more non-participating shares in the Company.
<b>“Member State”</b>	means a member state of the European Union.

<b>“Minimum Holding”</b>	means the minimum number or value of Shares which must be held by Shareholders as specified in the relevant Supplement.
<b>“Minimum Subscription”</b>	means the minimum subscription for Shares as specified in the relevant Supplement.
<b>“Minimum Transaction Size”</b>	means the minimum value of subsequent subscriptions, redemptions, conversions or transfers of Shares in any Fund or Class as specified in the relevant Supplement.
<b>“Money Market Instruments”</b>	means instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time and which comply with the requirements of the Central Bank.
<b>“Net Asset Value” or “NAV”</b>	means the Net Asset Value of a Fund or attributable to a Class (as appropriate) calculated as referred to herein.
<b>“Net Asset Value per Share” or “NAV per Share”</b>	means the Net Asset Value of a Fund divided by the number of Shares in issue in that Fund or the Net Asset Value attributable to a Class divided by the number of Shares issued in that Class rounded to such number of decimal places as the Directors may determine.
<b>“Ordinarily Resident in Ireland”</b>	means “Ordinarily Resident in Ireland” as defined in the section entitled “TAXATION”.
<b>“OTC”</b>	means Over-the-Counter.
<b>“Paying Agency Agreement”</b>	means one or more Paying Agency Agreements made between the Company and one or more Paying Agents and dated as specified in the relevant Country Supplement.
<b>“Paying Agent”</b>	means one or more paying agents/ representatives/facilities agents, appointed by the Company in certain jurisdictions as detailed in the relevant Country Supplement.
<b>“Platform Advisor”</b>	means Innocap Investment Management Inc.
<b>“Platform Advisory Agreement”</b>	means the Amended and Restated Platform Advisory Agreement made between the Investment Manager and Innocap Investment Management Inc., dated 18 May, 2017, as amended from time to time.

<b>“PRA”</b>	means the Bank of England Prudential Regulation Authority.
<b>“Prospectus”</b>	the prospectus of the Company and any Supplements and addenda thereto issued in accordance with the requirements of the UCITS Regulations.
<b>“PRC”</b>	means the People’s Republic of China.
<b>“Recognised Exchange”</b>	means the stock exchanges or markets set out in Appendix II.
<b>“Relevant Declaration”</b>	means “Relevant Declaration” as defined in the section entitled “TAXATION”.
<b>“Relevant Period”</b>	means “Relevant Period” as defined in the section entitled “TAXATION”.
<b>“SFT Regulations”</b>	means Regulation EU 2015/2365 of the European Parliament and of the Council on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012, as may be amended, supplemented or consolidated from time to time.
<b>“Share”</b>	means a participating share or, save as otherwise provided in this Prospectus, a fraction of a participating share in the capital of the Company.
<b>“Shareholder”</b>	means a person who is registered as the holder of Shares in the register of Shareholders for the time being kept by or on behalf of the Company.
<b>“Specified US Person”</b>	means (i) a US citizen or resident individual, (ii) a partnership or corporation organized in the United States or under the laws of the United States or any State thereof (iii) a trust if (a) a court within the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and (b) one or more US persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States <b>excluding</b> (1) a corporation the stock of which is regularly traded on one or more established securities markets; (2) any corporation that is a member of the same expanded affiliated group, as defined in section 1471(e)(2) of the U.S. Internal Revenue Code, as a corporation described in clause (i); (3)

the United States or any wholly owned agency or instrumentality thereof; (4) any State of the United States, any U.S. Territory, any political subdivision of any of the foregoing, or any wholly owned agency or instrumentality of any one or more of the foregoing; (5) any organization exempt from taxation under section 501(a) or an individual retirement plan as defined in section 7701(a)(37) of the U.S. Internal Revenue Code; (6) any bank as defined in section 581 of the U.S. Internal Revenue Code; (7) any real estate investment trust as defined in section 856 of the U.S. Internal Revenue Code; (8) any regulated investment company as defined in section 851 of the U.S. Internal Revenue Code or any entity registered with the Securities Exchange Commission under the Investment Company Act of 1940 (15 U.S.C. 80a-64); (9) any common trust fund as defined in section 584(a) of the U.S. Internal Revenue Code; (10) any trust that is exempt from tax under section 664(c) of the U.S. Internal Revenue Code or that is described in section 4947(a)(1) of the U.S. Internal Revenue Code; (11) a dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any State; or (12) a broker as defined in section 6045(c) of the U.S. Internal Revenue Code. This definition shall be interpreted in accordance with the US Internal Revenue Code.

**“Supplement”**

means a supplement to this Prospectus specifying certain information in respect of a Fund and/or one or more Classes.

**“Sterling”, “GBP” or “£”**

means the lawful currency for the time being of the United Kingdom.

**“Taxes Acts”**

means “Taxes Acts” as defined in the section entitled “TAXATION”.

**“Transfer Agent”**

means CACEIS Ireland Limited, in its role as registrar and transfer agent.

**“Transfer Agency Agreement”**

means the registrar and transfer agency agreement made between the Company and the Transfer Agent dated 4 August, 2016, as amended from time to time.

**“Trading Advisor”**

means any one or more entities or individuals which may be selected and appointed by the Investment Manager to

manage the portfolio of assets or a portion thereof of a Fund subject to the particular terms of the Trading Advisory Agreement as detailed in the relevant Supplement.

**“Trading Advisory Agreement”**

means any one or more Trading Advisory Agreements made between the Investment Manager and one or more Trading Advisors as detailed in the relevant Supplement.

**“UCITS”**

means an Undertaking for Collective Investment in Transferable Securities established pursuant to EC Council Directive 2009/65/EC of 13 July, 2009 as amended, consolidated or substituted from time to time.

**“UCITS Directive”**

means EC Council Directive 2009/65/EC of 13 July 2009, as amended by Directive 2014/91/EU of 23 July, 2014, as amended, consolidated or substituted from time to time.

**“UCITS Regulations”**

means the European Communities Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) (as amended, consolidated or substituted from time to time) and any regulations or notices issued by the Central Bank pursuant thereto for the time being in force.

**“United Kingdom” or “UK”**

means the United Kingdom of Great Britain and Northern Ireland.

**“United States”**

means the United States of America (including the States and the District of Colombia), its territories, possessions and all other areas subject to its jurisdiction.

**“US Dollar”, “USD” or “US\$”**

means United States Dollars, the lawful currency for the time being of the United States of America.

**“US Person”**

means a US Person as defined in Regulation S under the Securities Act and the United States Commodity Futures Trading Commission Rule 4.7, as described in Appendix III.

**“Valuation Point”**

means such time as shall be specified in the relevant Supplement for each Fund.

**“VAT”**

means Value Added Tax.

## 1. THE COMPANY

### General

The Company is an open-ended investment company with variable capital and segregated liability between Funds, incorporated in Ireland on 9<sup>th</sup> May 2013, under the Act with registration number 527368. The Company has been authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.

The Company is structured as an umbrella fund consisting of different Funds each comprising one or more Classes. The names of all Funds of the Company will be detailed in a separate Supplement to this Prospectus, which shall be updated from time to time. The Shares issued in each Fund will rank *pari passu* with each other in all respects provided that they may differ as to certain matters including currency of denomination, hedging strategies if any applied to the currency of a particular Class, dividend policy, voting rights, the level of fees and expenses to be charged, subscription or redemption procedures or the Minimum Subscription and Minimum Holding applicable, as set out in the Prospectus and/or relevant Supplement as applicable. The assets of each Fund will be invested separately on behalf of each Fund in accordance with the investment objective and policies of each Fund. A separate portfolio of assets is not maintained for each Class. The investment objective and policies and other details in relation to each Fund are set out in the relevant Supplement which forms part of and should be read in conjunction with this Prospectus.

The Base Currency of each Fund is specified in the relevant Supplement. Additional Funds in respect of which a Supplement or Supplements will be issued may be established by the Directors with the prior approval of the Central Bank. Additional Classes in respect of which a Supplement or Supplements will be issued may be established by the Directors and notified to and cleared in advance with the Central Bank or otherwise must be created in accordance with the requirements of the Central Bank.

### Investment Objectives and Policies

The specific investment objective and policy of each Fund will be set out in the relevant Supplement to this Prospectus and will be formulated by the Directors at the time of creation of the relevant Fund.

Investors should be aware that the performance of certain Funds may be measured against a specified index or benchmark and in this regard, Shareholders are directed towards the relevant Supplement which will refer to any relevant performance measurement criteria. The Company may at any time change that reference index where, for reasons outside its control, that index has been replaced, or another index or benchmark may reasonably be considered by the Company to have become the appropriate standard for the relevant exposure. Such a change would represent a change in policy of the relevant Fund and Shareholders will be advised of any change in a reference index or benchmark (i) if made by the Directors, in advance of such a change and (ii) if made by the Index concerned, as soon as reasonably practicable thereafter and in any event, at the latest in the annual or half-yearly report of the Fund issued subsequent to such change.

Pending investment of the proceeds of a placing or offer of Shares or where market or other factors so warrant, a Fund's assets may, subject to the investment restrictions set out under the heading "Eligible Assets and Investment Restrictions" below, be invested in ancillary liquid assets such as money market instruments, including but not limited to certificates of deposit, floating rate notes and fixed or variable rate commercial paper



listed or traded on Recognised Exchanges and cash deposits denominated in such currency or currencies as the Directors or the Investment Manager may determine.

The investment objective of a Fund as disclosed in the relevant Supplement may not be altered and material changes in the investment policy of a Fund as disclosed in the relevant Supplement may not be made without the prior written approval of all Shareholders or without approval on the basis of a simple majority of votes cast at a general meeting of a particular Fund duly convened and held. In accordance with the requirements of the Central Bank UCITS Regulations, “material” shall be taken to mean, although not exclusively, changes which would significantly alter the asset type, credit quality, borrowing limits or risk profile of a Fund. In the event of a change of the investment objective and/or material change to the investment policy of a Fund as disclosed in the relevant Supplement, on the basis of a simple majority of votes cast at a general meeting, Shareholders in the relevant Fund will be given reasonable notice of such change to enable them to redeem their Shares prior to implementation of such a change.

The list of Recognised Exchanges on which a Fund’s investments in securities and financial derivative instruments, other than permitted investments in unlisted securities and over the counter derivative instruments, will be listed or traded is set out in Appendix II.

### **Managed Account Platform**

The Investment Manager may appoint a Trading Advisor for the management of assets of each Fund, in which case the Investment Manager will specify the parameters within which the Trading Advisor is to manage assets allocated to it, and in particular, will specify the investment objective, investment strategy and restrictions that are applicable to such assets. The assets and liabilities managed by a Trading Advisor in accordance with a particular investment objective and investment policy and being subject to particular restrictions will be known as an “Account”.

The assets and liabilities of a Fund that are designated or are identifiable as relating to a particular Account shall include, without limitation: (i) assets designated or identifiable as relating to such Account and that are held with the Depositary or with a sub-custodian via the Depositary or in any brokerage account(s), (ii) agreements designated or identifiable as relating to such Account and entered into with any entity acting in the capacity of a principal broker, futures commission merchant, swap or derivative counterparty and/or any other type of broker or counterparty, (iii) any other assets of such Fund invested in by the Trading Advisor on behalf of such Fund and held directly in the name of such Fund and that are designated or are identifiable as relating to such Account and (iv) any liabilities of such Fund that are attributable to such Account.

There may be a limitation on the amount of assets that can be allocated to an Account and no further allocations to an Account will be permitted following such capacity limitation being reached, unless the Investment Manager and the relevant Trading Advisor otherwise agree.

Each such Fund, through the Investment Manager or the applicable Trading Advisor, shall invest its assets principally in multiple liquid asset classes including global equities, currencies, interest rates, corporate bonds, indices and other collective investment schemes as more fully described in the relevant Supplement. The details of each Trading Advisor and their specific investment strategies will be set out in the relevant Supplement.

As well as the UCITS Investment Restrictions set out in Appendix I which will be applied to the assets and liabilities of a Fund, each Account may also be subject to additional guidelines, and each Trading Advisor shall ensure that the composition of its Account is in compliance with those additional guidelines (where applicable).

Compliance with the UCITS Investment Restrictions and with any additional guidelines in respect of an Account will be determined on the basis of the most recent information provided by the Trading Advisor to the Investment Manager. Although compliance with the UCITS Investment Restrictions is the responsibility of the Directors, this responsibility has been delegated to the Trading Advisor in respect of each Account. In addition, the Investment Manager has retained the Platform Advisor to monitor each Account's compliance with the UCITS Investment Restrictions.

If the UCITS Investment Restrictions are breached with respect to an Account, the relevant Trading Advisor must adopt the remedying of such non-compliance as its priority objective for its transactions in respect of the Account, taking due account of the interests of the Fund.

The Depositary, as part of its role, will review and report on compliance by the Company and each Fund with the Regulations and the UCITS Investment Restrictions. The Platform Advisor in respect of a particular Fund is appointed in order to, amongst other things, assess and report on compliance by the Fund and by each Account with the relevant UCITS Investment Restrictions and guidelines (where applicable) and to consult with the Company, the Depositary and the Investment Manager for the purposes of reconciling any differences between the reports prepared by the Platform Advisor, the Depositary and the Investment Manager (where applicable).

The Platform Advisor will act as risk monitor to the Investment Manager unless otherwise provided in the Supplement for the relevant Fund.

## **Portfolio Management**

Below is a general description of how the portfolio management function of each Fund is organised, and the roles of the Trading Advisors.

### *Role of Trading Advisors*

Generally, the strategy of each Fund will be implemented by a Trading Advisor. The Trading Advisor is responsible for the discretionary investment management of the Fund, subject to the terms of the Prospectus and relevant Supplement and the Trading Advisory Agreement. The Trading Advisor shall be entitled, with the consent of the Investment Manager, to delegate its duties to a sub-advisor, provided such delegation is in accordance with the requirements of the Central Bank and provided that the Trading Advisor shall be liable for any act or omission of any such person, firm or corporation as if such act or omission were its own.

In some cases, the investment management activities of a Fund may not require the appointment of a Trading Advisor and this function may be undertaken directly by the Investment Manager. Details of the appointment of the Trading Advisor, if any, shall be described in the relevant Supplement.

### *Role of Investment Manager*

## 1. Investment Management & Related Services

The Investment Manager shall be responsible for providing or obtaining, among others, the following investment management and other services:

- (a) advising the Company regarding the formation and termination of Funds and the investment strategies to be pursued by each Fund;
- (b) allocating the assets of the Funds, in accordance with the investment objectives and approaches of the Company and its Funds or instruct the relevant Trading Advisor accordingly when applicable;
- (c) conducting research and due diligence, selecting, retaining, monitoring their activities and terminating Trading Advisors and negotiating Trading Advisory Agreements with such Trading Advisors;
- (d) conducting research and due diligence and providing advice, as to the selection, appointment, monitoring or discharge of any service provider;
- (e) negotiating and agreeing on behalf of each of the Company or any one or more of its Funds any contracts for differences, derivative contracts, stock lending agreements, sale and buy back agreements, repurchase and reverse repurchase agreements, give up agreements, prime brokerage agreements and any other agreements of a similar nature and advising the Company with regard to any of the foregoing agreements;
- (f) arranging for the provision of pricing information to the Administrator;
- (g) providing, or causing to be provided, various documents and relevant information relating to the Company to potential and current investors in order for them to make investment decisions;
- (h) promoting and distributing Funds subject to the restrictions in the offering documentation and applicable legislation and regulations of the relevant jurisdiction; and
- (i) performing the function of FX hedging service provider to the Company from time to time and for managing foreign currency exposures for hedging purposes of each Fund identified by the Investment Manager in accordance with the Central Bank UCITS Regulations and each Fund's investment objectives, risk parameters and targeted hedge ratios.

If the engagement of the Investment Manager is terminated, the Directors shall use their best efforts to appoint a new investment manager to provide similar services following an extensive due diligence process.

## 2. Selection and Monitoring of Trading Advisors

The Investment Manager shall be responsible for selecting, appointing, monitoring and, where necessary, terminating the engagement of the Trading Advisor employed in respect of any Fund.

### *Selection*

In selecting Trading Advisors, the Investment Manager usually performs both a qualitative assessment and a quantitative assessment of the targeted investment strategy of a potential Trading Advisor and also assesses the general organizational structure, the operational and risk management capability, the legal and compliance framework of such potential Trading Advisor and the reputational risk associated with a potential Trading Advisor.

With regard to quantitative assessment, the Investment Manager shall where possible analyse:

- the performance, risk adjusted performance, and risk attributes using the historical performance of the potential Trading Advisor's strategy;
- the correlation of the potential Trading Advisor's strategy to its peers and to strategies implemented in existing Funds; and
- the ability of a potential Trading Advisor to perform on an ongoing basis and deliver consistently positive returns regardless of market conditions.

With regard to qualitative assessment, the Investment Manager shall where possible analyse:

- the methodology behind the strategy and the sources of positive returns and drawdowns;
- the potential Trading Advisor's idea generation sources, investment philosophy, investment process and trading capabilities;
- the risk management philosophy of the potential Trading Advisor as well as the risk management parameters that should favour, under normal market conditions, capital preservation;
- the operational framework (front office, middle office, and back office systems) under which the potential Trading Advisor functions;
- the investment instruments traded as well as country exposures, credit exposures, liquidity exposures and asset class exposures of representative existing portfolios managed by a potential Trading Advisor; and
- the key person risk mitigation and business continuity processes.

The Investment Manager shall also have the authority to terminate Trading Advisors in accordance with the terms of the relevant Trading Advisory Agreement.

### *Monitoring*

The Investment Manager is also responsible for monitoring, with the support of and advice from the Platform

Advisor, whether the Trading Advisors act within the investment objectives, strategies, approaches and restrictions of the Fund for which they are given investment management/trading authority, as well as any other conditions that may have been specifically communicated to them by the Investment Manager.

#### *Role of the Consultant*

The Consultant shall assist the Board of Directors of the Company, on a non-discretionary basis, mainly on the selection of asset managers that could be hired by the Investment Manager to act as Trading Advisors. Such assistance may consist of searching for and proposing to the Board of Directors asset managers which could be appointed as Trading Advisors, subject to the approval of the Board of Directors of the Company and the Investment Manager. The Consultant may also assist the Board of Directors in relation to the ongoing monitoring of the Trading Advisors.

The Consultant may provide assistance to the Board of Directors in relation to the determination of characteristics of proposed new sub-funds of the Company, notably in relation to risk profile, liquidity, transparency and reporting, based on the Consultant's assessment of the anticipated needs of current and potential investors, as observed by it in the market. For more details about the role of the Consultant, please see the sub-section entitled "Consultant" under the section entitled "MANAGEMENT AND ADMINISTRATION" below.

#### *Role of Platform Advisor*

The Platform Advisor will support the Investment Manager as may be required by the Investment Manager. For more details about the role of the Platform Advisor, please see the sub-section entitled "Platform Advisor" under the section entitled "MANAGEMENT AND ADMINISTRATION" below.

#### **Profile of a Typical Investor**

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

#### **Eligible Assets and Investment Restrictions**

Investment of the assets of each Fund must comply with the UCITS Regulations. The Directors may impose further restrictions in respect of any Fund. The investment and borrowing restrictions applying to the Company and each Fund are set out in Appendix I. Each Fund may also hold ancillary liquid assets.

#### **Borrowing Powers**

The Company may only borrow on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of each Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Company.

In accordance with the provisions of the UCITS Regulations the Company may charge its assets as security for such borrowings. A Fund may acquire foreign currency by means of a "back-to-back" loan agreement. The

Company shall ensure that a Fund with foreign currency borrowings which exceed the value of a back-to-back deposit treats that excess as borrowings for the purpose of Regulation 103 of the UCITS Regulations. However, where foreign currency borrowings exceed the value of the back-to-back deposit, any excess is regarded as borrowing for the purpose of the above-mentioned threshold that the aggregate amount of temporary borrowings may not exceed 10% of the Net Asset Value of each Fund

### **Adherence to Investment and Borrowing Restrictions**

The Company will, with respect to each Fund, adhere to any investment or borrowing restrictions herein or imposed by the Irish Stock Exchange for so long as the Shares in a Fund are listed on the Irish Stock Exchange and any criteria necessary to obtain and/or maintain any credit rating in respect of any Shares or Fund or Class in the Company, subject to the UCITS Regulations.

### **Changes to Investment and Borrowing Restrictions**

It is intended that the Company shall have the power (subject to the prior approval of the Central Bank) to avail itself of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Company in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited under the UCITS Regulations.

### **Efficient Portfolio Management**

The Investment Manager or each of the Trading Advisors may, on behalf of a Fund, engage in transactions in financial derivative instruments for the purposes of efficient portfolio management and/or to protect against exchange risks within the conditions and limits laid down by the Central Bank from time to time. Efficient portfolio management transactions relating to the assets of the Fund may be entered into by the Investment Manager or each of the Trading Advisors aiming to hedge or reduce the overall risk of its investments, enhance performance and/or to manage interest rate and currency exchange rate risk. In relation to efficient portfolio management operations, the Investment Manager and each of the Trading Advisors will look to ensure that the techniques and instruments used are economically appropriate in that they will be realised in a cost-effective way. Such transactions may include foreign exchange transactions which alter the currency characteristics of transferable securities held by a Fund. Such techniques and instruments include futures, options, forward foreign exchange contracts and swaps (as described below under the section headed "Financial Derivative Instruments") and stocklending and repurchase and reverse repurchase agreements and when issued and/or delayed delivery securities as described below.

The Company shall ensure that all revenues arising from efficient portfolio management techniques and instruments, net of direct and indirect operational costs and fees, are returned to the Fund.

Please refer to the risk factors under the heading "Risk Factors" in the Prospectus for the counterparty risks that apply to the Funds. Please also refer to the section of the prospectus entitled "Conflicts of Interest".

### **When Issued/Delayed Delivery Securities**

A Fund may purchase or sell securities on a when-issued or delayed-delivery basis for the purposes of efficient portfolio management. In this instance, payment for and delivery of securities takes place in the future at a stated price in order to secure what is considered to be an advantageous price and yield to the Fund at the time of entering into the transaction. Securities are considered “delayed delivery” securities when traded in the secondary market, or “when-issued” securities if they are acquired at their issuance of securities. Delayed delivery securities (which will not begin to accrue interest until the settlement date) and when-issued securities will be recorded as assets of the Fund and will be subject to risks of market value fluctuations. The purchase price of delayed delivery and when-issued securities will be recorded as a liability of the Fund until settlement date and when issued or delivered as the case may be such securities will be taken into account when calculating the limits set out in Appendix I under the heading Investment Restrictions.

### **Repurchase/Reverse Repurchase and Stock lending Arrangements for the Purposes of Efficient Portfolio Management**

Subject to the conditions and limits set out in the Central Bank UCITS Regulations and the SFT Regulations, a Fund may use repurchase agreements, reverse repurchase agreements and/or stock lending agreements to generate additional income for the relevant Fund. Repurchase agreements, reverse repurchase agreements and/or stock lending agreements will only be used for Efficient Portfolio Management.

Repurchase agreements are transactions in which one party sells a security to the other party with a simultaneous agreement to repurchase the security at a fixed future date at a stipulated price reflecting a market rate of interest unrelated to the coupon rate of the securities. A reverse repurchase agreement is a transaction whereby a Fund purchases securities from a counterparty and simultaneously commits to resell the securities to the counterparty at an agreed upon date and price. A stock lending arrangement is an arrangement whereby title to the “loaned” securities is transferred by a “lender” to a “borrower” with the borrower contracting to deliver “equivalent securities” to the lender at a later date.

In relation to efficient portfolio management operations, the Investment Manager and each of the Trading Advisors will seek to ensure that the techniques and instruments entered into for the purposes of efficient portfolio management are realised in a cost effective manner.

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

### **Securities Financing Transactions**

Where specified in the relevant Supplement, a Fund may enter into securities financing transactions which include repurchase agreements, reverse repurchase agreement and/or stock lending agreements for efficient portfolio management purposes in accordance with the limits and conditions set down in the Central Bank UCITS Regulations and the SFT Regulations.

Details of the types of assets that can be subject to securities financing transactions, together with the maximum proportion and expected proportion of assets under management that may be subject to such transactions will be set out in the relevant Supplement for the Fund.

Please refer to the section of the Prosepectus above entitled “*The Company*”, sub-paragraph, “*Repurchase/Reverse Repurchase and Stock lending Arrangements for the Purposes of Efficient Portfolio Management*” for a description of repurchase agreements, reverse repurchase agreement and stock lending agreements.

Where a Fund enters into a repurchase agreement under which it sells securities to the counterparty, it will incur a financing cost from engaging in this transaction which will be paid to the relevant counterparty. Cash collateral received by a Fund under a repurchase agreement is typically reinvested in order to generate a return greater than the financing costs incurred by the Fund. In such circumstances, the Fund will be exposed to market risk and to the risk of failure or default of the issuer of the relevant security in which the cash collateral has been invested. Furthermore, the Fund retains the economic risks and rewards of the securities which it has sold to the counterparty and therefore it is exposed to market risk in the event that it repurchases such securities from the counterparty at the pre-determined price which is higher than the value of the securities.

There is no global exposure generated by a Fund as a result of entering into reverse repurchase arrangements, nor do any such arrangements result in any incremental market risk unless the additional income which is generated through finance charges imposed by the Fund on the counterparty is reinvested, in which case the Fund will assume market risk in respect of such investments.

Finance charges received by a Fund under a stock-lending agreement may be reinvested in order to generate additional income. Similarly cash collateral received by a Fund may also be reinvested in order to generate additional income. In both circumstances, the Fund will be exposed to market risk in respect of any such investments.

The use of the techniques described above may expose a Fund to the risks disclosed under the heading “Risk Factors”-“Risks associated with Securities Financing Transactions”.

### **Financial Derivative Instruments**

A Fund may invest in financial derivative instruments, including equivalent to cash settled instruments dealt in on a Recognised Exchange, and/or in OTC derivative instruments in each case under and in accordance with conditions or requirements imposed by the Central Bank.

### **Investment in Financial Derivative Instruments**

A Fund may use financial derivative instruments for investment purposes and or use derivative instruments traded on a Recognised Exchange and/or OTC markets to hedge or reduce the overall risk of its investments, enhance performance and/or to manage interest rate and currency exchange rate risk. A Fund’s ability to invest in and use these instruments and strategies may be limited by market conditions, regulatory limits and tax considerations and these strategies may be used only in accordance with the investment objectives of the relevant Fund.

The financial derivative instruments which the Investment Manager or each of the Trading Advisors may invest in on behalf of each Fund, and the expected effect of investment in such financial derivative instruments on the



risk profile of a Fund are set out below and, if applicable to one or more particular Funds in the relevant Supplement. The extent to which a Fund may be leveraged through the use of financial derivative instruments will be disclosed in the relevant Supplement. In addition, the attention of investors is drawn to the section of the Prospectus and each Supplement headed “Efficient Portfolio Management” and the risks described under the headings “Derivatives and Techniques and Instruments Risk” and “Currency Risk” in the Risk Factors Section of the Prospectus and, if applicable to a particular Fund, the relevant Supplement.

The Company will employ a risk management process to accurately measure, monitor and manage the risks attached to financial derivative positions for each Fund. Details of this process have been provided to the Central Bank. The approach to the measurement of global exposure taken in respect of each Fund will be set out in the relevant Supplement. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to and cleared by the Central Bank. The Company will provide on request to Shareholders supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

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

Any direct and indirect operational costs and/or fees which arise as a result of the use of FDI (including those used for currency hedging) which may be deducted from the revenue delivered to the Fund shall be at normal commercial rates and shall not include any hidden revenue. Such direct or indirect costs and fees will be paid to the relevant counterparty to the FDI transaction, which, in the case of FDI used for currency hedging purposes, may include the Depositary or entities related to the Depositary. All revenues generated through the use of FDI, net of direct and indirect operational costs and fees, will be returned to the Fund.

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

Details of the financial derivative instruments which may be used are detailed below or in the relevant Supplement.

### *Futures*

The Investment Manager or each of the Trading Advisors may enter into single stock and index futures contracts to hedge against changes in the values of equity securities held by a Fund or markets to which a Fund

is exposed or to hedge against currency and interest rate risk. The indices to which Funds may gain exposure to through futures contracts are market capitalization weighted indices. Market capitalisation based indices, means that the weight of each component of the index is established as a function of each company's market capitalisation and, as such, these indices do not require rebalancing. Should any particular stock in an index exceed the investment restrictions, it is generally anticipated that such stock would simultaneously be sold short so that such Fund's exposure to such stock remains within the prescribed investment restrictions.

The Investment Manager or each of the Trading Advisors may also use futures contracts as a means of gaining exposure to particular securities or markets on a short to medium term basis in advance of making a decision to purchase a particular security or to reallocate assets on a longer term basis. In addition, the Investment Manager or each of the Trading Advisors may use futures to reduce exposure to a market in advance of raising cash from asset sales to fund redemptions from a Fund.

The Investment Manager or each of the Trading Advisors may also use futures contracts where indicated in the relevant Supplement to take a directional view on particular securities or markets within a Fund's investment universe where, in the Investment Manager's or each of the Trading Advisors' view, those securities or markets are overpriced or likely to enter into a downward phase of the investment cycle or where particular issues or securities are trading with favourable credit spreads, or where anomalies exist between securities issued by the same issuer.

#### *Forwards*

Currency forwards may be used to hedge the currency exposures of securities denominated in a currency other than the Base Currency of the relevant Fund and to hedge against other changes in currency exchange rates which may have an impact on a Fund.

Where disclosed in the relevant Supplement, forward foreign exchange contracts will be used by the Investment Manager or the relevant Trading Advisor to hedge the currency exposure on behalf of investors invested in currency Classes offered by each Fund in relation to the Base Currency of that Fund and will generally be conducted with an affiliate of the Depositary. Any financial instruments used to implement such strategies with respect to one or more classes shall be assets/liabilities of a Fund as a whole but will be attributable to the relevant class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant class.

#### *Options*

Call options may be purchased to gain exposure to specific securities and put options may be purchased to hedge against downside risk. Options may also be purchased to hedge against currency or interest rate risks and the Investment Manager or each of the Trading Advisors may write put options and covered call options to generate additional revenues for a Fund. The Investment Manager and each of the Trading Advisors will not write uncovered call options. The Investment Manager and each of the Trading Advisors will use listed options only and will not make use of any exotic options or complex option strategies.

#### *Warrants*

A Fund may purchase warrants to provide an efficient, liquid mechanism for taking position in securities without the need to purchase and hold the security.

#### *Participation and Pass Through Notes*

OTC Participation notes, pass through notes and warrants may be used to gain exposure to particular securities, markets or maturities in instances where it is not possible or not economic to do so through the purchase of the underlying security or through a futures contract. Such notes will be structured to reflect the exposure and performance of individual equity or fixed income securities or the performance of either equity or fixed income indices. Additional disclosure on the use of participation and/or pass-through notes will be included in the relevant Fund's supplement, where relevant.

#### *Contracts for Difference*

Contracts for difference may be used either as a substitute for direct investment in the underlying equity or fixed income security or as an alternative to, and for the same purposes as, futures and options, particularly in cases where there is no futures contract available in relation to a specific security, or where an index option or index future represents an inefficient method of gaining exposure because of pricing or basis risk (i.e. the risk that offsetting investments in a hedging strategy will not experience price changes in entirely opposite directions from each other), or would result in a directional change in yield curve position or the management of portfolio duration.

#### *Swaps*

A Fund may enter into swap agreements with respect to currencies, interest rates and securities. A Fund may use these techniques to protect against changes in interest rates and currency exchange rates. A Fund may also use these techniques to take positions in or protect against changes in securities indices and specific securities prices. In respect of currencies, a Fund may utilise currency swap contracts where the Fund may exchange currencies at a fixed rate of exchange for currencies at a floating rate of exchange or currencies at a floating rate of exchange for currencies at a fixed rate of exchange. These contracts allow a Fund to manage its exposures to currencies in which it holds investment. For these instruments a Fund's return is based on the movement of currency exchange rates relative to a fixed currency amount agreed by the parties. In respect of interest rates, a Fund may utilise interest rate swap contracts where the Fund may exchange floating interest rate cash flows for fixed interest rate cash flows or fixed interest rate cash flows for floating interest rate cash flows. These contracts allow a Fund to manage its interest rate exposures. For these instruments a Fund's return is based on the movement of interest rates relative to a fixed rate agreed by the parties.

#### *Total Return Swaps*

Where specified in the relevant Supplement, a Fund may enter into total return swaps for investment purposes in order to generate income or profits in accordance with the investment objective and policies of the relevant Fund, in order to reduce expenses or hedge against risks faced by the Fund.

A total return swap is a derivative contract under which one counterparty transfers the total economic performance, including income from interests and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty. The reference obligation of a total return swap may be any security or other investment in which the relevant Fund is permitted to invest in accordance with its investment objective and policies.

Details of the types of assets that can be subject to total return swaps, together with the maximum proportion and expected proportion of assets under management that will be subject to such total return swaps may be set out in the relevant Supplement for the Fund.

The use of total return swaps may expose a Fund to the risks disclosed under the heading “*Risk Factors*”, sub-paragraph, “*Risks associated with Total Return Swaps*”.

#### *Revenues generated from Securities Financing Transactions and Total Return Swaps*

All revenues arising from securities financing transactions and total return swaps, net of direct and indirect operational costs and fees, shall be returned to the relevant Fund. Such revenues shall include fees and expenses paid to the counterparties to the relevant transactions/stock lending agents which will be at normal commercial rates plus VAT, if applicable.

Information on the revenues generated under such transactions shall be disclosed in the annual and semi-annual reports of the Company, along with entities to whom direct and indirect operational costs and fees relating to such transactions are paid. Such entities may include the Depositary or entities related to the Depositary .

#### *Eligible Counterparties*

Any counterparty to a total return swap or other OTC derivative contract shall satisfy fall within one of the following categories:

- i. a credit institution which falls within any of the categories set down in Regulation 7 of the Central Bank UCITS Regulations (an “Approved Credit Institution”);
- ii. an investment firm authorised in accordance with MiFID; or
- iii. a group company of an entity issued with a bank holding company license 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 .

Any counterparty to a OTC derivative contract or a securities financing transaction shall be subject to an appropriate internal assessment carried out by the Company, which shall include amongst other considerations, external credit ratings of the counterparty, the regulatory supervision applied to the relevant counterparty, country of origin of the counterparty and legal status of the counterparty.

Save where the relevant counterparty to the relevant securities financing transaction or OTC derivative contract is an Approved Credit Institution, where such counterparty is:

- a) is subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company 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) this shall result in a new credit assessment being conducted of the counterparty by the Company without delay.

### *Counterparty Procedures*

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

In order to establish a relationship with a counterparty the Investment Manager reviews the structure, management, financial strength, and general reputation of the counterparty in question, as well as the legal, regulatory and political environment in the relevant markets. Counterparty exposure is recorded daily and monitored. Any broker counterparty selected must adhere to the following:

- Must be within one of the categories set forth in the section entitled “Eligible Counterparties” above.
- Best Execution.
- Operational efficiency – Investment Managers’ dealers and other operations staff rank brokers according to quality of service.

For each trade, best execution overrides any other consideration.

Please refer to the risk factors under the heading “Risk Factors” in the Prospectus for the counterparty risks that apply to the Funds.

### **Collateral Management**

#### *Types of collateral which may be received by a Fund*

Where necessary, a Fund may receive both cash and non-cash collateral from a counterparty to a securities financing transaction or an OTC derivative transaction in order to reduce its counterparty risk exposure.

The non-cash collateral received by a Fund may comprise of fixed income securities or equities which meet the specific criteria outlined below . The level of collateral required to be posted by a counterparty may vary by counterparty and where the exchange of collateral relates to initial or variation margin in respect of non-centrally cleared OTC derivatives which fall within the scope of EMIR, the level of collateral will take into account the requirements of EMIR. In all other cases, collateral will be required from a counterparty where regulatory exposure limits to that counterparty would otherwise be breached.

There are no restrictions on the maturity of the collateral received by a Fund.

Collateral received from a counterparty shall satisfy the following criteria :

- (i) Non-cash collateral shall be highly liquid and traded on a regulated market or multi-lateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to its pre-sale valuation.
- (ii) Collateral received by a Fund shall be of high quality. The Company 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 Company in the credit assessment process;
  - (b) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in paragraph (a) above, this shall result in a new credit assessment being conducted of the issuer by the Company without delay.
- (iii) Collateral received shall be issued by an entity that is independent from the counterparty and is not expected to display a high correlation with the performance of the counterparty.
- (iv) Collateral received by a Fund shall be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of a Fund's Net Asset Value. When a Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

By way of derogation from the above diversification requirement, a Fund may accept collateral which provides exposure of more than 20% of the Net Asset Value of the relevant Fund and a Fund may also 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, non-Member State, or public international body of which one or more Member States belong (and which issuers are set out in Appendix I to the Prospectus – "Permitted Investments and Investment Restrictions"), provided the Fund will receive securities from at least six different issues with securities from any single issue not accounting for more than 30% of the Fund's Net Asset Value.
- (v) Collateral received by the Fund shall be capable of being fully enforced by a Fund at any time without reference to or approval from the counterparty.

The haircut applied to collateral posted by a counterparty will be negotiated on a counterparty basis and will vary depending on the class of asset received by a Fund, taking into account its credit standing and price volatility, any stress testing carried out to assess the liquidity risk of such asset and, where applicable taking into account the requirements of EMIR.

The amounts of haircuts will be negotiated with each counterparty and will typically be set out in a credit support annex ("**CSA**") with that counterparty. The terms of such CSA must be approved by the relevant departments of the Trading Advisor for the relevant Fund, generally involving, at a minimum, the legal and risk management department. In addition, the criteria for determining the amount of haircuts negotiated with each counterparty, as a minimum will include the credit standing or price volatility of the instrument as well as the outcome of any

stress testing.

#### *Valuation of collateral*

Collateral that is received by a Fund will be valued on at least a daily basis and assets that exhibit high price volatility will not be accepted as collateral unless suitably conservative haircuts are in place. In the event that a Fund should receive non-cash collateral, such non-cash collateral will be at mark to market given the required liquid nature of the collateral.

#### *Safe-keeping of collateral received by a Fund*

Collateral received by a Fund on a title transfer basis shall be held by the Depositary or a duly appointed sub-depositary of the Depositary. For other types of collateral arrangements, the collateral can be held by the Depositary, a duly appointed sub-depositary of the Depositary or by a third party custodian which is subject to prudential supervision and which is unrelated to the provider of the collateral.

#### *Re-use of collateral by a Fund*

The Company on behalf of the relevant Fund shall not sell, pledge or re-invest any non-cash collateral received by the relevant Fund.

Cash collateral received by a Fund may be reinvested in accordance with the requirements of the Central Bank UCITS Regulations. Any cash collateral received for and on behalf of the Fund may be invested in any of the following:

- (i) deposits with relevant institutions;
- (ii) short term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

In such circumstances, the relevant Fund shall be exposed to the creditworthiness of the relevant credit institution with which cash collateral is placed.

#### *Posting of collateral by a Fund*

Collateral provided by a Fund to a counterparty shall be agreed with the relevant counterparty and may comprise of cash or any types of assets held by the relevant Fund in accordance with its investment objective and policies and shall, where applicable, comply with the requirements of EMIR. Collateral may be transferred by a Fund to a counterparty on a title transfer basis where the assets are passed outside of the custody network and are no longer held by the Depositary or its sub-depositary. In such circumstances, subject to the requirements of the SFT Regulations, the counterparty to the transaction may use those assets in its absolute discretion. Where collateral is posted by a Fund to a counterparty under a security collateral arrangement where title to the relevant securities remains with the Fund, such collateral must be safe-kept by the Depositary or its sub-depositary. Any re-use of such assets by the counterparty must be effected in accordance with the

SFT Regulations and, where relevant, the UCITS Regulations. Risks associated with re-use of collateral are set down in “Risk Factors: Risks Associated with Collateral Management”.

### **Investment in Financial Indices**

Where provided in the relevant Fund Supplement, a Fund may seek exposure to some or all of the assets referred to in the investment policy section of each Fund by obtaining exposure to financial indices, through financial derivative instruments (such as futures or swaps on financial indices) which comply with the requirements in the Central Bank UCITS Regulations.

A Fund shall only gain exposure to such a financial index which complies with the UCITS Regulations and the requirements of the Central Bank as set out in the Central Bank UCITS Regulations and the following provisions will apply to any such financial index:-

- (a) any such financial index will be rebalanced /adjusted on a periodic basis in accordance with the requirements of the Central Bank of Ireland e.g. on a weekly, monthly, quarterly, semi-annual or annual basis;
- (b) the costs associated with gaining exposure to such a financial index will be impacted by the frequency with which the relevant financial index is rebalanced;
- (c) a list of such financial indices to which a Fund is exposed will be included in the annual financial statements of the Company;
- (d) details of any such financial index used by a Fund will be provided to Shareholders of that Fund by the Investment Manager on request;
- (e) where the weighting of a particular constituent in any such financial index exceeds the investment restrictions set down in the UCITS Regulations, the Investment Manager will as a priority objective look to remedy the situation taking into account the interests of the Shareholders of the relevant Fund.

Where a financial index comprised of Eligible Assets does not fulfil the criteria set out in Article 9(1) of the Commission Directive 2007/16/EC (i.e. sufficiently diversified, representative of an adequate benchmark for the market to which it refers and published in an appropriate manner), investment via a financial derivative on such an index by the Company on behalf of a Fund is not considered a derivative on a financial index but is regarded as a derivative on the combination of assets comprised in the index. A Fund may only gain exposure using a financial derivative instrument to such a financial index where on a “look through” basis, the Fund is in a position to comply with the risk spreading rules set down in the UCITS Regulations taking into account both direct and indirect exposure of the Fund to the constituents of the relevant index

### **Dividend Policy**

The Articles of Association of the Company empower the Directors to declare dividends in respect of any Shares in the Company out of the net income of the Company being the income of the Company from dividends, interest or otherwise and/or net realized and unrealized gains (i.e. realized and unrealized capital gains net of all realized and unrealized losses) less accrued expenses of the Company, subject to certain adjustments. Except where otherwise stated in the relevant Supplement of any particular Fund, it is not envisaged that any income or gains will be distributed by the Company to its Shareholders. The Company will accumulate all income received from its investments in the relevant Fund, which income will be reflected in the NAV of the



Shares of such Fund. If and when applicable, the dividend policy and information on the declaration and payment of dividends for each Fund will be specified in the relevant Supplement.

## **Risk Factors**

### *General*

The risks described herein should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in a Fund. Potential investors should be aware that an investment in a Fund may be exposed to other risks of an exceptional nature from time to time. Investment in the Company carries with it a degree of risk. Different risks may apply to different Funds and/or Classes. Details of specific risks attaching to a particular Fund or Class which are additional to those described in this section will be disclosed in the relevant Supplement. Prospective investors should review this Prospectus and the relevant Supplement carefully and in its entirety and consult with their professional and financial advisers before making an application for Shares. Prospective investors are advised that the value of Shares and the income from them may go down as well as up and, accordingly, an investor may not get back the full amount invested and an investment should only be made by persons who can sustain a loss on their investment. Past performance of the Company or any Fund should not be relied upon as an indicator of future performance. The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term. The attention of potential investors is drawn to the taxation risks associated with investing in the Company. Please refer to the Section of the Prospectus entitled "Taxation". The securities and instruments in which the Company invests are subject to normal market fluctuations and other risks inherent in investing in such investments and there can be no assurance that any appreciation in value will occur.

There can be no guarantee that the investment objective of a Fund will actually be achieved.

### **Risks Associated with Securities Financing Transactions**

Entering into repurchase agreements, reverse repurchase agreements and stocklending agreements create several risks for the Company and its investors. The relevant Fund is exposed to the risk that a counterparty to a securities financing transaction may default on its obligation to return assets equivalent to the ones provided to it by the relevant Fund. It is also subject to liquidity risk if it is unable to liquidate collateral provided to it to cover a counterparty default. Such transactions may also carry legal risk in that the use of standard contracts to effect securities financing transactions may expose a Fund to legal risks such as the contract may not accurately reflect the intention of the parties or the contract may not be enforceable against the counterparty in its jurisdiction of incorporation. Such transactions may also involve operational risks in that the use of securities financing transactions and management of collateral are subject to the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Risks may also arise with respect to any counterparty's right of re-use of any collateral as outlined below under "*Risks Associated with Collateral Management*". Investors should also refer to the risk factors below entitled "*Risks Associated with Total Return Swaps*", "*Risks Associated with Repurchase / Reverse Repurchase Agreements*" and "*Stock Lending Risk*".

### **Risks Associated with Total Return Swaps**

If there is a default by the counterparty to a total return swap contract, a Fund will be limited to contractual remedies pursuant to the agreement 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 Company on behalf of the Fund will succeed in pursuing contractual remedies. A Fund thus assumes the risk that it may be delayed in or prevented from exercising its rights with respect to the investments in its portfolio and obtaining payments owed to it pursuant to the relevant contract and therefore may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights. Furthermore, in addition to being subject to the credit risk of the counterparty to the total return swap, the Fund is also subject to the credit risk of the issuer of the reference obligation. Costs incurred in relation to entering into a total return swap and differences in currency values may result in the value of the index/reference value of the underlying of the total return swap differing from the value of the total return swap.

### **Risks Associated with Collateral Management**

Where a Fund enters into an OTC derivative contract or a securities financing transaction, it may be required to pass collateral to the relevant counterparty or broker. Collateral that a Fund posts to a counterparty or a broker that is not segregated with a third-party custodian may not have the benefit of customer-protected “segregation” of such assets. Therefore in the event of the insolvency of a counterparty or a broker, the Fund may become subject to the risk that it may not receive the return of its collateral or that the collateral may take some time to return if the collateral becomes available to the creditors of the relevant counterparty or broker. In addition, notwithstanding that a Fund may only accept non-cash collateral which is highly liquid, the Fund is subject to the risk that it will be unable to liquidate collateral provided to it to cover a counterparty default. The Fund is also subject to the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Where cash collateral received by a Fund is re-invested in accordance with the conditions imposed by the Central Bank, a Fund will be exposed to the risk of a failure or default of the issuer of the relevant security in which the cash collateral has been invested .

Where collateral is posted to a counterparty or broker by way of a title transfer collateral arrangement or where the Company on behalf of a Fund grants a right of re-use under a security collateral arrangement which is subsequently exercised by the counterparty, the Company on behalf of a Fund will only have an unsecured contractual claim for the return of equivalent assets. In the event of the insolvency of a counterparty, the Fund shall rank as an unsecured creditor and may not receive equivalent assets or recover the full value of the assets. Investors should assume that the insolvency of any counterparty would result in a loss to the relevant Fund, which could be material. In addition, assets subject to a right of re-use by a counterparty may form part of a complex chain of transactions over which the Company or its delegates will not have any visibility or control.

Because the passing of collateral is effected through the use of standard contracts, a Fund may be exposed to legal risks such as the contract may not accurately reflect the intentions of the parties or the contract may not be enforceable against the counterparty in its jurisdiction of incorporation.

### **Market Capitalisation Risk**

The securities of small-to-medium-sized (by market capitalisation) companies, or financial instruments related to such securities, may have a more limited market than the securities of larger companies and may involve greater risks and volatility than investments in larger companies. Accordingly, it may be more difficult to effect sales of such securities at an advantageous time or without a substantial drop in price than securities of a company with a large market capitalisation and broad trading market. In addition, securities of small-to-medium-sized companies may have greater price volatility as they are generally more vulnerable to adverse market factors such as unfavourable economic reports.

Companies with smaller market capitalisations may be at an earlier stage of development, may be subject to greater business risks, may have limited product lines, limited financial resources and less depth in management than more established companies. In addition, these companies may have difficulty withstanding competition from larger more established companies in their industries. The securities of companies with smaller market capitalisations may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than investing in securities of larger capitalisation companies. In addition, transaction costs in smaller capitalisation stocks may be higher than those of larger capitalisation companies.

### **Market Risk**

Some of the Recognised Exchanges in which a Fund may invest may be less well-regulated than those in developed markets and may prove to be illiquid, insufficiently liquid or highly volatile from time to time. This may affect the price at which a Fund may liquidate positions to meet redemption requests or other funding requirements.

### **Exchange Control and Repatriation Risk**

It may not be possible for Funds to repatriate capital, dividends, interest and other income from certain countries, or it may require government consents to do so. Funds could be adversely affected by the introduction of, or delays in, or refusal to grant any such consent for the repatriation of funds or by any official intervention affecting the process of settlement of transactions. Economic or political conditions could lead to the revocation or variation of consent granted prior to investment being made in any particular country or to the imposition of new restrictions.

### **Emerging Markets Risk**

Certain Funds may invest in equity securities of companies in emerging markets. Such securities may involve a high degree of risk and may be considered speculative. Risks include (i) greater risk of expropriation, confiscatory taxation, nationalisation, and social, political and economic instability; (ii) the small current size of the markets for securities of emerging markets issuers and the currently low or non-existent volume of trading, resulting in lack of liquidity and in price volatility, (iii) certain national policies which may restrict a Fund's

investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; and (iv) the absence of developed legal structures governing private or foreign investment and private property.

### **Political, Regulatory, Settlement and Sub-Custodial Risk**

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

### **Liquidity Risk**

Not all securities or instruments invested in by the Funds will be listed or rated and consequently liquidity may be low. Moreover, the accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavourable prices. The Funds may also encounter difficulties in disposing of assets at their fair price due to adverse market conditions leading to limited liquidity. This might have an adverse effect on the NAV and thus on the redemption proceeds that will be received by the redeeming Shareholder. In the event of unsettled market conditions, or if for any reason a Fund is unable to liquidate its investments or if the Company or the Investment Manager is obliged to suspend dealings in, or the NAV calculation of its Shares, the Company may suspend or limit, in whole or in part, the redemption of Shares.

### **Redemption Risk**

Large redemptions of Shares in a Fund might result in a Fund being forced to sell assets at a time and price at which it would normally prefer not to dispose of those assets, which could adversely affect the value of the Shares. Substantial redemptions may also cause the liquidation of the Company and/or a Fund.

Illiquidity in certain markets could also make it difficult for a Fund to liquidate a substantial portion of its investments on favourable terms, thereby resulting in a decrease in the value of the assets and thus, in the value of the redemption proceeds.

Persistent and/or substantial redemptions could also result in a progressive reduction in the liquidity and the quality of the assets of a Fund. In these circumstances, the non-redeeming Shareholders may bear a disproportionate risk of any decline in the value, liquidity and quality of a Fund's assets subsequent to the redemptions.

Substantial redemptions in any such given Fund may result in such Fund being non-profitable and, consequently, may also lead to the liquidation of its assets and subsequent closure.

In any of the circumstances described above, unless otherwise stated in the related Supplement, the Company or the Investment Manager may defer or limit the redemptions of Shares, or otherwise modify the management

of redemption requests in a Fund. Please refer to the Section of the Prospectus entitled “Suspension of Valuation of assets”.

### **Credit Risk**

There can be no assurance that issuers of the securities or other instruments in which a Fund invests will not be subject to credit difficulties leading to the loss of some or all of the sums invested in such securities or instruments or payments due on such securities or instruments. Funds will also be exposed to a credit risk in relation to the counterparties with whom they transact or place margin or collateral in respect of transactions in financial derivative instruments and may bear the risk of counterparty default.

In addition, with regard to the credit risk of the Company towards potential investors or Shareholders, monies subscribed in advance of a Dealing Day and held pending payment investment on the Dealing Day, or proceeds or redemptions held pending to investors, may be viewed by the courts as assets of the Company in the event of the insolvency of the Company prior to that Dealing Day.

### **Currency Risk**

Assets of a Fund may be denominated in a currency other than the Base Currency of the Fund and changes in the exchange rate between the Base Currency and the currency of the asset may lead to a depreciation of the value of the Fund’s assets as expressed in the Base Currency. It may not be possible or practical to hedge against such currency exchange rate risk. The Fund’s Investment Manager or Trading Advisor may, but is not obliged to, mitigate this risk by using financial instruments.

Funds may from time to time enter into currency exchange transactions either on a spot basis or by buying currency exchange forward contracts. Neither spot transactions nor forward currency exchange contracts eliminate fluctuations in the prices of a Fund’s securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline. Performance of a Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by a Fund may not correspond with the securities positions held.

A Fund may enter into currency exchange transactions and/or use techniques and instruments to seek to protect against fluctuations in the relative value of its portfolio positions as a result of changes in currency exchange rates between the trade and settlement dates of specific securities transactions or anticipated securities transactions. Although these transactions are intended to minimise the risk of loss due to a decline in the value of hedged currency, they also limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the relevant contract amounts and the value of the securities involved will not generally be possible because the future value of such securities will change as a consequence of market movements in the value of such securities between the date when the relevant contract is entered into and the date when it matures. The successful execution of a hedging strategy which matches exactly the profile of the investments of any Fund cannot be assured. It may not be possible to hedge against generally anticipated exchange fluctuations at a price sufficient to protect the assets from the anticipated decline in value of the portfolio positions as a result of such fluctuations.

### **Share Currency Designation Risk**

A Class of Shares of a Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency.

Where a Class of a Fund is designated as “hedged” in the relevant Supplement, the Fund’s Investment Manager will seek to mitigate this risk by using financial instruments such as those described under the heading “*Currency Risk*” provided that such instruments shall not result in over hedged and/or under-hedged positions as detailed below in the section entitled “*Hedging of Currency Exchange in Relation to Some Classes of Shares*”.

The Net Asset Value will be adjusted to take into consideration confirmed pending subscriptions and redemptions applicable to the relevant Valuation Point for the purposes of hedging against currency fluctuations. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments. Financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Shares of the Fund.

Shareholders should note that generally there is no segregation of assets and liabilities between Classes in a Fund and therefore a counterparty to a derivative overlay entered into in respect of a hedged Class may have recourse to the assets of the relevant Fund attributable to other Classes of that Fund where there is insufficient assets attributable to the hedged Class to discharge its liabilities. While the Company has taken steps to ensure that the risk of contagion between Classes is mitigated in order to ensure that the additional risk introduced to the Fund through the use of a derivative overlay is only borne by the Shareholders in the relevant Class, this risk cannot be fully eliminated.

### **Hedging of Currency Exchange in Relation to Some Classes of Shares**

Where a Class of a Fund is designated as “hedged” in the relevant Supplement, the Company shall enter into certain currency related transactions in order to mitigate the currency exchange fluctuation risk of a Class of Shares denominated in a currency other than the Base Currency.

Any such financial instruments used to implement such strategies with respect to one or more Classes shall be assets/liabilities of a Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class.

Where such hedging transactions are expected to be entered into by the Company, this will be disclosed in the Supplement for the Fund in which such Class is issued.

Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. Where there is more than one hedged Class in a Fund denominated in the same currency (which is a currency other than the

Base Currency of the relevant Fund) and it is intended to hedge the foreign currency exposure of such Classes against the Base Currency of the relevant Fund or against the currencies in which the Fund's assets are denominated, the Fund may, in accordance with the Central Bank requirements, aggregate the foreign exchange transactions entered into on behalf of such hedged Classes and apportion the gains/losses on and the costs of the relevant Financial Instruments pro rata to each such hedged Class in the relevant Fund.

In such cases, the currency hedging might result in a performance in relation to Shares denominated in a currency other than the Base Currency that differs from that related to Shares denominated in the Base Currency due to the following: (i) a bid/ask spread on the foreign exchange forward contracts will be incurred on each transactions; and (ii) in order to limit the impact of the spread, the amount of the forward contracts will be adjusted on a monthly basis. As a result, intra-month gains or losses may be exposed to fluctuations in the exchange rate between the Base Currency and the other currency in which such Shares are denominated. In this regard, intra-month forward contract adjustments may be effected if the level of such exposure becomes significant.

Further, where the Company seeks to hedge against such currency exchange fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside of the control of the Company.

The Company shall ensure that under-hedged positions do not fall short of 95% hedged of the portion of the Net Asset Value of the Class which is to be hedged against currency risk and keep any under-hedged under review to ensure it is not carried forward from month to month. The Company shall ensure that over-hedged positions do not exceed 105% of the Net Asset Value of the hedged currency Class. Hedged positions will be kept under review daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above and to ensure that positions materially in excess of 100% of Net Asset Value will not be carried forward from month to month.

The Net Asset Value will be adjusted to take into consideration confirmed pending subscriptions and redemptions applicable to the relevant Valuation Point for the purposes of hedging against currency fluctuations. Investors should also note that, as a result of collateral requirements on financial instruments used for currency hedging purposes, cash will generally need to be used to meet such collateral requirements, and, accordingly, the exposure of the Class of Shares denominated in a currency other than the Base Currency may be less than that of a Class of Shares in the Base Currency.

To the extent that hedging is successful for a particular Class, the performance of the Class is likely to move in line with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Fund are denominated.

It is intended that the currency exchange fluctuations hedging strategy which will be employed will be based on the most up-to-date information in relation to the Net Asset Value of a Fund, and will also take into account those confirmed pending subscriptions and redemptions relating to shareholder activity that will be processed through each Class in a Fund as at the relevant Valuation Point. The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which investors are able to subscribe to and redeem from the relevant Fund.

## **Investing in Fixed Income Securities**

Investment in fixed income securities is subject to interest rate, sector, security and credit risks. Lower-rated securities will usually offer higher yields than higher-rated securities to compensate for the reduced creditworthiness and increased risk of default that these securities carry. Lower-rated securities generally tend to reflect short-term corporate, sovereign and market developments to a greater extent than higher-rated securities which respond primarily to fluctuations in the general level of interest rates. There are fewer investors in lower-rated securities and it may be harder to buy and sell such securities at an optimum time.

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

## **Changes in Interest Rates**

The value of Shares may be affected by substantial adverse movements in interest rates. Interest rate risk includes, but is not limited to:

- (a) The risk that debt obligations will decline in value because of changes in interest rates. Generally, debt securities will decrease in value when interest rates rise and increase in value when interest rates decline. The value of a Fund's investments will fluctuate with the level of prevailing interest rates from time to time;
- (b) The risk that the cost of any borrowing by the Company, or by a Fund, on which interest is payable at a variable rate will increase if the relevant rate of interest moves higher. Conversely, assets which earn interest at a variable rate will suffer a decline in income if the relevant rate of interest moves lower; and
- (c) The risk that a spread movement between interest rates will affect the cost of currency hedging.

## **Valuation Risk**

Subject to UCITS investment restrictions, a Fund may invest some of its assets in unquoted (and as a result less liquid) securities or instruments in certain circumstances where the Investment Manager or the Trading Advisor believes that it is in the best interests of the relevant Fund to do so given the opportunities available in the market place, for example to invest in securities the Investment Manager or the Trading Advisor reasonably expects to become listed shortly after investment by the Fund. Such investments or instruments will be valued by the Company or its delegates in good faith in consultation with the Investment Manager or an alternative competent person as determined by the Directors or the Investment Manager as to their probable realisation value. Such investments are inherently difficult to value and are the subject of substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales or "close-out" prices of such securities.



## **Performance Fee Risk**

Where a performance fee is payable by a Fund, it will be based on net realized and net unrealized gains and losses as at the end of each financial period (as more fully described in each Supplement). As a result, performance fees may be paid on unrealized gains which may subsequently never be realized.

The payment of the performance fee to the Investment Manager or the Trading Advisor based on the performance of a Fund may provide the Investment Manager or the Trading Advisor with an incentive to cause such Fund to make more speculative investments than might otherwise be the case. The Investment Manager or the Trading Advisor will have discretion as to the timing and the terms of such Fund's transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees.

Unless otherwise specifically provided in the relevant Supplement, the Company will not apply an equalization per share method or a series accounting method. Consequently, there can be no guarantee that the performance fee applicable to a Fund will be equitably borne by the Shareholders in such Fund and the rateable performance fee to be borne by the Shareholders may be greater than or lesser than the performance fee borne by other Shareholders depending on, among other things, the performance of the Fund and the payment periods.

## **Dividend Policy**

The Articles of Association of the Company empower the Directors to declare dividends in respect of any Shares in any given Fund out of the net income of such Fund, being the income of such Fund from dividends, interest or otherwise and/or net realised and unrealised gains (i.e. realised and unrealised capital gains net of all realised and unrealised losses) less accrued expenses of the Fund, subject to certain adjustments. The dividend policy and information on the declaration and payment of dividends for each Fund if applicable will be specified in the relevant Fund Supplement and the section in the Prospectus entitled "Dividends and Distributions".

## **Publication of Net Asset Value per Share**

Where necessary to comply with the requirements of the relevant jurisdiction, the Net Asset Value of the relevant Classes of Shares of each Fund registered for sale in the relevant jurisdiction will be published in the following: (i) on the website <https://www.am.eu.rothschildandco.com/> (ii) and any other publication as required, at such frequency as disclosed in the relevant Supplement or Country Supplement. In addition, the Net Asset Value per Share may be obtained from the Distributor, the Administrator, or the relevant jurisdictional representative during normal business hours. The Net Asset Value of the relevant Classes of shares of each Fund published on the website <https://www.am.eu.rothschildandco.com/> will be kept up-to-date. Further information relating to the availability of the Net Asset Value per Share is disclosed in the relevant country specific Appendix.

## **Cross-Liability for other Funds**

The Company is established as an umbrella fund with segregated liability between Funds. Under Irish law, the assets of one Fund are not available to satisfy the liabilities of or attributable to another Fund. However, the Company may operate or have assets in countries other than Ireland which may not recognise segregation between Funds and there is no guarantee that creditors of one Fund will not seek to enforce one Fund's obligations against another Fund. As at the date of this Prospectus, the Directors are not aware of any such existing or contingent liability. As at the date of this Prospectus, the Directors are not aware of any instances where the treatment of segregated assets under Irish law, as described above, has been successfully challenged, against the Company and any Funds, in Ireland or in any jurisdiction where the Shares have been distributed.

## **Accounting, Auditing and Financial Reporting Standards**

The accounting, auditing and financial reporting standards of many of the emerging markets in which a Fund may invest may be less extensive than those applicable to United States and European Union companies. Investors' attention is drawn to the fact that the accounting, auditing and financial reporting standards, practices and disclosure requirements do not necessarily provide the same degree of shareholder protection and information to investors as would generally apply in major securities markets.

## **Derivatives and Techniques and Instruments Risk**

### *General*

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events, changes in local laws and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of techniques and instruments also 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 its impact on the ability to meet redemptions, and (5) possible impediments to effective portfolio management including for example in circumstances where fluctuations in the value of such instruments would have an impact on the exposure calculations for the relevant Fund in accordance with the Central Bank's requirements and the resultant impact on the management of the remainder of the Fund's portfolio.

### *Correlation Risk*

The prices of financial derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded financial derivative instruments may also be subject to changes in price due to supply and demand factors.

#### *Legal Risk*

The use of OTC derivatives, such as forward contracts, swap agreements and contracts for difference as well as the passing of collateral effected in relation to such derivatives transactions, will expose the Funds to the risk that the legal documentation of the contract may not accurately reflect the intention of the parties.

#### *Liquidity of Futures Contracts*

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits”. Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent a Fund from liquidating unfavourable positions.

#### *Futures and Options Risk*

The Investment Manager or Trading Advisors may engage in various portfolio strategies on behalf of the Funds through the use of futures and options. Due to the nature of futures, cash to meet margin monies will be held by a broker with whom each Fund has an open position. In the event of the insolvency or bankruptcy of the broker, there can be no guarantee that such monies will be returned to each Fund. On execution of an option the Funds may pay a premium to a counterparty. In the event of the insolvency or bankruptcy of the counterparty, the option premium may be lost in addition to any unrealized gains where the contract is in the money.

#### *Forward Trading*

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. Market illiquidity or disruption could result in major losses to a Fund.

#### *Foreign Exchange Transactions*

Where a Fund utilises derivatives which alter the currency exposure characteristics of transferable securities held by the Fund the performance of the Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by the Fund may not correspond with the securities positions held.

#### *OTC Markets Risk*

Where any Fund acquires securities on OTC markets, there is no guarantee that the Fund will be able to realise the fair value of such securities due to their tendency to have limited liquidity. Illiquid markets may make it difficult for a Fund, the Investment Manager or the Trading Advisor, to get an order executed at a desired price and, if such liquidation is effective, it could result in a loss for such Fund (in particular where a position size is several times the current average daily trading volume). Under certain circumstances, a Fund may be unable to liquidate portfolio investments due to the absence of a liquid market and, consequently, may not be able to redeem Shares. All of the above could result in delays in the calculation of the NAV, and/or payment of any redemption proceeds as well as in suspension of redemptions. If a Fund is required to liquidate or transact in such securities before its intended investment horizon, its performance could suffer.

Markets can be volatile and price movements are difficult to predict. Investments in OTC derivatives are also subject to the general volatility and swings of the underlying markets and a relatively small price movement in such markets may result in substantial and immediate losses in excess of the amount committed to a Fund's position if money was borrowed to make such investments. Values and volatility in OTC markets also depend in part on unpredictable facts such as public views concerning economic conditions as well as liquidity provided by market-makers.

#### *Counterparty and Settlement Risk*

Each Fund will have credit exposure to counterparties by virtue of positions in swaps, repurchase transactions, forward exchange rate and other similar contracts held by such Fund. To the extent that a counterparty defaults on its obligation and a Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights.

The Funds will also be exposed to a credit risk on parties with whom it trades securities, and may also bear the risk of settlement default, in particular in relation to debt securities such as bonds, notes and similar debt obligations or instruments.

#### *Absence of Regulation; OTC Derivatives Counterparties and OTC central clearer*

In general, there is less government regulation and supervision of transactions in the OTC markets (in which currencies, spot and option contracts, certain options on currencies and swaps are generally traded) than of transactions entered into on Recognised Exchanges. In addition, many of the protections afforded to participants on some Recognised Exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with OTC transactions. OTC options are not regulated. OTC options are non-exchange traded option agreements, which are specifically tailored to the needs of an individual investor. These options enable the user to structure precisely the date, market level and amount of a given position. The counterparty for these agreements will be the specific firm involved in the transaction rather

than a Recognised Exchange and accordingly the bankruptcy or default of a counterparty with which a Fund trades OTC options could result in substantial losses to a Fund.

Even though it is expected that it will be mandatory for certain OTC derivative transactions, such as credit default swaps or interest rate swaps will be centrally cleared, this new regime will not apply to all OTC derivatives transactions – for instance, mandatory central clearing is unlikely to apply to forward exchange contracts – and a Fund entering into such transactions will remain exposed to counterparty credit risk. In such case, the Fund may incur significant costs to enter into replacement transactions with other counterparties and might not be able to recover all or part of the collateral and excess collateral posted with the defaulting counterparty. Moreover, in the event a Fund uses a counterparty as a derivative prime broker, the potential exposure to such counterparty may be greater and as such the Fund may face greater counterparty credit risk and greater risk of loss with a single financial institution.

In addition, a counterparty may not settle a transaction in accordance with its terms and conditions because the contract is not legally enforceable or because it does not accurately reflect the intention of the parties or 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 a Fund to suffer a loss. To the extent that a counterparty defaults on its obligation and a Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights.

In relation to OTC derivatives which will be centrally cleared, the risks of the Fund are similar to those incurred in dealing with exchange traded derivatives clearers, but counterparty risk lies predominantly with the clearinghouse. Although there are still discussions in the US and Europe concerning the portability of transactions in the event of failure of an OTC derivatives central clearing member, there are as yet no guarantees that these protection regimes will be applied as regulations have not yet been declared. Central clearers may also decide to call for greater margin amounts than the clearinghouse minimum specified margin amounts. As a result, there is still the possibility that a Fund might not be able to recover in full such excess amounts held by a defaulting clearer. Also, the risk of a clearinghouse failure exists, and in such case guarantee funds in place at such clearinghouse may not cover fully amounts owed to an affected Fund.

Counterparty exposure will be in accordance with the requirements of the Central Bank. Regardless of the measures a Fund may implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that a Fund will not sustain losses on the transactions as a result.

### **Necessity for Counterparty Trading Relationships**

Participants in the OTC currency market typically enter into transactions only with those counterparties which they believe to be sufficiently creditworthy, even if the counterparty provides margin, collateral, letters of credit or other credit enhancements. While the Company believes that the Company will be able to establish the necessary counterparty business relationships to permit a Fund to effect transactions in the OTC currency market and other counterparty markets, including the swaps market, there can be no assurance that it will be able to do so. An inability to establish such relationships would limit a Fund's activities and could require a Fund to conduct a more substantial portion of such activities in the futures markets. Moreover, the counterparties with which a Fund expects to establish such relationships will not be obligated to maintain the credit lines extended to a Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

## **Derivatives Trading Risk**

Substantial risks are involved in alternative strategies, including the trading of options, futures and other derivative transactions as well as commodities. Funds may also enter into OTC derivative transactions such as swaps and options to gain economic exposure to securities (for instance, securities which may not be traded by non residents in certain emerging markets), currencies or other assets or rates.

Trading risks include both counterparty risk, and the risk that the financial institution used as an intermediary or counterparty might default, notably as a result of insolvency, and risks derived from the nature of transactions themselves or market risk.

Additionally, substantial risks are involved in trading financial derivatives in which a Fund intends to trade. The value of positions in derivatives is influenced by, among other things, changing supply, and demand for underlying assets such as commodities for instance, or by trade, fiscal and monetary policies of governments, foreign exchange controls as well as national and international political and economic events. In addition, governments from time to time may intervene, directly or by regulation, in certain markets. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction. Certain of the derivatives in which a Fund may invest are interest and foreign exchange rate sensitive, which means that their value and, consequently, the Net Asset Value, will fluctuate as interest and/or foreign exchange rates fluctuate. A Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from a Fund's expectations may produce significant losses to a Fund.

With respect to exchange-traded derivatives and commodities, a Fund is also subject to the risk of failure of any of the exchanges on which its positions trade or their clearinghouses. The liquidity of a market may also be affected by a halt in trading on a particular exchange or of a particular contract, security, currency or other asset, as a result of market disruption events affecting an exchange or exchanges.

Illiquid markets may also make it difficult for a Fund, the Investment Manager or the Trading Advisors, to get an order executed at a desired price.

## **Risks Associated with Repurchase / Reverse Repurchase Agreements**

Under a repurchase agreement, the relevant Fund retains the economic risks and rewards of the securities which it has sold to the counterparty and therefore is exposed to market risk in the event that it must repurchase such securities from the counterparty at the pre-determined price which is higher than the value of the securities. If it chooses to reinvest the cash collateral received under the repurchase agreement, it is also subject to market risk arising in respect of such investment.

If the seller of securities to the Fund under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the Fund will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to

liquidation or reorganisation under applicable bankruptcy or other laws, the Fund's ability to dispose of the underlying securities may be restricted. It is possible, in a bankruptcy or liquidation scenario, that the Fund may not be able to substantiate its interest in the underlying securities. Finally, if a seller defaults on its obligation to repurchase securities under a reverse repurchase agreement, the Fund may suffer a loss to the extent that it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller.

### **Stock Lending Risk**

As with any extensions of credit, there are risks of delay and recovery. Should the borrower of securities fail financially or default in any of its obligations under any stock lending transaction, the collateral provided in connection with such transaction will be called upon. The value of the collateral will be maintained to equal or exceed the value of the securities transferred. However there is a risk that the value of the collateral may fall below the value of the securities transferred. In addition, as a Fund may invest cash collateral received, subject to the conditions and within the limits laid down by the Central Bank, a Fund investing collateral will be exposed to the risk associated with such investments, such as failure or default of the issuer of the relevant security.

### **Competent Person Valuation Risk**

The Administrator may consult the Investment Manager (as deemed to be a competent person by the Directors and approved for the purpose by the Depositary) or any other competent person approved for the purpose by the Depositary, with respect to the valuation of certain investments. Whilst there is an inherent conflict of interest between the involvement of the Investment Manager or any other competent person that is an associate or delegate of the Investment Manager in determining the valuation price of each Fund's investments and the Investment Manager's or competent person's other duties and responsibilities in relation to the Funds, the Company has directed the Investment Manager and each competent person to follow industry standard procedures and the requirements of the Central Bank for valuing unlisted investments.

### **Liquidity**

There may be no secondary market for the Shares and, consequently, the Shareholders can dispose of the Shares only by means of redemption or, if approved by the Company or the Investment Manager, transfer. In addition, a listing of Shares of a Fund or Class on the Irish Stock Exchange where applicable, will not necessarily provide liquidity to investors and that Shareholders may not be able to obtain loans or other facility on the basis of Shares as collateral thereto.

### **Foreign Account Tax Compliance Act**

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

to the implementation of FATCA (see section entitled “*Compliance with US reporting and withholding requirements*” for further detail) on 21 December 2012.

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

### **Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing FATCA, the OECD developed the Common Reporting Standard (“CRS”) to address the issue of offshore tax evasion on a global basis. Additionally, on 9 December 2014, the European Union adopted EU Council Directive 2014/107/EU, amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (“DAC2”).

The CRS and DAC2 provide a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS and DAC2, participating jurisdictions and EU member states will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. The first information exchanges will begin in 2017. Ireland has legislated to implement the CRS and DAC2. As a result the Company will be required to comply with the CRS and DAC2 due diligence and reporting requirements, as adopted by Ireland. Shareholders may be required to provide additional information to the Company to enable the Company to satisfy its obligations under the CRS and DAC2. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or compulsory redemption of their Shares in the relevant Fund.

Shareholders and prospective investors should consult their own tax advisor with regard to with respect to their own certification requirements associated with an investment in the Fund.

### **Difficulties in Protecting and Enforcing Rights**

Courts in certain emerging countries lack experience in commercial dispute resolution and many of the procedural remedies for enforcement and protection of legal rights typically found in Western jurisdictions are not available in such countries. There may be difficulties and uncertainty in a Fund's ability to protect and enforce its rights against state-owned and private entities. Furthermore, difficulties may be encountered in enforcing judgements of foreign courts in some countries or of their respective courts in foreign jurisdictions.

Rights apparently granted to a Fund by legislation may be subject to retroactive change or undermined by conflicting legislation, the failure to comply with the proper procedure for passing such legislation or by changes or uncertainties in the relative priority of legislation passed by different legislative bodies.

### **Corruption and Organised Crime**

The economic systems and governments in certain countries suffer from pervasive corruption. The social and economic difficulties resulting from the problems of corruption and organised crime may adversely affect the value of a Fund's investments or the ability of a Fund to protect its assets against theft or fraud.



## **Banking System**

In addition to being under-developed, the banking systems in some emerging market countries may be subject to two main risks; firstly, the insolvency of a bank due to concentrated debtor risk and, second, the effect of inefficiency and fraud in bank transfers and custody.

## **Investment in Russia**

Whilst fundamental reforms relating to securities investments and regulations have been initiated in recent years there may still be certain ambiguities in interpretation and inconsistencies in their application. Monitoring and enforcement of applicable regulations remains uncertain.

Some equity securities in Russia are dematerialised and the only evidence of ownership is entry of the shareholder's name on the share register of the issuer. The concept of fiduciary duty is not well established and shareholders may, therefore, suffer dilution or loss of investment due to the actions of management without satisfactory legal remedy. Rules regulating corporate governance are undeveloped and therefore may offer little protection to minority shareholders.

Specifically, with regard to investment in Russia, a Fund may only invest in Russian securities which are listed or traded on the Moscow Exchange.

## **Eurozone Risk**

As a result of the crisis of confidence in the markets which has caused bond yield spreads (the cost of borrowing in the debt capital markets) and credit default spreads (the cost of purchasing credit protection) to increase, most notably in relation to certain Eurozone countries, certain countries in the European Union ("EU") have had to accept "bailouts" from banks and lines of credit from supra-governmental agencies such as the International Monetary Fund and the recently created European Financial Stability Facility. The European Central Bank has also been intervening to purchase Eurozone debt in an attempt to stabilise markets and reduce borrowing costs. Notwithstanding the measures which leaders of countries in the Eurozone have agreed, and future measures which may be introduced, it is possible that a country may leave the Eurozone and return to a national currency, and as a result may leave the EU and/or that the euro, the European single currency, will cease to exist in its current form and/or lose its legal status in one or more countries in which it currently has such status. The effect of such potential events on the Company and/or one or more Funds or Classes of Shares is impossible to predict. Such events could result in significant exchange rate volatility and could have an adverse impact on the financial markets, not only within Europe but globally and could have an adverse impact on the value of the Company's investments.

In addition to specific national concerns, the Eurozone is experiencing a collective debt crisis. Certain countries have received very substantial financial assistance from other members of the European Union, and they or other countries may require additional financial assistance. Investor confidence in other Eurozone member states, as well as European banks exposed to sovereign debt of Eurozone countries experiencing financial turmoil, has been severely impacted, threatening capital markets throughout the Eurozone. Although the resources of various financial stability mechanisms in the Eurozone have been bolstered, there can be no

assurance that the level of funds being committed to such facilities will be sufficient to resolve the crisis going forward. It is also unclear whether ultimately a political consensus will emerge in the Eurozone concerning whether and how to restructure sovereign debt. The consequences of any sovereign default could be severe and wide-reaching, and could include the withdrawal of one or more member states from the Eurozone, or even the abolition of the Euro. The withdrawal of one or more member states from the Eurozone or the abolition of the Euro could result in significant exchange rate volatility and could have an adverse impact on the financial markets, not only within Europe but globally, and could have an adverse impact on the value of the Company's investments.

## **Brexit**

The Company, the Distributor, the Investment Manager and the Trading Advisors may face potential risks associated with the referendum on the United Kingdom's continued membership of the European Union, which took place on June 23, 2016 and which resulted in a vote for the United Kingdom to leave the European Union. On March 29, 2017, the United Kingdom provided formal notice to the European Union of its intention to terminate its membership. That decision to leave could materially and adversely affect the regulatory regime to which one or more service providers is currently subject in the United Kingdom, particularly in respect of financial services regulation and taxation. Investors should note that the Company may be required to introduce changes to the way it is structured and introduce, replace or appoint additional service providers or agents and/or amend the terms of appointment of persons or entities engaged currently to provide services to the Company. Although the Company shall seek to minimize the costs and other implications of any such changes, investors should be aware that the costs of such changes may be borne by the Company.

Furthermore, the decision to leave the European Union may result in substantial volatility in foreign exchange markets and may lead to a sustained weakness in the British pound's exchange rate against the United States dollar, the euro and other currencies which may have a material adverse effect on the Company and its service providers and their business, financial condition, results of operations and prospects. The decision for the United Kingdom to leave the European Union may set in train a sustained period of uncertainty, as the United Kingdom seeks to negotiate the terms of its exit. It may also destabilize some or all of the other 27 members of the European Union (some of which are countries in which we conduct business) and/or the euro zone.

The exit of the United Kingdom from the European Union could have a material impact on its economy and the future growth of that economy and the Company's investments in the United Kingdom. It could also result in prolonged uncertainty regarding aspects of the U.K. economy and damage customers' and investors' confidence. Any of these events, as well as an exit or expulsion of a Member State other than the United Kingdom from the European Union, could have a material adverse effect on the financial condition, results of operations and prospects of the Company and its service providers.

## **Dependence on Key Individuals**

The Investment Manager provides policy guidance and selects and appoints the Trading Advisors, where required, and may provide investment advice in investing a Fund's capital. A Fund's success depends to a significant extent upon the Investment Manager's ability to make appropriate decisions on these matters on an ongoing basis.

To the extent that such activities relate to the operations of a Fund, such Fund may be adversely affected if any of those officers of the Investment Manager responsible for these activities cease to participate in the operation of the Investment Manager.

The Trading Advisors which may be engaged by the Company or by the Investment Manager on its behalf, or with whom investments have been made, are likely to be dependent upon the services of one or a few key individuals. The loss of such key individuals' services (e.g. through death, disability, retirement or leaving the employ of the Trading Advisor) could cause a Fund to suffer losses.

An investment vehicle in which a Fund has invested could become involved in shareholder, insider trading or other litigation as a result of its investment activities, which could adversely affect the performance of the investing Fund.

### **Lack of Regulatory Supervision of Trading Advisors**

The Company or the Investment Manager may retain the services of Trading Advisors exercising their activities in different jurisdictions. In some of those jurisdictions there may be no or limited regulatory overview of Trading Advisors' activities. In order to minimise this risk for the Funds, the Investment Manager conducts (or causes to be conducted) a due diligence on the Trading Advisors' policies, approaches and procedures. Despite the Investment Manager's due diligence efforts, there can be no guarantee that Trading Advisors will disclose all material facts about their operations and their policies, approaches and procedures, and such failure to disclose material facts may have an adverse impact on the Company and the Funds managed by such Trading Advisors.

### **Change of Trading Advisor**

There may be instances where a Trading Advisor's appointment is terminated by the Investment Manager, or where such Trading Advisor will resign. In such circumstances, although the Investment Manager intends to work closely with the relevant Trading Advisor so that an orderly liquidation may be carried out, the Investment Manager may deem it to be in the best interests of the Shareholders of the relevant Fund to liquidate the assets of such Fund without the assistance of such Trading Advisor. Whether the liquidation of assets is carried out by the Trading Advisor or by the Investment Manager, it is to be expected that, throughout the liquidation phase, the investment objective, strategy and approach of the relevant Fund will not be respected.

In addition, in such an event such Fund will not, as a rule, be able to recover any Performance Fees paid in respect of past performance. On the other hand, a new Trading Advisor which may be engaged for the management of the portfolio of such a Fund may be entitled to a Performance Fee on any net gains achieved, without reference to any previous losses incurred during the term of the previous Trading Advisor of the same Fund. As a result, such Fund could in effect incur Performance Fees on the recovery of profits on which it had already incurred a Performance Fee in the past, before the investment performance of the Fund under the new Trading Advisor improves to the level of net gains achieved under the previous Trading Advisor.

Moreover, a change in Trading Advisor (including (i) the Trading Advisor ceasing to act as Trading Advisor or (ii) a change in individuals working for the Trading Advisor) may trigger a termination event or event of default under a Fund's trading agreements unless an appropriate replacement is appointed.

### **Non-Payment of Subscription Monies**

If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Company or its delegate may cancel the subscription. The Company reserves the right to cancel without notice any contract for which payment has not been received by the settlement date and to recover any losses incurred. The Company may charge the applicant or, if the applicant is a Shareholder, redeem or sell all or part of his holding of Shares and use the proceeds thereof to satisfy and make good any loss, cost, expense or fees. However, in cases where the Company or its delegate is unable to obtain payment or reimbursement from the defaulting applicant, the relevant Fund will bear the loss, cost or expense associated with or related to the cancellation of the subscription application. Defaulting applicants may be prohibited from investing in Shares of any of the Fund of the Company in the future, at the discretion of the Directors, the Distributor and the Transfer Agent.

### **Fund Assets Held in Cash Accounts**

Subject to and in accordance with the Articles of Association, the Company may establish, maintain and operate one or more cash accounts in respect of each Fund, through which subscriptions, redemptions and other cash flows to and from investors can be managed or facilitated in accordance with requirements of the Central Bank.

In circumstances where subscription monies are received from an investor in advance of a Dealing Day in respect of which an application for Shares has been, or expected to be, received and are held in a cash account, any such investor shall rank as a general creditor of the relevant Fund until such time as Shares are issued as of the relevant Dealing Day. Therefore in the event that such monies are lost prior to the issue of Shares as of the relevant Dealing Day to the relevant investor, the Company on behalf of the Fund may be obliged to make good any losses which the Sub-Fund incurs in connection with the loss of such monies to the investor (in its capacity as an unsecured creditor of the relevant Fund, in which case such loss will need to be discharged out of the assets of the relevant Fund and therefore will represent a diminution in the Net Asset Value per Share for existing Shareholders of the relevant Fund).

Similarly in circumstances where redemption monies are payable to an investor subsequent to a Dealing Day of a Fund as of which Shares of that investor were redeemed or dividend monies are payable to an investor and such redemption / dividend monies are held in a cash account, any such investor / Shareholder shall rank as an unsecured creditor of the relevant Fund until such time as such redemption/ dividend monies are paid to the investor/ Shareholder. Therefore in the event that such monies are lost prior to payment to the relevant investor/ Shareholder, the Company on behalf of the Fund may be obliged to make good any losses which the Fund incurs in connection with the loss of such monies to the investor/ Shareholder (in its capacity as a general creditor of the Fund), in which case such loss will need to be discharged out of the assets of the relevant Fund and therefore will represent a diminution in the Net Asset Value per Share for existing Shareholders of the relevant Fund.

The Directors have power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation. Where an investor fails to pay subscription proceeds within the relevant settlement period the

Company may charge the applicant for any expense incurred by it or the Fund or for any loss to the Fund arising out of such non-receipt or non-clearance. In circumstances where an investor fails to pay subscription proceeds within the relevant settlement period, there is a risk that the Company may not be able to recover such costs from such investor and such loss and any relevant credit charges may have to be discharged out of the assets of the relevant Fund and therefore will represent a diminution in the Net Asset Value per Share for existing Shareholders of the relevant Fund.

### **Cyber Security and Information Technology Risk**

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

### **GDPR**

The GDPR has direct effect in all Member States from 25 May 2018 and will replace current EU data privacy laws. 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.

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

## 2. MANAGEMENT AND ADMINISTRATION

The Directors control the affairs of the Company and are responsible for the formulation of investment policy. The Directors have delegated certain of their duties to the Depositary, the Administrator and the Investment Manager.

### Directors

The Company shall be managed and its affairs supervised by the Directors all of whom are non-executive directors of the Company and whose details are set out below:-

- *Francois Rivard (Canadian)*

Francois Rivard is the President and CEO of Innocap Investment Management. Mr. Rivard was previously Head of the Financial Product Group at National Bank of Canada (one of Innocap's parent companies) responsible for all the engineering and distribution of structured derivative based Investments globally. Under his leadership, the group received various Industry excellence prizes acknowledging its creativity, quality of products.

During his 19 years in the Investment industry, he has held various senior functions in capital markets and wealth management in Toronto, Montreal and London. Mr. Rivard received his MBA from Ashridge (City University of London) and a BBA from Bishops University. François is the recipient of Bishop's University Top 10 Under 10 award, has contributed or been featured in BLOOMBERG, the Globe and Mail, Derivatives week, Structured Product Magazine as well as a featured speaker at various Investment Management conferences in London, Paris, Zurich, Abu Dhabi and Singapore.

- *Etienne Rouzeau (French)*

Etienne Rouzeau is Managing Director, Head of Investment Solutions with Rothschild & Co Asset Management Europe. Mr Rouzeau has previous experience in alternative investment fund asset allocation and risk with financial institutions, including NexAM – Groupe Union Bancaire Privée (Paris, Geneva and New York), and European asset managers, including Allianz Alternative Asset Management (Paris and New York) and expertise in quantitative research and analysis with Dresdner RCM Gestion/AGF Asset Management (Paris) and Credit Commercial de France (Paris). Mr Rouzeau holds a Ph.D. in Finance from Paris I University (Sorbonne), a DEA (post graduate degree) in Applied Probability from Paris VI University (Pierre et Marie Curie) and a Graduate Degree in Business Administration with a major in Finance from the ESSEC Business School.

- *Charles Lacroix (French)*

Charles Lacroix is Head of Business Development and Member of the Investment Committee at Rothschild & Co Asset Management Europe. Before joining the Asset Management arm of Rothschild & Co in 2014, Charles Lacroix was Head of Business Development (France, Group and Asia) promoting the Amundi Alternative Investments expertise (European regulated Fund of Hedge Funds,

Dedicated Mandates and Alternative Managed Account Platform). From 2007 to 2009, he was Senior Investment Specialist at Amundi AI focusing on French clients. From 2003 to 2007, he was Product Specialist at Natixis Asset Management, in charge of global allocation and absolute return solutions. Prior to that, Charles started his career in Hong-Kong in 1998 as Finance & Operations Manager and then General Manager at GL Events HK Ltd, a leading event service provider. Charles holds a MSc in Management (Finance) from EM Lyon Business School and a BA, Law from Université Jean-Moulin Lyon III.

- *John Skelly (Irish)*

John acts as a Director and Chairman on the boards of a number of industry-leading funds and Management Companies. He acts for both Irish and Cayman Funds. John is a specialist in compliance, risk, product development and operations for both traditional funds and hedge funds and has helped develop the operational infrastructure of a number of investment funds. He has in-depth understanding of hedge fund and traditional fund operational requirements and has project managed a number of fund launches. He has expert knowledge of the risk and compliance UCITS IV requirements. John regularly gives industry training on investment fund products, particularly UCITS. John is well known in the Industry and is an active member of the IFIA Marketing Committee and was formerly a member of the Trustee Committee. Prior to joining Carne Global Financial Services Limited in 2006 John held a number of senior management positions with leading banks and asset management companies including BNP Paribas Securities Services and Norwich Union Investments (now Aviva Investors). He qualified as a Chartered Accountant with Deloitte and holds a Bachelor of Commerce degree from University College Dublin.

- *Yvonne Connolly (Irish)*

Yvonne began her career in the funds industry in 1990 and acts as a Director for Irish management companies and funds, as well as Cayman domiciled hedge funds. She is also a conducting officer to UCITS IV management companies and self-managed variable capital companies. She is a specialist in governance, product development, compliance, financial reporting and operations. She also has experience in assisting fund managers and service providers with various aspects of operational developments, control and risk management. She is a recognised expert in back office operations and change management and regularly speaks at fund industry conferences. Prior to joining Carne Global Financial Services Limited, Yvonne was Head of Operational Development at State Street (International) Ireland (formerly Deutsche Bank), where she looked after new business take on, product development, system implementation and change management. As a member of the senior management team at State Street, Yvonne reported directly to the CEO and was a key contributor to the overall strategy and direction of the business. Yvonne trained as a chartered accountant with KPMG, specialising in corporate taxation. She is a Fellow of the Institute of Chartered Accountants.

The address of the Directors is the registered address of the Company.

None of the Directors have had any convictions in relation to indictable offences, been involved in any bankruptcies, individual voluntary arrangements, receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company or partnership voluntary arrangements, any composition or



arrangements with its creditors generally or any class of its creditors of any company where they were a director or partner with an executive function, nor have had any public criticisms by statutory or regulatory authorities (including recognised professional bodies) nor has any director ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

### **Investment Manager**

The Company has appointed Innocap Global Investment Management (Ireland) Ltd., as investment manager with discretionary powers pursuant to the Investment Management Agreement. The Investment Manager shall also act as promoter to the Company.

Under the terms of the Investment Management Agreement the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Company in accordance with the investment objective and policies of each Fund, including to select, appoint and terminate trading advisors to which it may delegate, in accordance with the requirements of the Central Bank, the authority to manage the assets and investments of the Company in accordance with the investment objective and policies of each Fund. The Company shall not be liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of the Investment Manager or for its own acts or omissions in following the advice or recommendations of the Investment Manager.

The Investment Manager retains the discretion, subject to the approval of the Company and in accordance with the requirements of the Central Bank, to appoint one or more Platform Advisor, sub-investment managers or Trading Advisors to provide investment advisory services and/or investment management services to one or more Funds established by the Company. Details of such appointment (insofar as it relates to the provision of investment advice only) will be provided to Shareholders on request and shall be further disclosed in each annual and semi-annual report of the Company. Where a sub-investment manager or Trading Advisor has been appointed to provide discretionary investment management services, details will be set out in the relevant Supplement and in the Trading Advisory Agreement.

Without prejudice to the generality of the foregoing, the Investment Manager shall (in the absence of fraud, negligence or willful default and as provided in the Investment Management and Distribution Agreement) not be held liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of any sub-investment manager appointed by it or for its own acts or omissions in bona fide following the advice or recommendations of sub-investment managers.

The Investment Manager is engaged in the business of managing alternative investment funds. The Investment Manager has been authorised by the Central Bank as an alternative investment fund manager pursuant to the European Union (Alternative Investment Fund Managers) Regulations 2013 (S.I. No. 257 of 2013), as may be amended or supplemented from time to time, which, inter alia, allows it to provide fund management services.

### **Consultant**

The Company has appointed Rothschild & Co Asset Management Europe to act as a non-discretionary consultant in accordance with the terms of the Consultant Agreement, as described in the paragraph entitled “Material Contracts” in the section entitled “General Information”.

Rothschild & Co Asset Management Europe, a Société en commandite simple organized under the laws of France, having its registered office at 29 avenue de Messine, 75008 Paris, France and registered with the Trade and Companies Register of Paris under number 824 540 173 R.C.S. Paris, and a management company licensed by the Autorité des Marchés Financiers (France) under number GP-17000014. Rothschild & Co Asset Management Europe was formed in December 2016 to regroup in July 2017 the collective and institutional asset management business of Martin Maurel Gestion and Rothschild & Cie Gestion in the context of the merger between the Rothschild & Co and Martin Maurel groups, as well as from 31 December 2017 the multi-management activities of Rothschild HDF Investment Solutions. The entity is an asset manager which covers a full range of products including funds of hedge funds, multi-manager long-only, bespoke solutions and advisory. Rothschild & Co Asset Management Europe is a fully-owned subsidiary of Rothschild Martin Maurel, which is majority-owned by the Rothschild family (directly and indirectly).

The Consultant shall assist the Board of Directors of the Company, on a non-discretionary basis, mainly on the selection of asset managers that could be hired by the Investment Manager to act as Trading Advisors. Such assistance may consist of searching for and proposing to the Board of Directors asset managers which could be appointed as Trading Advisors, subject to the approval of the Board of Directors of the Company and to the Investment Manager. The Consultant may also provide assistance to the Board of Directors in relation to the determination of on characteristics of proposed new sub-funds of the Company in relation to risk profile, liquidity, transparency and reporting, based on the Consultant’s assessment of the anticipated needs of current and potential investors, as observed by it in the market.

#### **Platform Advisor**

The Investment Manager has appointed Innocap Investment Management Inc. as a non-discretionary platform advisor to provide the Investment Manager with various advisory and risk management and related services with respect to the Funds on an ongoing basis concerning the investment, realisation and re-investment of the assets of the Funds in accordance with the terms of the Platform Advisory Agreement as described in the paragraph entitled “Material Contracts” in the section entitled “General Information”.

The responsibilities of Innocap Investment Management Inc. as Platform Advisor include without limitation (i) assessing compliance by each Fund with the UCITS Investment Restrictions, (ii) assessing compliance by each Account for which it is appointed with relevant UCITS Investment Restrictions and guidelines as applicable, (iii) consulting with the Company, the Depositary and the Investment Manager for the purpose of reconciling any differences between reports prepared by the Platform Advisor, the Depositary and the Investment Manager, (iv) at the reasonable request of the Investment Manager, assisting with the establishment of any new Fund for which it is appointed and any documentation to be prepared, (v) at the reasonable request of the Investment Manager, advising regarding the negotiation and preparation of documentation in respect of the appointment of Trading Advisors in respect of any Fund, (vi) liaising with the Trading Advisor with regard to the establishment of Account for which it is to be appointed and ongoing running of such Account; and (vii) performance of such other services that are mutually agreed upon in writing by the Platform Advisor and the Investment Manager from time to time.

The Platform Advisor will act as risk monitor for the Investment Manager unless otherwise provided in the Supplement for the relevant Fund.

Innocap Investment Management Inc. was incorporated in Canada under the Canada Business Corporations Act, R.S.C., 1985, c. C-44 and is engaged in the business of managing alternative investment funds.

The principal regulator of Innocap Investment Management Inc. is the Autorité des marchés financiers (province of Québec, Canada) which is notably responsible for supervising stock market and clearing house activities and monitoring the securities market, in particular by exercising the controls provided by law as regards access to the public capital market, ensuring that the issuers and other participants of the financial sector comply with the obligations imposed on them by law, and taking any measure provided by law, within the province of Québec. Innocap Investment Management Inc. is also regulated by the Ontario Securities Commission (province of Ontario, Canada) and by the securities commissions (or their equivalent) in other Canadian provinces.

The Investment Manager will pay the fees and expenses of the Platform Advisor from its own fees.

### **Trading Advisors**

Details of each Trading Advisor appointed with respect to each Fund will be set out in the relevant Supplement.

The Investment Manager shall advise the Company on the appointment of Trading Advisors. Each Trading Advisor shall be appointed by the Company or by the Investment Manager in respect of a Fund pursuant to a Trading Advisory Agreement entered into between the Investment Manager and the relevant Trading Advisor. Upon allocation of investment monies by the Investment Manager from a Fund to a Trading Advisor, such Trading Advisor will undertake discretionary investment management services for such Fund, subject to, and in accordance with, the UCITS Investment Restrictions, any additional guidelines and the terms of the relevant Trading Advisory Agreement. Where a Trading Advisor is terminated from a Fund, the departing Trading Advisor shall liquidate the cash assets of the Account as soon as reasonably practicable following the termination of its appointment unless the Company or the Investment Manager believes that this is not in the interests of the relevant Fund in which case it will appoint a third party to do so (in accordance with the requirements of the Central Bank) or alternatively, such assets may be allocated to another Trading Advisor for the relevant Fund. Any fees and expenses incurred in respect of the liquidation of an Account will be discharged out of the assets of the relevant Fund.

More than one Fund may allocate monies to a Trading Advisor and, therefore, that Trading Advisor may be providing discretionary investment management services to more than one Fund. However, where this is the case, separate Accounts will be maintained in respect of each such Fund and there will be no pooling of the assets and liabilities of such Funds. In addition, each Trading Advisor has contractually agreed to limit the liability of each Fund with respect to such Trading Advisor to the assets allocated to the relevant Account and not to seek recourse to other assets of the relevant Fund if there is a shortfall.

Trading Advisors may employ investment techniques and financial derivative instruments for investment purposes or for efficient portfolio management purposes, such as to reduce risk, reduce cost or to generate

additional capital or income for the relevant Account and for hedging purposes and/or to alter currency exposure, subject to the conditions and within the limits from time to time set forth in the UCITS Investment Restrictions and any further guidelines that may be agreed from time to time. New techniques and financial derivative instruments may be developed which may be suitable for use by a Trading Advisor in the future and a Trading Advisor may employ such techniques and financial derivative instruments within the limits set forth in any particular guidelines agreed between the Investment Manager and the Trading Advisor from time to time with respect to an Account. Details of the risks associated with derivative instruments, futures and options are set out in the section entitled "Risk Factors".

### **Distributor**

The Company has appointed Rothschild & Co Asset Management Europe to act as distributor for the Company, pursuant to the Distribution Agreement.

Rothschild & Co Asset Management Europe is a Société en commandite simple organized under the laws of France, registered with the Trade and Companies Register of Paris under number 824 540 173 R.C.S. Paris, and a management company licensed by the Autorité des Marchés Financiers under number GP-17000014. Rothschild & Co Asset Management Europe was formed in December 2016 to regroup the collective and institutional asset management businesses of Martin Maurel Gestion and Rothschild & Cie Gestion from July 2017 in the context of the merger between the Rothschild & Co and Martin Maurel groups, as well as from 31 December 2017 the multi-management activities of Rothschild HDF Investment Solutions. The entity is an asset manager which covers a full range of products including funds of hedge funds, multi-manager long-only, bespoke solutions and advisory. Rothschild & Co Asset Management Europe is a fully-owned subsidiary of Rothschild Martin Maurel, which is majority-owned by the Rothschild family (directly and indirectly).

### **Administrator**

The Company has appointed State Street Fund Services (Ireland) Limited to act as administrator, for the Company, pursuant to the Administration Agreement.

State Street Fund Services (Ireland) Limited is a limited liability company incorporated in Ireland on 23 March 1992 with registered number IE186184 by State Street Corporation. The authorised share capital of State Street Fund Services (Ireland) Limited is £5,000,000 with an issued and paid up capital of £350,000.

State Street Corporation is a leading world-wide specialist in providing sophisticated global investors with investment servicing and investment management. State Street Corporation is headquartered in Boston, Massachusetts, U.S.A., and trades on the New York Stock Exchange under the symbol "STT".

The Administrator has been appointed to administer the day to day operations and business of the Company, including computing the Net Asset Value and the Net Asset Value per Share, maintaining books and records, establishing and maintaining accounts on behalf of the Company and any other matters usually performed for the administration of a fund, including the calculation of the performance fee, where applicable. The Administrator will keep the accounts of the Company in accordance with applicable accounting standards.

### **Depository**

State Street Custodial Services (Ireland) Limited acts as Depositary of the assets of the Company in accordance with the terms of the Depositary Agreement.

State Street Custodial Services (Ireland) Limited is a limited liability company incorporated in Ireland on 22 May 1991 with registered number IE174330 and is ultimately owned by State Street Corporation. Its authorised share capital is £5,000,000 and its issued and paid up capital is £200,000. The Depositary is regulated by the Central Bank and as at 28 February, 2017 the Depositary held funds under custody in excess of US\$708.7billion. The Depositary's principal business is the provision of custodial and trustee services for collective investment schemes and other portfolios.

State Street Corporation is a leading world-wide specialist in providing sophisticated global investors with investment servicing and investment management. State Street Corporation is headquartered in Boston, Massachusetts, U.S.A., and trades on the New York Stock Exchange under the symbol "STT".

#### *Depositary's Functions*

Pursuant to the UCITS Regulations, the Depositary has been entrusted with following main functions:

- ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with applicable law and the Articles of Association.
- ensuring that the value of the Shares is calculated in accordance with applicable law and the Articles of Association.
- carrying out the instructions of the Company unless they conflict with applicable law and the Articles of Association.
- ensuring that in transactions involving the assets of each of the Funds any consideration is remitted within the usual time limits.
- ensuring that the income of each Fund is applied in accordance with applicable law and the Articles of Association.
- monitoring of each Fund's cash and cash flows in accordance with Regulation 34(3) of the UCITS Regulations.
- safe-keeping of each Fund's assets, including the safekeeping of financial instruments to be held in custody in accordance with Regulation 34(4)(a) of the UCITS Regulations and ownership verification and record keeping in relation to other assets in accordance with Regulation 34(4)(a) of the UCITS Regulations.

#### *Depositary's Liability*

In carrying out its duties the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Company, the Funds and its Shareholders.

In the event of a loss of a financial instrument held in custody, determined in accordance with (i) the UCITS Directive, and in particular Article 18 of the Commission Delegated Regulation (EU) 2016/438 of 17 December 2015 supplementing Directive 2009/65/EC of the European Parliament and of the Council with regard to

obligations of depositaries and (ii) the UCITS Regulations, the Depositary shall return financial instruments of identical type or the corresponding amount to the relevant Fund without undue delay.

The Depositary shall not be liable if it can prove that the loss of a financial instrument held in custody 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 pursuant to the UCITS Directive and the UCITS Regulations.

In case of a loss of financial instruments held in custody, the Shareholders may invoke the liability of the Depositary directly or indirectly through the Company (on behalf of the relevant Fund) provided that this does not lead to a duplication of redress or to unequal treatment of the Shareholders.

The Depositary will be liable to the relevant Fund for all other losses suffered by such Fund as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive and the UCITS Regulations.

The Depositary shall not be liable for consequential or indirect or special damages or losses, arising out of or in connection with the performance or non-performance by the Depositary of its duties and obligations.

#### *Delegation*

The Depositary has full power to delegate the whole or any part of its safe-keeping functions but its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Depositary's liability shall not be affected by any delegation of its safe-keeping functions under the Depositary Agreement.

Information about the safe-keeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Appendix IV to the Prospectus.

#### *Conflicts*

The Depositary is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for their own account, which may result in actual or potential conflicts. Conflicts of interest arise where the Depositary or its affiliates or delegates engage in activities under the Depositary Agreement or under separate contractual or other arrangements. Such activities may include:

- (i) providing nominee, administration, registrar and transfer agency, research, agent, securities lending, investment management, financial advice and/or other advisory services to the Company and the Funds;
- (ii) engaging in banking, sales and trading transactions including foreign exchange, derivative, principal lending, broking, market making or other financial transactions with a Fund either as principal and in the interests of itself, or for other clients.

In connection with the above activities the Depositary or its affiliates or delegates:

- (i) will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form and are not bound to disclose to the Company, the nature or amount of any such profits or compensation including any fee, charge, commission, revenue share, spread, mark-up, mark-down, interest, rebate, discount, or other benefit received in connection with any such activities;
- (ii) may buy, sell, issue, deal with or hold, securities or other financial products or instruments as principal acting in its own interests, the interests of its affiliates or for its other clients;
- (iii) may trade in the same or opposite direction to the transactions undertaken, including based upon information in its possession that is not available to the Company;
- (iv) may provide the same or similar services to other clients including competitors of the Company;
- (v) may be granted creditors' rights by a Fund which it may exercise.

The Company or any of its Funds may use an affiliate or delegate of the Depositary to execute foreign exchange, spot or swap transactions for the account of a Fund. In such instances the affiliate shall be acting in a principal capacity and not as a broker, agent or fiduciary of such Fund. The affiliate or delegate will seek to profit from these transactions and is entitled to retain and not disclose any profit to the Company. The affiliate or delegate shall enter into such transactions on the terms and conditions agreed with the Company.

Where cash belonging to a Fund is deposited with an affiliate being a bank, a potential conflict arises in relation to the interest (if any) which the affiliate may pay or charge to such account and the fees or other benefits which it may derive from holding such cash as banker and not as trustee.

Any party providing services to the Company or any of the Funds may also be a client or counterparty of the Depositary or its affiliates.

Up-to-date information on the Depositary, its duties, any conflicts that may arise, the safe-keeping functions delegated by the depositary, the list of delegates and sub-delegates and any conflicts of interest that may arise from such a delegation will be made available to Shareholders on request.

The Depositary is not involved directly or indirectly with the organisation, sponsorship or management of the assets of the Company and is not responsible for the preparation of this document other than the preparation of the above description and accepts no responsibility or liability for any information contained in this document except disclosure relating to it.

### **Transfer Agent**

CACEIS Ireland Limited acts as registrar and transfer agent in accordance with the terms of the Transfer Agency Agreement.

The Transfer Agent was incorporated in Ireland as a private limited company on 26 May 2000 with registered number 327980 to provide administration services to collective investment schemes and is authorised by the Central Bank. The Transfer Agent is owned by CACEIS which is a joint venture between Credit Agricole S.A. (85%) and Natixis S.A. (15%). As at 31 December 2016, the CACEIS Group had assets in excess of €1.6 trillion under administration worldwide.

The Transfer Agent has been appointed to process subscription, exchange and redemption orders received directly from investors, maintain books and records, collect payments received from, and disburse payments payable to, the Distributor, sub-distributors and investors and any other matters usually performed by the transfer agent of a fund. The Transfer Agent will also maintain the register of Shareholders. The Transfer Agent may process subscription, exchange and redemption orders from Shareholders when such fact is disclosed in the relevant Supplement for a particular Fund.

Subject to the terms of the Transfer Agency Agreement (see 'Material Contracts' in the section entitled "General Information") and the requirements of the Central Bank, the Transfer Agent shall have the power to delegate its duties.

#### **Company Secretary**

The Company has appointed Tudor Trust Limited to provide company secretarial services to the Company.

#### **Paying Agents/Representatives/Sub-Distributors**

Local laws/regulations in EEA Member States may require the appointment of paying agents/representatives/distributors/correspondent banks ("**Paying Agents**") and maintenance of accounts by such Paying Agents through which subscription and redemption monies or dividends may be paid. Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies or dividends via an intermediate entity rather than directly to the Transfer Agent (e.g. a Paying Agent in a local jurisdiction) bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Transfer Agent for the account of the Company or the relevant Fund and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. Fees and expenses of Paying Agents appointed by the Company which will be at normal commercial rates will be borne by the Company or the Fund in respect of which a Paying Agent has been appointed.

Country Supplements dealing with matters pertaining to Shareholders in jurisdictions in which Paying Agents are appointed may be prepared for circulation to such Shareholders and, if so, a summary of the material provisions of the agreements appointing the Paying Agents will be included in the relevant Country Supplements.

All Shareholders of the Company or the Fund on whose behalf a Paying Agent is appointed may avail of the services provided by Paying Agents appointed by or on behalf of the Company.

Details of the paying agents appointed will be set out in the relevant Country Supplement and will be updated upon the appointment or termination of appointment of paying agents.



## Conflicts of Interest

The Directors, the Investment Manager, the Consultant, the Distributor, the Platform Advisor, any Trading Advisor, the Administrator, the Depositary, the Transfer Agent and their respective affiliates, delegates, officers, directors and shareholders, employees and agents (collectively the “Parties”) are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with the management of the Company and/or their respective roles with respect to the Company. These activities may include managing or advising other funds, purchases and sales of securities, banking and investment management services, brokerage services, valuation of unlisted securities (in circumstances in which fees payable to the entity valuing such securities may increase as the value of assets increases) and serving as directors, officers, advisers or agents of other funds or companies, including funds or companies in which the Company may invest. In particular, the Investment Manager, the Consultant, the Distributor, the Platform Advisor, any Trading Advisor, the Transfer Agent may advise or manage other Funds and other collective investment schemes in which a Fund may invest or which have similar or overlapping investment objectives to or with the Company or its Funds.

Each of the Parties will use its reasonable endeavours to ensure that the performance of their respective duties will not be impaired by any such involvement they may have and that any conflicts which may arise will be resolved fairly.

There is no prohibition on transactions with the Company, the Investment Manager, the Consultant, the Distributor, the Platform Advisor, any Trading Advisor, the Administrator, the Depositary, the Transfer Agent or entities related to or delegates of such entities including, without limitation, holding, disposing or otherwise dealing with Shares issued by or property of the Company and none of them shall have any obligation to account to the Company for any profits or benefits made by or derived from or in connection with any such transaction provided that such transactions are conducted at arm’s length and are in the best interests of Shareholders and

- a) the value of the transaction is certified by a person who has been approved by the Depositary as being independent and competent (or a person who has been approved by the Directors as being independent and competent in the case of transactions involving the Depositary); or
- b) the relevant transaction is executed on best terms on an organised investment exchange in accordance with the rules of such exchange; or
- c) where the conditions set out in (a) and (b) above are not practical, the Company is satisfied that the transaction is conducted at arm’s length and is in the best interests of Shareholders (or in the case of a transaction involving the Depositary, the Directors are satisfied that the transaction is conducted at arm’s length and is in the best interests of Shareholders).

The Depositary (or the Directors in the case of transactions involving the Depositary) must document how it has complied with the provisions of paragraph (a), (b) or (c) above. Where transactions are conducted in accordance with (c) above, the Depositary (or the Directors in the case of transactions involving the Depositary) must document their rationale for being satisfied that the transaction conformed to the principles outlined above.

The Investment Manager, the Distributor, the Consultant, and any Trading Advisor, or an associated company of such entities may invest in Shares so that a Fund or Class may have a viable minimum size or is able to operate more efficiently. In such circumstances the Investment Manager, the Distributor, the Consultant, and any Trading Advisor or an associated company of such entities may hold a high proportion of the Shares of a Fund or Class in issue. Details of the proportion of shares held by the Investment Manager, the Distributor, the Consultant, and any Trading Advisor or an associated company of such entities will be made available to investors and prospective investors upon request. If the relevant Fund is listed on the Irish Stock Exchange, details of the proportion of shares held in any of the Funds by the Investment Manager and any Trading Advisor, any of the Directors and any associated investment advisor will be appropriately disclosed to the Irish Stock Exchange.

None of the Investment Manager, the Distributor, the Consultant or any Trading Advisor, nor any of their 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 such opportunities on an equitable basis between the Company and other clients having regard to, amongst other matters, the investment objective and policies of the Funds and those of other clients.

Details of interests of the Directors are set out in the Section of the Prospectus entitled "Statutory and General Information".

### **Soft Commissions**

Any Trading Advisor or its delegates may effect transactions with or through the agency of another person with whom any Trading Advisor or its delegates or an entity affiliated to the Trading Advisor or its delegates has arrangements under which that person will, from time to time, provide to or procure for the any Trading Advisor and/or an affiliated party goods, services or other benefits such as research and advisory services, specialised computer hardware or software. No direct payment may be made for such goods or services but the Trading Advisor may undertake to place business with that person provided that person has agreed to provide best execution with respect to such business and the services provided must be of a type which assists in the provision of investment services to the Company.

A report will be included in the Company's annual and half-yearly reports describing the Investment Manager's soft commission practices.

### **Cash/Commission Rebates and Fee Sharing**

Where the Investment Manager, any Trading Advisor or any of their respective delegates, successfully negotiates the recapture of a portion of the commissions charged by brokers or dealers in connection with the purchase and/or sale of securities, financial derivative instruments or techniques and instruments for the Company or a Fund, the rebated commission shall be paid to the Company or the relevant Fund as the case may be. The Investment Manager, any Trading Advisor or their respective delegates may be paid/reimbursed out of the assets of the Company or the relevant Fund for reasonable properly vouched costs and expenses

directly incurred by the Investment Manager or its delegates in this regard, but is not entitled to any other fee for the arrangement and management of the provision of brokerage services to the Company or the relevant Fund.

### **3. FEES AND EXPENSES**

#### **Establishment Expenses**

All fees and expenses relating to the establishment and organisation of the Company and including the fees of the Company's professional advisers and the fees and expenses incurred in listing the Shares of a Fund on the Irish Stock Exchange, where applicable, and registering Funds for sale in various markets were borne and amortized by the Company and the relevant Funds, as the case may be over the first three Accounting Periods of the Company.

The fees and expenses relating to the establishment of any additional Funds will be set out in the relevant Fund Supplement.

#### **Operating Expenses and Fees**

The Company will pay all its operating expenses and the fees hereinafter described as being payable by the Company. Expenses paid by the Company throughout the duration of the Company, in addition to fees and expenses payable to the Administrator, the Depositary, the Investment Manager, the Consultant, the Distributor, the Trading Advisor and any Paying Agent appointed by or on behalf of the Company include but are not limited to brokerage and banking commissions and charges, legal and other professional advisory fees, company secretarial fees, Companies Registration Office filings and statutory fees, regulatory fees, auditing fees, translation and accounting expenses, interest on borrowings, taxes and governmental expenses applicable to the Company costs of preparation, translation, printing and distribution of reports and notices, all marketing material and advertisements and periodic update of the Prospectus, stock exchange listing fees, all expenses in connection with registration, listing and distribution of the Company and Shares issued or to be issued, all expenses in connection with obtaining and maintaining a credit rating for any Funds or Classes or Shares, expenses of Shareholders meetings, Directors' insurance premia, expenses of the publication and distribution of the Net Asset Value, clerical costs of issue or redemption of Shares, postage, telephone, facsimile and telex expenses and any other expenses in each case together with any applicable value added tax. An estimated accrual for operating expenses of the Company will be provided for in the calculation of the Net Asset Value of each Fund. Operating expenses and the fees and expenses of service providers which are payable by the Company shall be borne by all Funds in proportion to the Net Asset Value of the relevant Fund or attributable to the relevant Class provided that fees and expenses directly or indirectly attributable to a particular Fund or Class shall be borne solely by the relevant Fund or Class.

#### **Administrator's Fees**

The fees of the Administrator will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

#### **Consultant Fees**

The fees of the Consultant will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

### **Depository's Fees**

The fees of the Depository will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

### **Distributor's Fees**

The fees of the Distributor will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

### **Investment Manager's Fees**

The fees of the Investment Manager will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

### **Paying Agents Fees**

Reasonable fees and expenses of any Paying Agent appointed by the Company which will be at normal commercial rates together with VAT, if any, thereon will be borne by the Company or the relevant Fund in respect of which a Paying Agent has been appointed.

All Shareholders of the Company or the Fund on whose behalf a Paying Agent is appointed may avail of the services provided by Paying Agents appointed by or on behalf of the Company.

### **Platform Advisor's Fee**

Fees payable to the Platform Advisor are payable out of the fee payable to the Investment Manager.

In addition, a portion of the fees related to risk management data services provided to the Platform Advisor by external risk service providers to enable the Platform Advisor to render services to the Investment Manager under the Platform Advisory Agreement may be charged to the Funds as follows:

- NAV of Fund between USD0 and less than USD30,000,000: no (zero) fees charged;
- NAV of Fund between USD30,000,000 and less than USD50,000,000: 2bps; and
- NAV of Fund above USD50,000,000: USD10,000 (flat fee).

### **Trading Advisor's Fees**

The fees of the Trading Advisor will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

### **Transfer Agent's Fee**

The fees of the Transfer Agent will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

### **Sales Charge**

The Directors are empowered to levy a sales charge not exceeding 5% of the value of the Shares being acquired. Details of the sales charge, if any, will be set out in the relevant Fund Supplement.

### **Redemption Fee**

The Directors are empowered to levy a redemption fee not exceeding 3% of the Net Asset Value per Share. Details of the redemption fee, if any, will be set out in the relevant Fund Supplement.

### **Conversion Fee**

The Articles of Association authorise the Directors to charge a fee on the conversion of Shares in any Fund or Class to Shares in another Fund or Class or another Class in the same Fund up to a maximum of 5% of Net Asset Value of Shares in the original Fund or Class. The Directors do not currently intend to charge any conversion fee and will give reasonable notice to Shareholders of any intention to charge such a fee.

### **Anti Dilution Levy / Duties and Charges**

The Company reserves the right to impose an 'anti dilution levy' representing a provision for market spreads (the differences between the prices at which assets are valued and/or bought or sold), and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of a Fund, in the event of receipt for processing of net subscriptions and/or redemptions, including subscriptions and redemptions which would be effected as a result of requests for conversion from one Fund into another Fund. Unless otherwise disclosed in the relevant Supplement, any such provision may be added to the price at which Shares will be issued in the case of net subscription requests exceeding 10% of the Net Asset Value of the Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 10% of the Net Asset Value of a Fund, including the price of Shares issued or redeemed as a result of requests for conversion. The application of any provision will be subject to the overall direction and discretion of the Company.

### **Directors' Fees**

The Articles of Association authorise the Directors to charge a fee for their services at a rate determined by the Directors. The Directors shall receive an annual fee for their services or such other amount as may from time to time be disclosed in the annual report of the Company as described below.

<b>Directors</b>	<b>Fee for the Company</b>	<b>Fee per Fund</b>
Yvonne Connolly	Up to Euro 20,000	Up to 10 Funds:

		Maximum of Euro 5,000 per Fund;  11 Funds and over: Euro 3,000 per Fund.
John Skelly	Up to Euro 20,000	Up to 10 Funds: Maximum of Euro 5,000 per Fund;  11 Funds and over: Euro 3,000 per Fund.

François Rivard, Etienne Rouzeau and Charles Lacroix are not entitled to fees as directors in view of their functions with the Platform Advisor, the Distributor and/or the Consultant.

Any increase above the maximum permitted fee will be notified in advance to Shareholders. Each Director may be entitled to special remuneration if called upon to perform any special or extra services to the Company, details of which will be set out in the financial statements of the Company. All Directors will be entitled to reimbursement by the Company of expenses properly incurred in connection with the business of the Company or the discharge of their duties.

### **Remuneration Policy of the Company**

The Company has designed and implemented a remuneration policy which is consistent with and promotes sound and effective risk management by having a business model which by its nature does not promote excessive risk taking that is inconsistent with the risk profile of the Company or the Articles of Association of the Company. The Company's remuneration policy is consistent with its business strategy, objectives, values and interests and includes measures to avoid conflicts of interest.

The Company has policies in place in respect of the remuneration of senior members of staff, staff whose activities will impact risk, staff who are involved in any control functions, staff who receive remuneration equivalent to senior management or risk takers where their activities have a material impact on the risk profiles of the the Company.

In line with the provisions of Directive 2014/91/EU and the relevant guidelines issued by ESMA, each of which may be amended from time to time, the Company applies its remuneration policy and practices in a manner which is proportionate to its size and that of the Company, its internal organisation and the nature, scope and complexity of its activities.

Where the Company delegates certain portfolio management and risk management functions in respect of the Company it may in its discretion decide the extent to which it will delegate portfolio management and risk management and accordingly the individual delegates may be afforded differing levels of responsibilities and remuneration. The Company will use best efforts to ensure that:

- a. the entities to which portfolio or risk management activities have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the relevant ESMA guidelines; or
- b. appropriate contractual arrangements are put in place to ensure that there is no circumvention of the remuneration rules set out in the relevant ESMA guidelines.

Details of the remuneration policy of the Company including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee, where such a committee exists, will be available at <https://www.am.eu.rothschildandco.com/> and a paper copy will be made available free of charge upon request.

### **Allocation of Fees and Expenses**

All fees, expenses, duties and charges will be charged to the relevant Fund and within such Fund to the Classes in respect of which they were incurred. Where an expense is not considered by the Directors to be attributable to any one Fund, the expense will normally be allocated to all Funds in proportion to the Net Asset Value of the Funds or otherwise on such basis as the Directors deem fair and equitable. In the case of any fees or expenses of a regular or recurring nature, such as audit fees, the Directors may calculate such fees or expenses on an estimated figure for yearly or other periods in advance and accrue them in equal proportions over any period.

### **Fee Increases**

The rates of fees for the provision of services to any Fund or Class may be increased within the maximum levels stated above so long as reasonable written notice of the new rate(s) is given to Shareholders of the relevant Fund or Class.



## 4. THE SHARES

### General

Shares may be issued on any Dealing Day. Shares issued in a Fund or Class will be in registered form and denominated in the Base Currency specified in the relevant Supplement for the relevant Fund or a currency attributable to the particular Class.

Where a Class of Shares is denominated in a currency other than the Base Currency of a Fund, that Class may be hedged or unhedged as disclosed in the relevant Supplement for the relevant Class. Currency conversion will take place on subscriptions, redemptions, conversions and distributions at prevailing exchange rates on the Business Day on which the conversion needs to occur for the monies to be available in the Base Currency on the Dealing Day. Where a Class of Shares is to be hedged, the Company shall employ the hedging policy as more particularly set out herein.

Shares will have no par value and will first be issued on the first Dealing Day after expiry of the initial offer period specified in the relevant Supplement at the Initial Price as specified in the relevant Supplement (plus any applicable duties and charges). Thereafter, Shares shall be issued at the Net Asset Value per Share (plus any applicable duties and charges).

Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

The Directors may decline to accept any application for Shares without giving any reason and may restrict the ownership of Shares by any person, firm or corporation in certain circumstances including where such ownership would be in breach of any regulatory or legal requirement or might affect the tax status of the Company or might result in the Company suffering certain disadvantages which it might not otherwise suffer.

Any differences between Classes in a Fund or restrictions applicable to a particular Fund or Class, if any, shall be specified in the relevant Supplement for such Fund or Class. Where there are Shares of different Classes in a Fund, the Net Asset Value per Share amongst such Classes may differ to reflect the fact that there are (i) differing charges of fees and expenses; or (ii) that they are designated in different currencies; or (iii) that the gains/losses on and costs of different financial instruments employed for currency hedging between a Base Currency and a designated currency are attributed to them. Information in relation to the fees applicable to other Classes within the Company will be available on request.

Any person who holds Shares in contravention of restrictions imposed by the Directors or, by virtue of his holding, is in breach of the laws and regulations of any applicable jurisdiction or whose holding could, in the opinion of the Directors, cause the Company to incur any liability to taxation or to suffer any pecuniary disadvantage which it or the Shareholders or any or all of them might not otherwise have incurred or sustained or otherwise in circumstances which the Directors believe might be prejudicial to the interests of the Shareholders, shall indemnify the Company, the Investment Manager, the Depositary, the Transfer Agent and the Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding Shares in the Company.

The Directors have power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation.

None of the Company, the Investment Manager, any Consultant, the Distributor, the Platform Advisor, any Trading Advisor, the Administrator, the Depositary or the Transfer Agent or any of their respective directors, officers, employees or agents will be responsible or liable for the authenticity of instructions from Shareholders reasonably believed to be genuine and shall not be liable for any losses, costs or expenses arising out of or in conjunction with any unauthorised or fraudulent instructions. The Transfer Agent shall, however, employ reasonable procedures to confirm that instructions are genuine.

### **Abusive Trading Practices/Market Timing**

The Directors generally encourage investors to invest in the Funds as part of a long-term investment strategy and discourages excessive or short term or abusive trading practices. Such activities, sometimes referred to as “market timing”, may have a detrimental effect on the Funds and Shareholders. For example, depending upon various factors such as the size of the Fund and the amount of its assets maintained in cash, short-term or excessive trading by Shareholders may interfere with the efficient management of the Fund’s portfolio, increased transaction costs and taxes and may harm the performance of the Fund.

The Company seeks to deter and prevent abusive trading practices and to reduce these risks, through several methods, including the following:

- (i) to the extent that there is a delay between a change in the value of a Fund’s portfolio holdings and the time when that change is reflected in the Net Asset Value per Share, a Fund is exposed to the risk that investors may seek to exploit this delay by purchasing or redeeming Shares at a Net Asset Value which does not reflect appropriate fair value prices. The Directors seek to deter and prevent this activity, sometimes referred to as “stale price arbitrage”, by the appropriate use of its power to adjust the value of any investment having regard to relevant considerations in order to reflect the fair value of such investment.
- (ii) the Directors may monitor Shareholder account activities in order to detect and prevent excessive and disruptive trading practices and reserves the right to exercise its discretion to reject any subscription or conversion transaction without assigning any reason therefore and without payment of compensation if, in its judgement, the transaction may adversely affect the interest of a Fund or its Shareholders. The Directors may also monitor Shareholder account activities for any patterns of frequent purchases and sales that appear to be made in response to short-term fluctuations in the Net Asset Value per Share and may take such action as it deems appropriate to restrict such activities including, if it so determines, the compulsory redemption of Shares held in that Fund by the respective Shareholder.

There can be no assurances that abusive trading practices can be mitigated or eliminated. For example nominee accounts in which purchases and sales of Shares by multiple investors may be aggregated for dealing with the Fund on a net basis, conceal the identity of underlying investors in a Fund which makes it more difficult for the Directors and their delegates to identify abusive trading practices.

## **Application for Shares**

The terms and conditions applicable to an application for the issue of Shares in a Fund or Class and the Initial Price thereof together with subscription and settlement details and procedures and the time for receipt of applications will be specified in the Supplement for the relevant Fund. An Application Form may be obtained from the Transfer Agent, the Investment Manager or the Distributor. The Minimum Subscription, Minimum Holding and Minimum Transaction Size for Shares are set out in the Supplement for each Fund. The Directors have the right in their discretion, with respect to any investor, to waive or reduce the Minimum Subscription, Minimum Holding and Minimum Transaction Size for Shares set out in the Supplement for each Fund.

Applications received after the Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances as determined and agreed by the Directors, and having regard to the equitable treatment of Shareholders.

Except as otherwise provided for in a Supplement for a particular Fund, investors should note that all applications for Shares must be sent to the Transfer Agent.

The Transfer Agent, on behalf of the Company, may reject any application in whole or in part without giving any reason for such rejection in which event the subscription monies or any balance thereof will be returned without interest, expenses or compensation to the applicant by transfer to the applicant's designated account or by post at the applicant's risk.

### *Subscription monies received from an investor in advance of a Dealing Day*

Subscription monies received from an investor in advance of a Dealing Day in respect of which an application for Shares has been, or is expected to be, received will be held in a cash account in the name of the relevant Fund and will be treated as an asset of the relevant Fund upon receipt and will not benefit from the application of any investor money protection rules (i.e. the subscription monies in such circumstance will not be held on trust as investor monies for the relevant investor). In such circumstance, the investor will be an unsecured creditor of the relevant Fund with respect to the amount subscribed and held by the Company until such Shares are issued as of the relevant Dealing Day. In the event of an insolvency of the Fund or the Company, there is no guarantee that the Fund or the Company will have sufficient funds to pay unsecured creditors in full. Investors who have forwarded subscription monies in advance of a Dealing Day as detailed above and which are held in a cash account will rank equally with all other unsecured creditors of the relevant Fund and will be entitled to a pro-rata share of monies which are made available to all unsecured creditors by the insolvency practitioner. Therefore in such circumstances, the investor may not recover all monies originally paid into a cash account in relation to the application for Shares. Your attention is drawn to the section of the Prospectus entitled "*Risk Factors*" – "*Fund Assets Held in Cash Accounts*" above.

## **Subscriptions in specie**

In accordance with the provisions of Article 9.03 of the Articles of Association of the Company, and as may be set out in the relevant Supplement, the Company may accept in specie applications for Shares provided that the assets to be transferred into the relevant Fund qualify as investments of the relevant Fund in accordance with its investment objectives, policies and restrictions. Assets so transferred shall be vested with the Depository or arrangements shall be made to vest the assets with the Depository. The number of Shares to be issued shall not exceed the amount that would be issued for the cash equivalent. The Depository shall be satisfied that the terms of any exchange will not be such as are likely to result in any prejudice to the existing shareholders of the relevant Fund.

### **Anti-Money Laundering and Countering Terrorist Financing Measures**

Measures aimed at the prevention of money laundering and terrorist financing will require a detailed verification of the investor's identity, address and source of funds and where applicable the beneficial owner on a risk sensitive basis and the ongoing monitoring of the business relationship with the Company.

By way of example, an individual will be required to produce a copy of a passport or identification card, which shows a photograph, signature and date of birth, duly certified by a public authority such as a notary public, the police or the ambassador in their country of residence, together with one item evidencing their address such as a utility bill or bank statement (not more than six months old). In the case of corporate applicants this may require production of certified copies of the certificate of incorporation (and any change of name) and of the memorandum and articles of association (or equivalent), a certified copy of the corporation's authorised signatory list, the names, occupations, dates of birth and residential and business addresses of all directors and beneficial owners (who may also be required to verify their identity as described above).

Politically exposed persons ("PEPs") must also be identified. PEPs are individuals who are or have, at any time in the preceding year, been entrusted with prominent public functions, and immediate family members, or persons known to be close associates of such persons. For the purposes of this section, "Individuals who are or have been entrusted with prominent public functions" shall include (a) heads of state, heads of government, ministers and deputy or assistant ministers; (b) members of parliaments; (c) members of supreme courts, of constitutional courts or of other high-level judicial bodies whose decisions are not subject to further appeal, except in exceptional circumstances; (d) members of courts of auditors or of the boards of central banks; (e) ambassadors, chargés d'affaires and high-ranking officers in the armed forces; (f) members of the administrative, management or supervisory bodies of State-owned enterprises. None of the categories set out in points (a) to (f) shall be understood as covering middle ranking or more junior officials; "Immediate family members" shall include (a) the spouse; (b) any partner considered by national law as equivalent to the spouse; (c) the children and their spouses or partners; (d) the parents; and "Persons known to be close associates" shall include (a) any natural person who is known to have joint beneficial ownership of legal entities or legal arrangements, or any other close business relations, with a person mentioned in the definition of "individual who are or have been entrusted with prominent public functions"; (b) any natural person who has sole beneficial ownership of a legal entity or legal arrangement which is known to have been set up for the benefit de facto of the person mentioned in the definition of "individual who are or have been entrusted with prominent public functions".

Depending on the circumstances of each application, a detailed verification of source of funds might not be required where (i) the investor makes payment from an account held in the investor's name at a recognised

financial intermediary or (ii) the application is made through a recognised intermediary. These exceptions will only apply if the financial institution or intermediary referred to above is located within a country recognised in Ireland as having equivalent anti-money laundering and counter terrorist financing regulations or satisfies other applicable conditions.

The Transfer Agent and the Company each reserve the right to request such information as is necessary to verify the identity, address and source of funds of an investor. In the event of delay or failure by an investor or applicant to produce any information required for verification purposes, the Transfer Agent or the Company may refuse to accept the application and subscription monies. The Transfer Agent may also refuse to process redemption requests or pay redemption proceeds in such circumstances. Applicants should note that redemption proceeds will only be made to the account of record. The Transfer Agent shall have the same powers and authority in relation to applications made by the Transfer Agent.

Each applicant for Shares acknowledges that the Transfer Agent and the Company shall be held harmless against any loss arising as a result of a failure to process his/her application for Shares or redemption request, if such information and documentation has been requested by the Administrator and has not been provided by the applicant. Furthermore, the Company or the Transfer Agent also reserve the right to refuse to make any redemption payment or distribution to a Shareholder if any of the Directors of the Company or the Transfer Agent suspects or is advised that the payment of any redemption or distribution moneys to such Shareholder might result in a breach or violation of any applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or such refusal is considered necessary or appropriate to ensure the compliance by the Company or the Transfer Agent with any such laws or regulations in any relevant jurisdiction.

Any failure to supply the Company or the Transfer Agent with any documentation requested by it for anti-money laundering and terrorist financing procedures may result in a delay in the settlement of redemption proceeds or dividend monies. In circumstances where a redemption request is received, the Company will process any redemption request received by a Shareholder, however the proceeds of that redemption will be held in a cash account and therefore shall remain an asset of the relevant Fund. The redeeming Shareholder will rank as a general creditor of the relevant Fund until such time as the Company is satisfied that its anti-money laundering and terrorist financing procedures have been fully complied with, following which redemption proceeds will be released. In the event of an insolvency of the Fund or the Company, there is no guarantee that the Fund or the Company will have sufficient funds to pay unsecured creditors in full. Investors / Shareholders due redemption / dividend monies which are held in a cash account will rank equally with all other unsecured creditors of the relevant Fund and will be entitled to a prorata share of monies which are made available to all unsecured creditors by the insolvency practitioner. Therefore in such circumstances, the investor/ Shareholder may not recover all monies originally paid into a cash account for onward transmission to that investor / Shareholder.

Therefore a Shareholder is advised to ensure that all relevant documentation requested by the Company in order to comply with anti-money laundering and terrorist financing procedures is submitted to the Company promptly on subscribing for Shares in the Company.

## **Data Protection**

Prospective investors should note that by completing the Application Form they are providing information to the Company, which may constitute “personal data” within the meaning of the GDPR.

This data will be used by or on behalf of the Company for the purposes of client identification and the subscription process, management and administration of your holding in the Company and may also be used for statistical analysis, market research direct marketing and to comply with any applicable legal, taxation or regulatory requirements. Such data may be disclosed and / or transferred to third parties including regulatory bodies, tax authorities, delegates, advisers and service providers of the Company and their or the Company’s duly authorised agents and any of their respective related, associated or affiliated companies wherever located (including to countries outside the EEA which may not have the same data protection laws as in Ireland) for the purposes specified. It should also be noted that the Administrator may act as a data controller of the personal data provided to the Company.

Investors have a right to obtain a copy of their personal data kept by the Company, the right to rectify any inaccuracies in personal data held by the Company and in a number of circumstances a right to be forgotten and a right to restrict or object to processing. In certain limited circumstances a right to data portability may apply. Where a Shareholder gives consents to the processing of personal data, that Shareholder may withdraw this consent at any time.

The Company and its appointed service providers will retain all documentation provided by a Shareholder in relation to its investment in the Company for such period of time as may be required by Irish legal and regulatory requirements, but for at least six years after the period of investment has ended or the date on which a Shareholder has had its last transaction with the Company.

The data privacy statement is set out in the Application Form. A copy of the data privacy statement of the Company is also available upon request from the Transfer Agent.

### **Redemption of Shares**

Shareholders may redeem their Shares on and with effect from any Dealing Day at the Net Asset Value per Share for that Class calculated on or with respect to the relevant Dealing Day in accordance with the procedures specified in the relevant Supplement (less any applicable duties and charges) (save during any period when the calculation of Net Asset Value is suspended). The minimum value of Shares which may be redeemed in any one redemption transaction is specified in the relevant Supplement for each Fund or Class. If the redemption of part only of a Shareholder’s shareholding would leave the Shareholder holding less than the Minimum Holding for the relevant Fund, the Company or its delegate may, if it thinks fit, redeem the whole of that Shareholder's holding.

Applications received after the Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances as determined and agreed by the Directors, and having regard to the equitable treatment of Shareholders.

Requests for the redemption of Shares should be made to the Transfer Agent, by facsimile (provided payment is to be made to the account of record) or written communication and should include such information as may

be specified from time to time by the Company or its delegate. Redemption requests will only be accepted for processing where cleared funds and completed documents including documentation relating to money laundering prevention checks are in place from original subscriptions. No redemption payment will be made from an investor holding until the original subscription application form and all documentation required by or on behalf of the Company (including any documents in connection with anti-money laundering procedures) has been received from the investor and the anti-money laundering procedures have been completed.

Redemption monies payable to an investor subsequent to a Dealing Day of a Fund as of which Shares of that investor were redeemed (and consequently the investor is no longer a Shareholder of the Fund as of the relevant Dealing Day) will be held in a cash account in the name of the relevant Fund and will be treated as an asset of the Fund until paid to that investor and will not benefit from the application of any investor money protection rules (i.e. the redemption monies in such circumstance will not be held on trust for the relevant investor). In such circumstance, the investor will be an unsecured creditor of the relevant Fund with respect to the redemption amount held by the Company until paid to the investor. In the event of an insolvency of the Fund or the Company, there is no guarantee that the Fund or the Company will have sufficient funds to pay unsecured creditors in full. Investors due redemption monies which are held in a cash account will rank equally with all other unsecured creditors of the relevant Fund and will be entitled to a pro-rata share of monies which are made available to all unsecured creditors by the insolvency practitioner. Therefore in such circumstances, the investor may not recover all monies originally paid into a cash account for onward transmission to that investor.

Your attention is drawn to the section of the Prospectus entitled "*Risk Factors*" – "*Fund Assets Held in Cash Accounts*" above.

Shares will not receive or be credited with any dividend declared on or after the Dealing Day on which they were redeemed.

If the number of Shares to be redeemed on any Dealing Day exceeds one tenth or more of the total number of Shares of a Fund in issue on that day the Directors or their delegate may at their discretion refuse to redeem any Shares in excess of one tenth of the total number of Shares in issue as aforesaid and, if they so refuse, the requests for redemption on such Dealing Day shall be reduced pro rata and Shares which are not redeemed by reason of such refusal shall be treated as if a request for redemption had been made in respect of each subsequent Dealing Day until all Shares to which the original request related have been redeemed.

The Company may, with the consent of the individual Shareholders, satisfy any request for redemption of Shares by the transfer in specie to those Shareholders of assets of the relevant Fund having a value equal to the redemption price for the Shares redeemed as if the redemption proceeds were paid in cash less any redemption charge and other expenses of the transfer provided that any Shareholder requesting redemption shall be entitled to request the sale of any asset or assets proposed to be distributed in specie and the distribution to such Shareholder of the cash proceeds of such sale, the costs of which shall be borne by the relevant Shareholder. The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Depositary as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the relevant Fund or Class and such asset allocation shall be subject to the approval of the Depositary.

A determination to provide redemption in specie may be solely at the discretion of the Directors where the redeeming Shareholder requests redemption of a number of Shares that represent 5% or more of the Net Asset Value of the Company. The cost of such sale shall be borne by the relevant Shareholder.

### **Compulsory Redemption of Shares/Deduction of Tax**

Shareholders are required to notify the Transfer Agent through whom Shares have been purchased immediately if they become US Persons or persons who are otherwise subject to restrictions on ownership as set out herein and such Shareholders may be required to redeem or transfer their Shares. The Company may redeem any Shares which are or become owned, directly or indirectly, by or for the benefit of any person in breach of any restrictions on ownership from time to time as set out herein or if the holding of Shares by any person is unlawful or is likely to result or results in any tax, fiscal, legal, regulatory, pecuniary liability or material administrative disadvantage to the Company or the Shareholders as a whole or any Fund. The Company may also redeem any Shares held by any person who holds less than the Minimum Holding or does not, within twenty eight days of a request by or on behalf of the Company, supply any information or declaration required under the terms hereof to be furnished. Any such redemption will be effected on a Dealing Day at the Net Asset Value per Share calculated on or with respect to the relevant Dealing Day on which the Shares are to be redeemed. The Company may apply the proceeds of such compulsory redemption in the discharge of any taxation or withholding tax arising as a result of the holding or beneficial ownership of Shares by a Shareholder including any interest or penalties payable thereon. The attention of investors is drawn to the section of the prospectus entitled "Taxation" and in particular the section therein headed "Irish Taxation" and the taxation liability arising on the occurrence of certain events such as the encashment, redemption or transfer of Shares by or payment of dividends to shareholders who are Irish Resident or Ordinarily Resident in Ireland.

Furthermore, if the Company becomes liable to account for tax, in any jurisdiction, including any interest or penalties thereon if an event giving rise to a tax liability occurs, the Company shall be entitled to deduct such amount from the payment arising on such event or to compulsorily redeem or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as have a value sufficient after the deduction of any redemption charges to discharge any such liability. The relevant Shareholder shall indemnify and keep the Company indemnified against any loss arising to the Company by reason of the Company becoming liable to account for tax and any interest or penalties thereon on the happening of an event giving rise to a tax liability including if no such deduction, appropriation or cancellation has been made.

### **Total Redemption of Shares**

All of the Shares of any Class or any Fund may be redeemed:

- (a) on the giving by the Company of not less than four nor more than twelve weeks' notice expiring on a Dealing Day to Shareholders of its intention to redeem such Shares;
- (b) following the liquidation of assets held in a Fund for which the Trading Advisory Agreement has been terminated; or



- (c) if the holders of 75% in value of the relevant Class or Fund resolve at a meeting of the Shareholders duly convened and held that such Shares should be redeemed.

The Directors may resolve in their absolute discretion to retain sufficient monies prior to effecting a total redemption of shares to cover the costs associated with the subsequent termination of a Fund or the liquidation of the Company.

### **Conversion of Shares**

Subject to the Minimum Initial Subscription, Minimum Holding and Minimum Transaction Size requirements of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class ("the Original Fund") to Shares in another Fund or Class or another Class in the same Fund ("the New Fund") in accordance with the formula and procedures specified below. Requests for conversion of Shares should be made to the Transfer Agent by facsimile or written communication or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Transfer Agent. Requests for conversion should be received prior to the earlier of the Dealing Deadline for redemptions in the Original Fund and the Dealing Deadline for subscriptions in the New Fund. Applications received after the Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances as determined and agreed by the Directors, and having regard to the equitable treatment of Shareholders. Conversion requests will only be accepted where cleared funds and completed documents are in place from original subscriptions.

Where a conversion request would result in a Shareholder holding a number of Shares of either the Original Fund or the New Fund which would be less than the Minimum Holding for the relevant Fund, the Company or its delegate may, if it thinks fit, convert the whole of the holding in the Original Fund to Shares in the New Fund or refuse to effect any conversion from the Original Fund.

Fractions of Shares which shall not be less than 0.001 of a Share may be issued by the Company on conversion where the value of Shares converted from the Original Fund are not sufficient to purchase an integral number of Shares in the New Fund and any balance representing less than 0.001 of a Share will be retained by the Company in order to defray administration costs.

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

$$S = \frac{(R \times NAV \times ER) - F}{SP}$$

where

"S" is the number of Shares of the New Fund to be allotted.

"R" is the number of Shares in the Original Fund to be redeemed.

"NAV" is the Net Asset Value per Share of the Original Fund at the Valuation Point on the relevant Dealing Day.

“ER” is the currency conversion factor (if any) as determined by the Administrator.

“F” is the conversion charge (if any) of up to 5% of the Net Asset Value of the Shares to be issued in the New Fund.

“SP” is the Net Asset Value per Share of the New Fund at the Valuation Point on the relevant Dealing Day.

### **Withdrawal of Conversion Requests**

Conversion requests may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of a suspension of calculation of the Net Asset Value of the Funds in respect of which the conversion request was made.

### **Net Asset Value and Valuation of Assets**

The Directors have delegated the calculation of the Net Asset Value to the Administrator.

The Net Asset Value of each Fund or, if there are different Classes within a Fund, each Class will be calculated by the Administrator as at the Valuation Point on or with respect to each Dealing Day in accordance with the Articles of Association. The Net Asset Value of a Fund shall be determined as at the Valuation Point for the relevant Dealing Day by valuing the assets of the relevant Fund (including income accrued but not collected) and deducting the liabilities of the relevant Fund (including a provision for duties and charges, accrued expenses and fees, including those to be incurred in the event of a subsequent termination of a Fund or liquidation of the Company and all other liabilities). The Net Asset Value attributable to a Class shall be determined as at the Valuation Point for the relevant Dealing Day by calculating that portion of the Net Asset Value of the relevant Fund attributable to the relevant Class as at the Valuation Point subject to adjustment to take account of assets and/or liabilities attributable to the Class. The Net Asset Value of a Fund will be expressed in the Base Currency of the Fund, or in such other currency as the Directors may determine either generally or in relation to a particular Class or in a specific case.

The Net Asset Value per Share shall be calculated as at the Valuation Point on or with respect to each Dealing Day by dividing the Net Asset Value of the relevant Fund or attributable to a Class by the total number of Shares in issue, or deemed to be in issue, in the Fund or Class at the relevant Valuation Point and rounding the resulting total to 2 decimal places.

In determining the Net Asset Value of the Company and each Fund:

- (a) Securities which are quoted, listed or traded on a Recognised Exchange save as hereinafter provided at (d), (e), (f), (g) and (h) will be valued at the last traded closing price. Where a security is listed or dealt in on more than one Recognised Exchange the relevant exchange or market shall be the principal stock exchange or market on which the security is listed or dealt on or the exchange or market which the Directors determine provides the fairest criteria in determining a value for the relevant investment. Securities listed or traded on a Recognised Exchange, but acquired or traded at a premium or at a discount outside or off the relevant exchange or market may be valued by a competent person, firm or

corporation (including the Investment Manager) selected by the Directors and approved for the purpose by the Depositary, taking into account the level of premium or discount at the Valuation Point provided that the Depositary shall be satisfied that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security.

- (b) The value of any security which is not quoted, listed or dealt in on a Recognised Exchange or which is so quoted, listed or dealt but for which no such quotation or value is available or the available quotation or value is not representative of the fair market value shall be the probable realisation value as estimated with care and good faith by (i) the Directors or (ii) a competent person, firm or corporation (including the Investment Manager) selected by the Directors and approved for the purpose by the Depositary. Where reliable market quotations are not available for fixed income securities the value of such securities may be determined using matrix methodology compiled by the Investment Manager or Administrator as appropriate which has been appointed as a competent person, appointed by the Directors and approved for the purpose by the Depositary whereby such securities are valued by reference to the valuation of other securities which are comparable in rating, yield, due date and other characteristics.
- (c) Cash in hand or on deposit will be valued at its nominal/face value plus accrued interest, where applicable, to the end of the relevant day on which the Valuation Point occurs.
- (d) Derivative contracts traded on a regulated market including without limitation futures and options contracts and index futures shall be valued at the settlement price as determined by the market. If the settlement price is not available, the value shall be the probable realisation value estimated with care and in good faith by (i) the Directors or (ii) a competent person firm or corporation (including the Investment Manager) selected by the Directors and approved for the purpose by the Depositary. Derivative contracts which are not traded on a regulated market and which are not cleared by a clearing counterparty may be valued on the basis of the mark to market value of the derivative contract or if market conditions prevent marking to market, reliable and prudent marking to model may be used. Derivative contracts (including without limitation swap contracts and swaptions) which are not traded on a regulated market and which are cleared by a clearing counterparty will be valued daily either (i) on the basis of a quotation provided by the relevant counterparty and such valuation shall be approved or verified at least weekly by a party who is selected by the Directors and approved for the purpose by the Depositary and who is independent of the counterparty (the "Counterparty Valuation"); or (ii) using an alternative valuation provided by a competent person appointed by the Directors and approved for the purpose by the Depositary. Where such Alternative Valuation method is used the Company will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA and will be reconciled to the Counterparty valuation on a monthly basis. Where significant differences arise these will be promptly investigated and explained.
- (e) Forward foreign exchange and interest rate swap contracts shall be valued in the same manner as OTC derivatives contracts or by reference to freely available market quotations.
- (f) Notwithstanding paragraph (a) above units in collective investment schemes shall be valued at the latest available net asset value per unit or bid price as published by the relevant collective investment scheme or, if listed or traded on a Recognised Exchange, in accordance with (a) above. Where a final

net asset value per share is not available an estimated net asset value per share received from the administrator or investment manager of the relevant collective investment scheme may be used. Where estimated values are used, these shall be final and conclusive notwithstanding any subsequent variation in the net asset value of the collective investment scheme.

- (g) In the case of a Fund which is a short-term money market fund the Directors may use the amortised cost method of valuation provided it is only used in relation to funds which comply with the Central Bank's requirements for short-term money market funds where a review of the amortised cost valuation vis-à-vis market valuation will be carried out in accordance with the Central Bank's guidelines.
- (h) Money market instruments in a money-market fund or non-money market fund may be valued on an amortised basis, in accordance with the Central Bank's requirements.
- (i) The Directors may, with the approval of the Depositary, adjust the value of any investment if having regard to its currency, marketability, applicable interest rates, anticipated rates of dividend, maturity, liquidity or any other relevant considerations, they consider that such adjustment is required to reflect the fair value thereof.
- (j) Any value expressed otherwise than in the Base Currency of the relevant Fund shall be converted into the Base Currency of the relevant Fund at the prevailing exchange rate which is available to the Administrator and which is normally obtained from Reuters or such other data provider.
- (k) If the Directors deem it necessary a specific security may be valued under an alternative method of valuation approved by the Depositary.

In calculating the value of assets of the Company and each Fund the following principles will apply:

- (a) in determining the value of investments of a Fund (a) the Directors may value the securities of a Fund (i) at lowest market dealing bid prices where on any Dealing Day the value of all redemption requests received exceeds the value of all applications for Shares received for that Dealing Day or at highest market dealing offer prices where on any Dealing Day the value of all applications for Shares received for that Dealing Day exceeds the value of all redemption requests received for that Dealing Day, in each case in order to preserve the value of the Shares held by existing Shareholders; (ii) at bid and offer prices, in accordance with the requirements of the Central Bank where a bid and offer value is used to determine the price at which Shares are issued and redeemed ; or (iii) at mid prices; provided in each case that the valuation policy selected by the Directors shall be applied consistently with respect to the Company and, as appropriate, individual Funds for so long as the Company or Funds, as the case may be, are operated on a going concern basis. There will be consistency in the policies adopted throughout the various categories of investments. Every Share agreed to be issued by the Directors with respect to each Dealing Day shall be deemed to be in issue at the subsequent Valuation Point to the relevant Dealing Day and the assets of the relevant Fund shall be deemed to include not only cash and property in the hands of the Depositary but also the amount of any cash or other property to be received in respect of Shares, issued on the prior Dealing Day after deducting therefrom (in the case of Shares agreed to be issued for cash) or providing for preliminary charges;

- (b) where securities have been agreed to be purchased or sold but such purchase or sale has not been completed, such securities shall be included or excluded and the gross purchase or net sale consideration excluded or included as the case may require as if such purchase or sale had been duly completed unless the Directors have reason to believe such purchase or sale will not be completed;
- (c) there shall be added to the assets of the relevant Fund any actual or estimated amount of any taxation of a capital nature which may be recoverable by the Company which is attributable to that Fund;
- (d) there shall be added to the assets of each relevant Fund a sum representing any interest, dividends or other income accrued but not received and a sum representing unamortised expenses unless the Directors are of the opinion that such interest, dividends or other income are unlikely to be paid or received in full in which case the value thereof shall be arrived at after making such discount as the Directors or their delegate (with the approval of the Depository) may consider appropriate in such case to reflect the true value thereof;
- (e) there shall be added to the assets of each relevant Fund the total amount (on a receipts or accruals basis, at the discretion of the Directors) of any claims for repayment of any taxation levied on income or capital gains including claims in respect of double taxation relief; and
- (f) there shall be deducted from the assets of the relevant Fund:
  - (i) the total amount of any actual liabilities properly payable out of the assets of the relevant Fund including any and all outstanding borrowings of the Company in respect of the relevant Fund, interest, fees and expenses payable on such borrowings and any liability for tax and such amount in respect of contingent or projected expenses as the Directors consider fair and reasonable as of the relevant Valuation Point;
  - (ii) such sum in respect of tax (if any) on income or capital gains realised on the investments of the relevant Fund as will become payable;
  - (iii) the amount (if any) of any distribution declared but not distributed in respect thereof;
  - (iv) the remuneration, fees and expenses of the Administrator, the Depository, the Investment Manager, a Consultant, the Transfer Agent and any other providers of services to the Company accrued but remaining unpaid together with a sum equal to the value added tax chargeable thereon (if any);
  - (v) the total amount (whether actual or estimated by the Directors) of any other liabilities properly payable out of the assets of the relevant Fund (including all establishment, operational and ongoing administrative fees, costs and expenses) as of the relevant Valuation Point;
  - (vi) an amount as of the relevant Valuation Point representing the projected liability of the relevant Fund in respect of costs and expenses to be incurred by the relevant Fund in the event of a subsequent liquidation;

- (vii) an amount as of the relevant Valuation Point representing the projected liability of the relevant calls on Shares in respect of any warrants issued and/or options written by the relevant Fund or Class of Shares; and
- (viii) any other liability which may properly be deducted.

Unless determined otherwise by the Directors with regard to the equitable treatment of Shareholders, each decision taken by the Directors or any committee of the Directors or any duly authorised person on behalf of the Company in determining the value of any investment or calculating the Net Asset Value of a Fund or Class or where relevant Series or the Net Asset Value per Share shall be final and binding on the Company and on present, past or future Shareholders.

The Administrator shall be entitled, without verification, further enquiry or liability on the Administrator's part, to rely on pricing information in relation to specified investments held by the Company which is provided by price sources set out in the Company's valuation policy agreed by the Company with the Administrator and/or this document.

Without prejudice to the generality of the foregoing, the Administrator shall not be responsible or liable to any person for the valuation or pricing of any assets or liabilities of the Company (save as provided in the services set out in the Administration Agreement) or for any inaccuracy, error or delay in pricing information supplied to the Administrator.

The Administrator will use reasonable endeavours to independently verify the price of any such assets or liabilities of the Company using its network of automated pricing services, brokers, market makers, intermediaries or other third parties.

In the absence of readily available independent pricing sources, the Administrator may rely solely upon any valuation or pricing information (including, without limitation, fair value pricing information) about any such assets or liabilities of the Company (including, without limitation, private equity investments) which is provided to it by: (i) the Company and/or (ii) any valuer, third party valuation agent, intermediary or other third party which in each such case is appointed or authorised by the Company or the Investment Manager to provide valuations or pricing information of the Company's assets or liabilities to the Administrator.

#### **Publication of Net Asset Value per Share**

The Net Asset Value per Share shall be made available on the website <https://www.am.eu.rothschildandco.com/> and updated following each calculation of Net Asset Value. In addition, the Net Asset Value per Share may be obtained from the Administrator during normal business hours. The Net Asset Value of any Fund or attributable to a Class whose Shares are listed will also be notified to the Irish Stock Exchange by the Administrator immediately upon calculation.

#### **Suspension of Valuation of Assets**

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

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

Any suspension of valuation shall be notified to the Central Bank, the Irish Stock Exchange with respect to any Fund or Class which is listed, as disclosed in the relevant Supplement, where applicable, and the Depositary without delay and, in any event, within the same Dealing Day and shall be published on the website <https://www.am.eu.rothschildandco.com/>. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

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

### **Dividends and Distributions**

The Directors are empowered to declare and pay dividends on Shares issued in any Class or Fund in the Company. The dividend policy for each Fund or Class will be set out in the relevant Supplement.

Pending payment to the relevant Shareholder, distribution payments will be held in an account in the name of the relevant Fund and will be treated as an asset of the relevant Fund until paid to that Shareholder and will not benefit from the application of any investor money protection rules (i.e. the distribution monies in such circumstance will not be held on trust for the relevant Shareholder). In such circumstance, the Shareholder will be an unsecured creditor of the relevant Fund with respect to the distribution amount held by the Company until paid to the Shareholder and the Shareholder entitled to such distribution amount will be an unsecured creditor of the relevant Fund. In the event of an insolvency of the Fund or the Company, there is no guarantee that the Fund or the Company will have sufficient funds to pay unsecured creditors in full. Shareholders due dividend monies which are held in a cash account will rank equally with all other unsecured creditors of the relevant Fund and will be entitled to a pro-rata share of monies which are made available to all unsecured creditors by the insolvency practitioner. Therefore in such circumstances, the Shareholder may not recover all monies originally paid into the cash account for onward transmission to that Shareholder.

Your attention is drawn to the section of the Prospectus entitled "*Risk Factors*" – "*Fund Assets Held in Cash Accounts*" above.



## 5. TAXATION

### 1. General

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

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

### 2. Irish Taxation

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

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

#### Definitions

For the purposes of this section, the following definitions shall apply.

#### “Irish Resident”

- in the case of an individual, means an individual who is resident in Ireland for tax purposes.
- in the case of a trust, means a trust that is resident in Ireland for tax purposes.
- in the case of a company, means a company that is resident in Ireland for tax purposes.

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

from 1 January 2009 (previously in determining days present in Ireland an individual was deemed to be present if he/she was in Ireland at the end of the day (midnight)).

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

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

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

or

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

The Finance Act 2014 amended the above residency rules for companies incorporated on or after 1 January 2015. These new residency rules will ensure that companies incorporated in Ireland and also companies not so incorporated but that are managed and controlled in Ireland, will be tax resident in Ireland except to the extent that the company in question is, by virtue of a double taxation treaty between Ireland and another country, regarded as resident in a territory other than Ireland (and thus not resident in Ireland). For companies incorporated before this date these new rules will not come into effect until 1 January 2021 (except in limited circumstances).

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

**“Ordinarily Resident in Ireland”**

- in the case of an individual, means an individual who is ordinarily resident in Ireland for tax purposes
- in the case of a trust, means a trust that is ordinarily resident in Ireland for tax purposes.

An individual will be regarded as ordinarily resident for a particular tax year if he/she has been Irish Resident for the three previous consecutive tax years (i.e. he/she becomes ordinarily resident with effect from the commencement of the fourth tax year). An individual will remain ordinarily resident in Ireland until he/she has been non-Irish Resident for three consecutive tax years. Thus, an individual who is resident and ordinarily resident in Ireland in the tax year 1 January 2017 to 31 December 2017 and departs from Ireland in that tax year will remain ordinarily resident up to the end of the tax year 1 January 2020 to 31 December 2020.

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

#### **“Exempt Irish Investor”**

- a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the Taxes Act or a retirement annuity contract or a trust scheme to which Section 784 or 785 of the Taxes Act applies;
- a company carrying on life business within the meaning of Section 706 of the Taxes Act;
- an investment undertaking within the meaning of Section 739B(1) of the Taxes Act;
- a special investment scheme within the meaning of Section 737 of the Taxes Act;
- a charity being a person referred to in Section 739D(6)(f)(i) of the Taxes Act;
- a unit trust to which Section 731(5)(a) of the Taxes Act applies;
- a qualifying fund manager within the meaning of Section 784A(1)(a) of the Taxes Act where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
- a qualifying management company within the meaning of Section 739B of the Taxes Act;
- an investment limited partnership within the meaning of Section 739J of the Taxes Act;
- a personal retirement savings account (“PRSA”) administrator acting on behalf of a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the Taxes Act and the Shares are assets of a PRSA;

- a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- the National Asset Management Agency;
- the National Treasury Management Agency or a Fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance is the sole beneficial owner, or the State acting through the National Treasury Management Agency;
- a company which is within the charge to corporation tax in accordance with Section 110(2) of the Taxes Act in respect of payments made to it by the Company; or
- any other Irish Resident or persons who are Ordinarily Resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising tax exemptions associated with the Company giving rise to a charge to tax in the Company;

provided that they have correctly completed the Relevant Declaration.

**“Intermediary”**

means a person who:-

- carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or
- holds shares in an investment undertaking on behalf of other persons.

**“Recognised Clearing System”**

means any clearing system listed in Section 246A of the Taxes Act (including, but not limited to, Euroclear, Clearstream Banking AG, Clearstream Banking SA and CREST) or any other system for clearing shares which is designated for the purposes of Chapter 1A in Part 27 of the Taxes Act, by the Irish Revenue Commissioners, as a recognised clearing system.

**“Relevant Declaration”**

means the declaration relevant to the Shareholder as set out in Schedule 2B of the Taxes Act.

**“Relevant Period”**

means a period of 8 years beginning with the acquisition of a Share by a Shareholder and each subsequent period of 8 years beginning immediately after the preceding Relevant Period.

**“Taxes Act”**

The Taxes Consolidation Act, 1997 (of Ireland) as amended.

## **Taxation of the Company**

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

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

- An exchange by a Shareholder, effected by way of an arms-length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company;
- Any transactions (which might otherwise be a chargeable event) in relation to shares held in a Recognised Clearing System as designated by order of the Irish Revenue Commissioners;
- A transfer by a Shareholder of the entitlement to Shares where the transfer is between spouses and former spouses, subject to certain conditions; or
- An exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the Taxes Act) of the Company with another investment undertaking.

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

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

## **Stamp Duty**

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

or other types of assets, Irish stamp duty may arise on the transfer of such assets.

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

## **Shareholders Tax**

### *Shares which are held in a Recognised Clearing System*

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

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

### *Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland*

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

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither Irish Resident nor Ordinarily Resident in Ireland no tax will have to be deducted by the Company on the occasion of a chargeable event provided that either (i) the Company satisfied and availed of the equivalent measures or (ii)

the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

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

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

#### *Shareholders who are Irish Residents or Ordinarily Resident in Ireland*

Unless a Shareholder is an Exempt Irish Investor and makes a Relevant Declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or unless the Shares are purchased by the Courts Service, tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) will be required to be deducted by the Company from a distribution (where payments are made annually or at more frequent intervals) to a Shareholder who is Irish Resident or Ordinarily Resident in Ireland. Similarly, tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) will have to be deducted by the Company on any other distribution or gain arising to the Shareholder (other than an Exempt Irish Investor who has made a Relevant Declaration) on an encashment, redemption, cancellation, transfer or deemed disposal (see below) of Shares by a Shareholder who is Irish Resident or Ordinarily Resident in Ireland.

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

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

difference. Where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal, the Company will refund the Shareholder for the excess (subject to the paragraph headed “15% threshold” below).

#### 10% Threshold

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

#### 15% Threshold

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

#### *Other*

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

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

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

#### *Equivalent Measures*

The Finance Act 2010 (“Act”) introduced measures commonly referred to as equivalent measures to amend the rules with regard to Relevant Declarations. The position prior to the Act was that no tax would arise on an



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

#### *Personal Portfolio Investment Undertaking*

The Finance Act 2007 introduced provisions regarding the taxation of Irish Resident individuals or Ordinarily Resident in Ireland individuals who hold shares in investment undertakings. These provisions introduced the concept of a personal portfolio investment undertaking ("PPIU"). Essentially, an investment undertaking will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the investment undertaking either directly or through persons acting on behalf of or connected to the investor. Depending on individuals' circumstances, an investment undertaking may be considered a PPIU in relation to some, none or all individual investors (i.e. it will only be a PPIU in respect of those individuals' who can "influence" selection). Any gain arising on a chargeable event in relation to an investment undertaking which is a PPIU in respect of an individual on or after 20<sup>th</sup> February 2007, will be taxed at the rate of 60%. Specific exemptions apply where the property invested in has been widely marketed and made available to the public or for non-property investments entered into by the investment undertaking. Further restrictions may be required in the case of investments in land or unquoted shares deriving their value from land.

#### **Reporting**

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 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. No 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.

## Capital Acquisitions Tax

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

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

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

## 3. UK Taxation

***The following is a summary of the expected UK taxation treatment of the Company and certain limited aspects of the expected UK taxation treatment of Shareholders who are resident and domiciled for tax purposes in the UK and who beneficially own the Shares as an investment. This summary is based upon UK tax law currently in force and upon the generally published practice of HM Revenue & Customs (which, in either case, may change possibly with retrospective effect). This summary is of a general nature only and should not be construed as legal or tax advice to any particular investor. Prospective investors should consult their own professional advisers on the tax implications of their investment in the Company. This summary is not comprehensive and is not a guarantee to any investor of the tax results of investing in the Company.***

### ***The Company***

It is intended that the affairs of the Company will be managed in such a way that the Company will not be resident in the UK for UK tax purposes. Accordingly, the Company will not be subject to UK tax on its profits and gains (other than withholding tax on any interest or certain other income which has a UK source). However, to the extent that such profits or gains are derived from the conduct of a trade in the UK, liability to UK tax will arise unless the trade is carried on through an investment manager operating in a way which satisfies the conditions of the investment manager exemption as set out in Chapter 2 of Part 24 of the Corporation Tax Act 2010 (in relation to corporation tax) or Chapter 1 of Part 14 of the Income Tax Act 2007 (in relation to income tax).

Insofar as the Company does engage in any trading activities in the UK, the Directors of the Company intend that these trading activities will be carried out through a UK based Trading Adviser in such manner that the conditions of the investment manager exemption will be satisfied. It cannot, however, be guaranteed that the conditions of this exemption will at all times be met.

## The Shareholders

The following is a summary of certain limited aspects of the expected UK tax treatment of Shareholders who are resident and domiciled for tax purposes in the UK and who beneficially own the Shares as an investment. This summary is based upon UK tax law currently in force and upon the generally published practice of HM Revenue & Customs (“**HMRC**”) (which, in either case, may change possibly with retrospective effect). This summary is of a general nature only and should not be construed as legal or tax advice to any particular investor. Prospective investors should consult their own professional advisers on the tax implications of their investment in the Company. This summary is not comprehensive and is not a guarantee to any investor of the tax results of investing in the Company.

### UK Reporting Fund Regime

The UK tax treatment of capital gains derived from the disposal of Shares in the Company will be affected by the tax regime for offshore funds set out in Part 8 of the Taxation (International and Other Provisions) Act 2010 and the Offshore Funds (Tax) Regulations 2009 (together, the “**Offshore Fund Rules**”). Each Class of Shares issued by the Company will be treated as if it were a separate "offshore fund" for UK tax purposes.

The Offshore Fund Rules operate by reference to whether a fund registers as a “reporting fund” or not.

If any Class of Shares is registered as a reporting fund, any gains arising on a disposal of Shares of that Class by a UK resident investor will normally be treated for UK tax purposes as capital gains (but such gains will be reduced by the amount of the undistributed income previously taxed in the hands of investors). If any Class of Shares is not registered as a reporting fund, any gains arising on a disposal of Shares of that Class would be treated for UK tax purposes as income.

If any Class of Shares is registered as a reporting fund, UK resident Shareholders will be subject to UK income tax or UK corporation tax on their share of any distributions made by the Company for any reporting period together with their share of any reported but undistributed income for that same reporting period. UK resident Shareholders in non-reporting funds will not be subject to tax on income retained by the non-reporting fund.

Unless provided for otherwise in the Supplement for the relevant Fund, the Directors have applied, or will apply, to HMRC for recognition of every Class of Shares as a reporting fund. In accordance with the Offshore Fund Rules, the Company will provide Shareholders with an annual report stating certain information relating to distributions made by the Company, the reportable income of the Company and whether the relevant Class of Shares within the Company remains a reporting fund.

Shareholders should note that there can be no guarantee that reporting status will be obtained and, if obtained, maintained for any Class of Shares.

The Offshore Fund Rules provide that specified transactions carried out by a UCITS fund, such as the Company, will not be treated as trading transactions for reporting funds that meet a genuine diversity of ownership condition. The Directors confirm that each Class of Shares in respect of which it is intended to obtain recognition as a reporting fund will be marketed to institutional investors who invest in alternative investment

funds, and such other prospective investors as the Directors may in the future determine, provided that such investors constitute eligible investors as determined by the Directors. Such Classes of Shares will be widely available to such intended category of investors and will be marketed and made available sufficiently widely to reach such intended category of investors and in a manner appropriate to attract those kinds of investors.

#### **4. European Union – Taxation of Savings Income Directive**

On 10 November 2015 the Council of the European Union adopted a Council Directive repealing the Savings Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other Member States (subject to on-going requirements to fulfil administrative obligations such as reporting and exchange of information relating to and account for withholding taxes on payments made before those dates). This is to prevent overlap between the Savings Directive and the new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU) (see section entitled “Common Reporting Standards” below).

#### **5. Compliance with US Reporting and Withholding Requirements**

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

In recognition of both the fact that the stated policy objective of FATCA is to achieve reporting (as opposed to being solely the collecting of withholding tax) and the difficulties which may arise in certain jurisdictions with respect to compliance with FATCA by FFIs, the US developed an intergovernmental approach to the implementation of FATCA. In this regard the Irish and US Governments signed an intergovernmental agreement (“**Irish IGA**”) on the 21<sup>st</sup> December 2012 and provisions were included in Finance Act 2013 for the implementation of the Irish IGA and also to permit regulations to be made by the Irish Revenue Commissioners with regard to registration and reporting requirements arising from the Irish IGA. In this regard, the Revenue Commissioners (in conjunction with the Department of Finance) have issued Regulations – S.I. No. 292 of 2014 which is effective from 1 July 2014. Supporting Guidance Notes (which will be updated on an ad-hoc basis) were first issued by the Irish Revenue Commissioners on 1 October 2014 with the most recent version being issued in July 2016.

The Irish IGA is intended to reduce the burden for Irish FFIs of complying with FATCA by simplifying the compliance process and minimising the risk of withholding tax. Under the Irish IGA, information about relevant US investors will be provided on an annual basis by each Irish FFI (unless the FFI is exempted from the FATCA requirements) directly to the Irish Revenue Commissioners. The Irish Revenue Commissioners will then

provide such information to the IRS (by the 30<sup>th</sup> September of the following year) without the need for the FFI to enter into a FFI agreement with the IRS. Nevertheless, the FFI will generally be required to register with the IRS to obtain a Global Intermediary Identification Number commonly referred to as a GIIN.

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

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

## **6. Common Reporting Standard**

On 14 July 2014, the OECD issued the Standard for Automatic Exchange of Financial Account Information (“**the Standard**”) which therein contains the Common Reporting Standard (“**CRS**”). This has been applied in Ireland by means of the relevant international legal framework and Irish tax legislation. Additionally, on 9 December 2014, the European Union adopted EU Council Directive 2014/107/EU, amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (“**DAC2**”) which, in turn, has been applied in Ireland by means of the relevant Irish tax legislation.

The main objective of the CRS and DAC2 is to provide for the annual automatic exchange of certain financial account information between relevant tax authorities of participating jurisdictions or EU member states.

The CRS and DAC2 draw extensively on the intergovernmental approach used for the purposes of implementing FATCA and, as such, there are significant similarities between the reporting mechanisms. However, whereas FATCA essentially only requires reporting of specific information in relation to Specified US Persons to the IRS, the CRS and DAC2 have significantly wider ambit due to the multiple jurisdictions participating in the regimes.

Broadly speaking, the CRS and DAC2 will require Irish Financial Institutions to identify Account Holders (and, in particular situations, Controlling Persons of such Account Holders) resident in other participating jurisdictions or EU member states and to report specific information in relation to these Account Holders (and, in particular situations, specific information in relation to identified Controlling Persons) to the Irish Revenue Commissioners on an annual basis (which, in turn, will provide this information to the relevant tax authorities where the Account Holder is resident). In this regard, please note that the Company will be considered an Irish Financial Institution for the purposes of the CRS and DAC2.

For further information on the CRS and DAC2 requirements of the Company, please refer to the below “CRS Data Protection Information Notice”.

### *CRS/DAC2 Data Protection Information Notice*

The Company hereby confirms that it intends to take such steps as may be required to satisfy any obligations

imposed by (i) the Standard and, specifically, the CRS therein, as applied in Ireland by means of the relevant international legal framework and Irish tax legislation and (ii) DAC2, as applied in Ireland by means of the relevant Irish tax legislation, so as to ensure compliance or deemed compliance (as the case may be) with the CRS and the DAC2 from 1 January 2016.

In this regard, the Company is obliged under Section 891F and Section 891G of the Irish Taxes Consolidation Act, 1997 (as amended) and regulations made pursuant to those sections to collect certain information about each Shareholder's tax arrangements (and also collect information in relation to relevant Controlling Persons of specific Shareholders).

In certain circumstances, the Company may be legally obliged to share this information and other financial information with respect to a Shareholder's interests in the Company with the Irish Revenue Commissioners (and, in particular situations, also share information in relation to relevant Controlling Persons of specific Shareholders). In turn, and to the extent the account has been identified as a Reportable Account, the Irish Revenue Commissioners will exchange this information with the country of residence of the Reportable Person(s) in respect of that Reportable Account.

In particular, information that may be reported in respect of a Shareholder (and relevant Controlling Persons, if applicable) includes name, address, date of birth, place of birth, account number, account balance or value at year end (or, if the account was closed during such year, the balance or value at the date of closure of the account), any payments (including redemption and dividend/interest payments) made with respect to the account during the calendar year, tax residency(ies) and tax identification number(s).

Shareholders (and relevant Controlling Persons) 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/>.

All capitalised terms above, unless otherwise defined above, shall have the same meaning as they have in the Standard or DAC2 (as applicable).

## **6. GENERAL INFORMATION**

### **1. Incorporation, Registered Office and Share Capital**

- (a) The Company was incorporated in Ireland on 9 May 2013 as an investment company with variable capital with limited liability under registration number 527368. The Company has no subsidiaries.
- (b) The registered office of the Company is as stated in the Directory at the front of the Prospectus.
- (c) Clause 3 of the Articles of Association of the Company provides that the Company's sole object is the collective investment in either or both transferable securities and other liquid financial assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and the Company operates on the principle of risk spreading.
- (d) The authorised share capital of the Company is 300,000 redeemable non-participating shares of no par value and 500,000,000,000 participating Shares of no par value. Non-participating Shares do not entitle the holders thereof to any dividend and on a winding up entitle the holders thereof to receive the consideration paid thereof but do not otherwise entitle them to participate in the assets of the Company. Non-participating Shares may consist of non-participating voting Shares and non-participating non-voting Shares. The Directors have the power to allot shares in the capital of the Company on such terms and in such manner as they may think fit. There are two voting non-participating shares currently in issue, which were taken by the subscribers to the Company.
- (e) No share capital of the Company has been put under option nor has any share capital been agreed (conditionally or unconditionally) to be put under option.

### **2. Variation of Share Rights and Pre-Emption Rights**

- (a) The rights attaching to the Shares issued in any Class or Fund may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the Shareholders of three-quarters of the issued Shares of that Class or Fund, or with the sanction of an ordinary resolution passed at a general meeting of the Shareholders of that Class or Fund.
- (b) A resolution in writing signed by all the Shareholders and holders of non-participating shares for the time being entitled to attend and vote on such resolution at a general meeting of the Company shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution.
- (c) The rights attaching to the Shares shall not be deemed to be varied by the creation, allotment or issue of any further Shares ranking *pari passu* with Shares already in issue.
- (d) There are no rights of pre-emption upon the issue of Shares in the Company.

### **3. Voting Rights**

**Investors should note that only registered Shareholders shall be recognised by the Company.**

The following rules relating to voting rights apply in respect of registered Shareholders:

- (a) Fractions of Shares do not carry voting rights.
- (b) Every Shareholder or holder of voting non-participating shares present in person or by proxy who votes on a show of hands shall be entitled to one vote.
- (c) The chairman of a general meeting of a Fund or Class or any Shareholder of a Fund or Class present in person or by proxy at a meeting of a Fund or Class may demand a poll. The chairman of a general meeting of the Company or at least two members present in person or by proxy or any Shareholder or Shareholders present in person or by proxy representing at least one tenth of the Shares in issue having the right to vote at such meeting may demand a poll.
- (d) On a poll every Shareholder present in person or by proxy shall be entitled to one vote in respect of each Share held by him and every holder of voting non-participating shares shall be entitled to one vote in respect of all non-participating shares held by him. A Shareholder entitled to more than one vote need not cast all his votes or cast all the votes he uses in the same way.
- (e) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (f) Any person (whether a Shareholder or not) may be appointed to act as a proxy; a Shareholder may appoint more than one proxy to attend on the same occasion.
- (g) Any instrument appointing a proxy must be deposited at the registered office, not less than 48 hours before the meeting or at such other place or by such other means and by such time as is specified in the notice convening the meeting. The Directors may at the expense of the Company send by post or otherwise to the Shareholders instruments of proxy (with or without prepaid postage for their return) and may either leave blank the appointment of the proxy or nominate one or more of the Directors or any other person to act as proxy.
- (h) To be passed, ordinary resolutions of the Company or of the Shareholders of a particular Fund or Class will require a simple majority of the votes cast by the Shareholders voting in person or by proxy at the meeting at which the resolution is proposed. Special resolutions of the Company or of the Shareholders of a particular Fund or Class will require a majority of not less than 75% of the Shareholders present in person or by proxy and voting in general meeting in order to pass a special resolution including a resolution to amend the Articles of Association.



#### **4. Meetings**

- (a) The Directors may convene extraordinary general meetings of the Company at any time.
- (b) Not less than twenty one clear days' notice of every annual general meeting and any meeting convened for the passing of a special resolution must be given to Shareholders and fourteen clear days' notice must be given in the case of any other general meeting.
- (c) Two Members present either in person or by proxy shall be a quorum for a general meeting provided that the quorum for a general meeting convened to consider any alteration to the Class rights of Shares shall be two Shareholders holding or representing by proxy at least one third of the issued Shares of the relevant Fund or Class. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened on the requisition of or by Shareholders, shall be dissolved. In any other case it shall stand adjourned to the same time, day and place in the next week or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum and in the case of a meeting of a Fund or Class convened to consider the variation of rights of Shareholders in such Fund or Class the quorum shall be one Shareholder holding Shares of the Fund or Class in question or his proxy. All general meetings will be held in Ireland.
- (d) The foregoing provisions with respect to the convening and conduct of meetings shall save as otherwise specified with respect to meetings of Funds or Classes and, subject to the Act, have effect with respect to separate meetings of each Fund or Class at which a resolution varying the rights of Shareholders in such Fund or Class is tabled.

#### **5. Reports and Accounts**

The Company will prepare an annual report and audited accounts as of 31<sup>st</sup> December in each year and a half-yearly report and unaudited accounts as of 30<sup>th</sup> June in each year. The first annual audited accounts were prepared for the period ended 31<sup>st</sup> December 2013. The first semi-annual report was prepared for the period ended 30<sup>th</sup> June 2014. The audited annual report and accounts will be published within four months of the Company's financial year end and its semi-annual report will be published within two months of the end of the half year period and in each case will be offered to subscribers before conclusion of a contract and supplied to Shareholders free of charge on request and will be available to the public at the registered office of the Investment Manager, the Distributor, the Transfer Agent and will also be available on the website <https://www.am.eu.rothschildandco.com/>. If a Fund or Class is listed, the annual report and half-yearly report will be circulated to the Irish Stock Exchange and Shareholders within 6 months and 4 months' respectively of the end of the relevant financial period. The periodic reports and the Articles of Association may be obtained from the registered office of the Investment Manager, the Distributor and Transfer Agent.

## 6. Communications and Notices to Shareholders

Communications and Notices to Shareholders or the first named of joint Shareholders shall be deemed to have been duly given as follows:

<b>MEANS OF DISPATCH</b>	<b>DEEMED RECEIVED</b>
Delivery by Hand	The day of delivery or next following working day if delivered outside usual business hours.
Post	24 hours after posting.
Fax	The day on which a positive transmission receipt is received.
Electronically	The day on which the electronic transmission has been sent to the electronic information system designated by a Shareholder.
Publication of Notice or	The day of publication in a daily newspaper
Advertisement of Notice	Circulating in the country or countries where shares are marketed.

## 7. Transfer of Shares

- (a) Transfers of Shares may be effected in writing in any usual or common form, signed by or on behalf of the transferor and transferee and every transfer shall state the full name and address of the transferor and transferee.
- (b) The Directors may from time to time specify a fee for the registration of instruments of transfer provided that the maximum fee may not exceed 5% of the Net Asset Value of the Shares subject to the transfer on the Dealing Day immediately preceding the date of the transfer.

The Directors may decline to register any transfer of Shares if:

- (i) in consequence of such transfer the transferor or the transferee would hold a number of Shares less than the Minimum Holding;
- (ii) all applicable taxes and/or stamp duties have not been paid in respect of the instrument of transfer;
- (iii) the instrument of transfer is not deposited at the registered office of the Company or such other place as the Directors may reasonably require, accompanied by the certificate for the Shares to which it relates, such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, such relevant information and declarations as the Directors may reasonably require from the transferee including, without limitation, information and declarations of the type which may be requested from an applicant for Shares in the Company

and such fee as may from time to time be specified by the Directors for the registration of any instrument of transfer; or

- (iv) they are aware or reasonably believe the transfer would result in the beneficial ownership of such Shares by a person in contravention of any restrictions on ownership as set out herein or might result in legal, regulatory, pecuniary, taxation or material administrative disadvantage to the Company or the relevant Fund or Shareholders as a whole.
- (c) The registration of transfers may be suspended for such periods as the Directors may determine provided always that each registration may not be suspended for more than 30 days.

## **8. Directors**

The following is a summary of the principal provisions in the Articles of Association relating to the Directors:

- (a) Unless otherwise determined by an ordinary resolution of the Company in general meeting, the number of Directors shall not be less than two nor more than nine.
- (b) A Director need not be a Shareholder.
- (c) The Articles of Association contain no provisions requiring Directors to retire on attaining a particular age or to retire on rotation.
- (d) A Director may vote and be counted in the quorum at a meeting to consider the appointment or the fixing or variation of the terms of appointment of any Director to any office or employment with the Company or any company in which the Company is interested, but a Director may not vote or be counted in the quorum on a resolution concerning his own appointment.
- (e) The Directors of the Company for the time being are entitled to such remuneration as may be determined by the Directors and disclosed in the Prospectus or the annual report and may be reimbursed all reasonable travel, hotel and other expenses incurred in connection with the business of the Company or the discharge of their duties and may be entitled to additional remuneration if called upon to perform any special or extra services to or at the request of the Company.
- (f) A Director may hold any other office or place of profit under the Company, other than the office of Auditor, in conjunction with his office of Director on such terms as to tenure of office or otherwise as the Directors may determine.
- (g) No Director shall be disqualified by his office from contracting with the Company as vendor, purchaser or otherwise, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director who is so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, but the nature of his interest must be declared by him at the meeting of the Directors at which the proposal to enter into the contract or agreement is first considered or, if the Director in

question was not at the date of that meeting interested in the proposed contract or arrangement, at the next Directors' meeting held after he becomes so interested. A general notice in writing given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract or arrangement which may thereafter be made with that company or firm is deemed to be a sufficient declaration of interest in relation to any contract or arrangement so made.

- (h) A Director may not vote in respect of any resolution or any contract or arrangement or any proposal whatsoever in which he has any material interest or a duty which conflicts with the interests of the Company and shall not be counted in the quorum at a meeting in relation to any resolution upon which he is debarred from voting unless the Directors resolve otherwise. However, a Director may vote and be counted in quorum 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 per cent 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 and be counted in the quorum 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 respect of the purchase of directors' and officers' liability insurance.
- (i) The office of a Director shall be vacated in any of the following events namely:
- (a) if he resigns his office by notice in writing signed by him and left at the registered office of the Company;
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) if he becomes of unsound mind;
  - (d) if he is absent from meetings of the Directors for six successive months without leave expressed by a resolution of the Directors and the Directors resolve that his office be vacated;
  - (e) if he ceases to be a Director by virtue of, or becomes prohibited or restricted from being a Director by reason of, an order made under the provisions of any law or enactment;
  - (f) if he is requested by a majority of the other Directors (not being less than two in number) to vacate office; or
  - (g) if he is removed from office by ordinary resolution of the Company.

**9. Directors' Interests**

- (a) None of the Directors has or has had any direct interest in the promotion of the Company or in any transaction effected by the Company which is unusual in its nature or conditions or is significant to the business of the Company up to the date of this Prospectus or in any contracts or arrangements of the Company subsisting at the date hereof other than:
- (i) François Rivard is an employee of the Platform Advisor and, as such, works closely with the Investment Manager. As a result of this affiliation, it could be said that the Investment Management Agreement was not negotiated on arm's length terms, or that Mr. Rivard may be inclined to favour the interest of the Platform Advisor or of the Investment Manager.
  - (ii) Etienne Rouzeau, Director and Head of Investment Solutions with Rothschild & Co Asset Management Europe, retained as distributor and consultant to the Board of Directors. As a result of this affiliation, it could be said that the Consultant Agreement and/or the Distribution Agreement were not negotiated on arm's length terms, or that Mr. Rouzeau may be inclined to favour the interest of the Consultant and the Distributor.
  - (iii) Charles Lacroix works for entities affiliated with the Consultant and the Distributor. As a result of these affiliations, it could be said that the Consultant Agreement and/or the Distribution Agreement were not negotiated on arm's length terms, or that Mr. Lacroix may be inclined to favour the interest of either or both of the Consultant and the Distributor.

However, the Directors have fiduciary duties to the Company and consequently have exercised and will continue to exercise good faith and integrity in handling all the Company's affairs.

- (b) No present Director or any connected person has any interests beneficial or non-beneficial in the share capital of the Company.
- (c) None of the Directors has a service contract with the Company nor are any such service contracts proposed.

## **10. Winding Up of Company**

- (a) The Company may be wound up if:
  - (i) At any time after the first anniversary of the incorporation of the Company, the Net Asset Value of the Company falls below EUR 10,000,000 on each Dealing Day for a period of six consecutive weeks and the Shareholders resolve by ordinary resolution to wind up the Company;
  - (ii) Within a period of ninety days from the date on which (a) the Depositary notifies the Company of its desire to retire in accordance with the terms of the Depositary Agreement and has not withdrawn notice of its intention to so retire, (b) the appointment of the Depositary is terminated by the Company in accordance with the terms of the Depositary Agreement, or (c) the Depositary ceases to be approved by the Central Bank to act as a depositary; no new

depository has been appointed, the Directors shall instruct the Secretary to forthwith convene a general meeting of the Company at which there shall be proposed an Ordinary Resolution to wind up the Company. Notwithstanding anything set out above, the Depository's appointment shall only terminate on revocation of the Company's authorisation by the Central Bank or on the appointment of a successor depository;

- (iii) The Shareholders resolve by ordinary resolution that the Company by reason of its liabilities cannot continue its business and that it be wound up;
  - (iv) The Shareholders resolve by special resolution to wind up the Company.
- (b) In the event of a winding up, the liquidator shall firstly apply the assets of each Fund in satisfaction of creditors' claims and in such manner and order as he thinks fit provided always that the liquidator shall not apply the assets of any Fund in satisfaction of any liability incurred on behalf of or attributable to any other Fund.
- (c) The assets available for distribution among the Shareholders shall be applied in the following priority:
- (i) firstly, in the payment to the Shareholders of each Class or Fund of a sum in the Base Currency (or in any other currency selected and at such rate of exchange as determined by the liquidator) as nearly as possible equal to the Net Asset Value of the Shares of the relevant Class or Fund held by such Shareholders respectively as at the date of commencement of winding up;
  - (ii) secondly, in the payment to the holders of non-participating shares of sums up to the consideration paid in respect thereof provided that if there are insufficient assets to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Funds;
  - (iii) thirdly, in the payment to the Shareholders of each Class or Fund of any balance then remaining in the relevant Fund, in proportion to the number of Shares held in the relevant Class or Fund; and
  - (iv) fourthly, any balance then remaining and not attributable to any Fund or Class shall be apportioned between the Funds and Classes pro-rata to the Net Asset Value of each Fund or Class immediately prior to any distribution to Shareholders and the amounts so apportioned shall be paid to Shareholders pro-rata to the number of Shares in that Fund or Class held by them.
- (d) The liquidator may, with the authority of an ordinary resolution of the Company, divide among the Shareholders (pro rata to the value of their respective shareholdings in the Company) in specie the whole or any part of the assets of the Company and whether or not the assets shall consist of property of a single kind provided that any Shareholder shall be entitled to request the sale of any asset or assets proposed to be so distributed and the distribution to such Shareholder of the cash proceeds of such sale. The costs of any such sale shall be borne by the relevant Shareholder. The liquidator may, with like authority, vest any part of the assets in trustees upon such trusts for the benefit of

Shareholders as the liquidator shall think fit and the liquidation of the Company may be closed and the Company dissolved, provided that no Shareholder shall be compelled to accept any asset in respect of which there is any liability. Further the liquidator may with like authority transfer the whole or part of the assets of the Company to a company or collective investment scheme (the "Transferee Company") on terms that Shareholders in the Company shall receive from the Transferee Company shares or units in the Transferee Company of equivalent value to their shareholdings in the Company.

- (e) Notwithstanding any other provision contained in the Memorandum and Articles of Association of the Company, should the Directors at any time and in their absolute discretion resolve that it would be in the best interests of the Shareholders to wind up the Company, the Secretary shall forthwith at the Directors' request convene an extraordinary general meeting of the Company at which there shall be presented a proposal to appoint a liquidator to wind up the Company and if so appointed, the liquidator shall distribute the assets of the Company in accordance with the Memorandum and Articles of Association of the Company.

## **11. Termination of a Fund**

The Company may terminate a Fund:

- (i) if, at any time after the first anniversary of the establishment of such Fund, the Net Asset Value of the Fund falls below EUR 10 million on each Dealing Day for a period of six consecutive weeks and the Shareholders of that Fund resolve by Ordinary Resolution to terminate the Fund;
- (ii) by giving not less than four, nor more than twelve weeks' notice, to the Shareholders of such Fund, expiring on a Dealing Day, and redeeming, at the Redemption Price on such Dealing Day, all of the Shares of the Fund not previously redeemed;
- (iii) by redeeming, at the Redemption Price on such Dealing Day, all of the Shares in such Fund not previously redeemed if the Shareholders of 75% in value of the Shares in issue of the Fund resolve at a meeting of the Shareholders of the Fund, duly convened and held, that such Shares should be redeemed; or
- (iv) following the liquidation of assets held in a Fund for which the Trading Advisory Agreement has been terminated.

If a particular Fund is to be terminated and all of the Shares in such Fund are to be redeemed as aforesaid, the Directors, with the sanction of an Ordinary Resolution of the relevant Fund, may divide amongst the Shareholders in specie all or part of the assets of the relevant Fund according to the Net Asset Value of the Shares then held by each Shareholder in the relevant Fund provided that any Shareholder shall be entitled to request, at the expense of such Shareholder, the sale of any asset or assets proposed to be so distributed and the distribution to such Shareholder of the cash proceeds of such sale.

## **12. Indemnities and Insurance**

Subject to the provisions of the Act, the Directors (including alternates), Secretary and other officers of the Company and its former directors and officers shall be indemnified by the Company against losses and expenses to which any such person may become liable by reason of any contract entered into or any act or thing done by him as such officer in the discharge of his duties (other than in the case of fraud, negligence breach of duty, breach of trust or wilful default). The Company acting through the Directors is empowered under the Articles of Association to purchase and maintain for the benefit of persons who are or were at any time Directors or officers of the Company insurance against any liability incurred by such persons in respect of any act or omission in the execution of their duties or exercise of their powers.

### **13. General**

- (a) As at the date of this Prospectus, the Company has no loan capital (including term loans) outstanding or created but unissued nor any mortgages, charges, debentures or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, finance leases, hire purchase commitments, guarantees, other commitments or contingent liabilities.
- (b) No share or loan capital of the Company is subject to an option or is agreed, conditionally or unconditionally, to be made the subject of an option.
- (c) The Company does not have, nor has it had since incorporation, any employees.
- (d) The Company does not intend to purchase or acquire nor agree to purchase or acquire any property.
- (e) The rights conferred on Shareholders by virtue of their shareholdings are governed by the Articles of Association, the general law of Ireland and the Act.
- (f) The Company is not engaged in any litigation or arbitration and no litigation or claim is known by the Directors to be pending or threatened against the Company.
- (g) The Company has no subsidiaries.
- (h) Dividends which remain unclaimed for six years from the date on which they become payable will be forfeited. On forfeiture such dividends will become part of the assets of the Fund to which they relate.
- (i) No dividend or other amount payable to any Shareholder shall bear interest against the Company.
- (j) No person has any preferential right to subscribe for any authorised but unissued capital of the Company.

### **14. Material Contracts**

The following contracts which are or may be material have been entered into otherwise than in the ordinary course of business:



- (a) Amended and Restated Investment Management Agreement, as amended from time to time, between the Company and the Investment Manager dated 18 May, 2017 under which the Investment Manager was appointed as investment manager of the Company's assets subject to the overall supervision of the Company. The Investment Management Agreement may be terminated by either party on 90 days' written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice. The Investment Manager has the power to delegate its duties in accordance with the Central Bank's requirements. The Investment Management Agreement provides that the Company shall out of the Company's assets indemnify the Investment Manager and its delegates, agents and employees against and hold it harmless from any actions, proceedings, damages, claims, costs, demands and expenses including legal and professional expenses brought against or suffered or incurred by the Investment Manager in the performance of its duties other than due to the negligence, fraud, bad faith or willful default of the Investment Manager in the performance of its obligations.
- (b) Administration Agreement between the Company and the Administrator dated 19 July, 2013 under which the latter was appointed as Administrator to provide certain administration and related services to the Company, subject to the terms and conditions of the Administration Agreement and subject to overall supervision of the Directors. The Administration Agreement may be terminated by the Company giving 90 days' written notice and the Administrator giving 180 days' written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied material breach or persistent breach after notice. The Administrator has the power to delegate its duties subject to the Central Bank's requirements. The Administrator shall not in the absence of fraud, negligence, bad faith, wilful default or recklessness be liable to the Company, the Investment Manager or any Shareholder for any act or omission in the course of or in connection with its services rendered under the Administration Agreement. The Administration Agreement provides that the Company shall hold harmless and indemnify the Administrator (its servants, agents or delegates) from and against any and all actions, proceedings and claims and against all costs, demands and expenses (other than those resulting from fraud, bad faith, negligence, wilful default or recklessness on the part of the Administrator, its servants, agents, or delegates) which may be imposed on, incurred by or asserted against the Administrator in performing its obligations or duties under the Administration Agreement.
- (c) Amended and Restated Depositary Agreement between the Company and the Depositary dated 10 October, 2016, as may be amended, supplement or replaced from time to time, under which the Depositary was appointed as depositary of the Company's assets subject to the overall supervision of the Directors. The Depositary Agreement may be terminated by the Company giving 90 days' written notice and by the Depositary giving 180 days' written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied material or persistent breach after notice provided the Depositary shall continue to act as depositary until a successor depositary approved by the Central Bank is appointed by the Company or the Company's authorisation by the Central Bank is revoked. If the Depositary shall have given to the Company notice of its desire to retire from its appointment and no successor shall have been appointed in accordance with the Company's Articles of Association within 90 days of such notice, the Depositary may by written notice to the Company immediately require the Company to hold a general meeting at which a resolution to wind-up the Company will be considered. The Depositary has the power to delegate its duties but its liability will

not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping.

The Depositary Agreement provides that the Depositary (which expression shall also include its directors, employees, servants, agents and any sub-custodian or securities system) shall be indemnified by the Company and held harmless from and against all or any losses, liabilities, demands, damages, costs, claims or expenses whatsoever and howsoever arising (including without limitation, reasonable legal fees on a full indemnity basis and other costs, charges and expenses incurred in enforcing or attempting to enforce this indemnity) which the Depositary may suffer or incur in acting as Depositary (including, without limitation, acting on proper instructions) other than by reason of (i) loss of financial instruments held in custody (unless the loss has arisen as a result of an external event beyond the control of the Depositary) and/or (ii) the Depositary's negligent or intentional failure to properly fulfil its obligations under the UCITS Regulations. Further information relating to the liability of the Depositary pursuant to the UCITS Regulations is set out above under "*Depositary's Liability*".

(d) Distribution Agreement between the Company and Rothschild & Co Asset Management Europe dated 19 February, 2019, as amended from time to time under which Rothschild & Co Asset Management Europe was appointed as distributor of the Shares of the Company subject to the overall supervision of the Directors. The Amended and Restated Distribution Agreement shall have an initial term of three years and may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice. The Amended and Restated Distribution Agreement provides that the Company shall undertake to hold harmless and indemnify Rothschild & Co Asset Management Europe as Distributor against all actions, proceedings, and claims and against all costs, demands and expenses which may be brought against, suffered or incurred by Rothschild & Co Asset Management Europe as Distributor, its employees, delegates or agents in the performance of its duties under the Amended and Restated Distribution Agreement other than due to the negligence, fraud, bad faith or willful default of Rothschild & Co Asset Management Europe as Distributor, its employees, delegates or agents in the performance of its obligations.

(f) Consultant Agreement between the Company and Rothschild & Co Asset Management Europe dated 19 February, 2019 as amended from time to time under which Rothschild & Co Asset Management Europe was appointed as consultant to provide various assistance and related services with respect to the selection of trading advisors and other matters. The Consultant Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice. The Consultant Agreement provides that the Company shall undertake to hold harmless and indemnify Rothschild & Co Asset Management Europe as Consultant and its directors, officers and agents against any damages, losses, liabilities, actions, proceedings, claims, costs, and expenses (including without limitation reasonable legal fees and expenses) suffered by Rothschild & Co Asset Management Europe as Consultant or its directors, officers and agents in the performance of its duties other than due to the wilful default, fraud, bad faith, negligence or material breach of its obligations. Rothschild & Co Asset Management Europe as Consultant agrees to use its best endeavours to mitigate any such damages, losses, liabilities, actions, proceedings, claims, costs and expenses.

- (g) Trading Advisory Agreements will be entered into by the Investment Manager and the relevant Trading Advisor. Each Trading Advisory Agreement provides that the relevant Trading Advisor shall be appointed with respect to a Fund until such appointment is terminated. Each Trading Advisory Agreement may be terminated by either party on the provision of at least 90 days' notice to the other party or on such other notice period as set out in the relevant Trading Advisory Agreement or the relevant Supplement. Each Trading Advisory Agreement will contain an indemnity in favour of the Trading Advisor. However, such indemnity will not extend to any claim that has arisen due to the fraud, negligence or wilful misconduct of any Trading Advisor including its affiliates or any of their respective officers, directors, employees, agents, successors, representatives and assigns.
  
- (h) Transfer Agency Agreement between the Company and the Transfer Agent dated 4 August, 2016, as amended by way of First Amendment Agreement dated 10 February, 2017. The Transfer Agency Agreement provides that the Transfer Agent shall be appointed with respect to a Fund until such appointment is terminated. The Transfer Agency Agreement may be terminated by the Transfer Agent on 180 days' written notice to the Company or by the Company on 90 days' notice to the Transfer Agent. The Transfer Agency Agreement may also be terminated forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice. The Transfer Agent has the power to delegate its duties under the Transfer Agency Agreement subject to the Central Bank's requirements and the terms of the Agreement. The Transfer Agent shall be held liable for its own acts and omissions caused by its own willful default, fraud, bad faith or negligence, in the performance of its duties, and material breach of obligations under this Transfer Agency Agreement. The Transfer Agency Agreement provides that the Company undertakes to hold harmless and indemnify the Transfer Agent on its own behalf and on behalf of its delegates, servants and agents against all actions, proceedings and claims and against all costs, demands and expenses only in the absence of the Transfer Agent's, its delegates', servants' or agents' negligence, fraud, bad faith or willful default of the Transfer Agency Agreement by the Transfer Agent of the terms of the Transfer Agency Agreement.

## **15. Documents Available for Inspection**

Copies of the following documents, which are available for information only and do not form part of this document, may be obtained from the registered office of the Company in Ireland during normal business hours on any Business Day:

- (a) The Articles of Association of the Company (copies may be obtained free of charge from the Administrator).
  
- (b) Once published, the latest annual and half yearly reports of the Company (copies of which may be obtained from the Administrator free of charge).

Copies of the Prospectus and Key Investor Information Document ("KIID") may also be obtained by Shareholders from the Distributor.

## **Appendix I - Permitted Investments and Investment Restrictions**

### **1 Permitted Investments**

Investments of a UCITS 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 AIFs
- 1.6 Deposits with credit institutions
- 1.7 Financial derivative instruments

### **2 Investment Restrictions**

- 2.1 A UCITS 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 Recently Issued Transferable Securities
  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 UCITS Regulations 2011 apply.
  2. Paragraph (1) does not apply to an investment by a responsible person in US Securities known as "Rule 144 A securities" provided that;
    - (a) the relevant securities have been issued with an undertaking to register the securities with the SEC within 1 year of issue; and
    - (b) the securities are not illiquid securities i.e. they may be realised by the UCITS within 7 days at the price, or approximately at the price, which they are valued by the UCITS.
- 2.3 A UCITS 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 UCITS invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of the UCITS subject to 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 A UCITS may not invest more than 20% of net assets in deposits made with the same credit institution.
- Deposits with any one credit institution, other than a credit institution specified in Regulation 7 of the Central Bank Regulations held as ancillary liquidity shall not exceed: (a) 10% of the NAV of the UCITS; or (b) where the deposit is made with the Depositary 20% of the net assets of the UCITS.
- 2.8 The risk exposure of a UCITS 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:
- investments in transferable securities or money market instruments;
  - deposits, and/or
  - 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 UCITS may invest up to 100% 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 may 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, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Straight-A Funding LLC, Export-Import Bank.

The UCITS must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.

### **3 Investment in Collective Investment Schemes ("CIS")**

3.1 A UCITS may not invest more than 20% of net assets in any one CIS.

3.2 Investment in AIFs may not, in aggregate, exceed 30% of net assets.

3.3 The CIS are prohibited from investing more than 10 per cent of net assets in other open-ended CIS.

3.4 When a UCITS 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 UCITS investment in the units of such other CIS.

3.5 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 the UCITS (including a rebated commission), the responsible person shall ensure that the relevant commission is paid into the property of the UCITS.

### **4 Index Tracking UCITS**

4.1 A UCITS 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 UCITS is to replicate an index which satisfies the criteria set out in the UCITS Regulations and is recognised by the Central Bank

4.2 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 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.

5.2 A UCITS 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 UCITS 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 UCITS 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.

(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 UCITS 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 UCITS 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 UCITS, or as a result of the exercise of subscription rights, the UCITS 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:
- transferable securities;
  - money market instruments\*;
  - units of investment funds; or
  - financial derivative instruments.

\* Any short selling of money market instruments by UCITS is prohibited.

- 5.8 A UCITS may hold ancillary liquid assets.

## **6 Financial Derivative Instruments ('FDIs')**

- 6.1 The UCITS global exposure relating to FDI must not exceed its total net asset value.
- 6.2 Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations/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 UCITS Regulations.)
- 6.3 UCITS 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 FDIs are subject to the conditions and limits laid down by the Central Bank.



## APPENDIX II - Recognised Exchanges

The following is a list of regulated stock exchanges and markets on which a Fund's investments in securities and financial derivative instruments other than permitted investment in unlisted securities and OTC derivative instruments, will be listed or traded. The exchanges and markets listed below are listed in accordance with the regulatory criteria as defined in the Central Bank UCITS Regulations. With the exception of permitted investments in unlisted securities (and OTC derivative instruments) investment in securities and derivative instruments will be restricted to the stock exchanges and markets listed below. The Central Bank does not issue a list of approved stock exchanges or markets.

(i) any stock exchange which is:

- located in any Member State of the European Union; or
- located in any Member State of the European Economic Area (European Union, Norway, Iceland and Liechtenstein); or
- located in any of the following countries:
  - Australia
  - Canada
  - Japan
  - Hong Kong
  - New Zealand
  - Switzerland
  - United States of America

(ii) any of the following stock exchanges or markets:

- |              |  |
|--------------|--|
| • Abu Dhabi  | Abu Dhabi Securities Exchange  |
| • Argentina  | Bolsa de Comercio de Buenos Aires<br>Bolsa de Comercio de Cordoba<br>Bolsa de Comercio de Rosario<br>Bolsa de Comercio de La Plata<br>Mercado Abierto Electronico S.A. |
| • Bahrain    | Bahrain Bourse   |
| • Bangladesh | Dhaka Stock Exchange<br>Chittagong Stock Exchange  |
| • Bermuda    | Bermuda Stock Exchange   |
| • Botswana   | Botswana Stock Exchange  |
| • Brazil     | Bolsa de Valores de Pernambuco e Paraiba<br>Bolsa de Valores de Santos<br>BM&FBOVESPA<br>Bolsa de Valores de São Paulo   |

	Bolsa de Valores, Mercadorias & Futuros de São Paulo
• Cayman Island	Cayman Islands Stock Exchange
• Chile	Bolsa de Comercio de Santiago Bolsa Electronica de Chile Bolsa de Corredores de Valparaiso
• China (peoples Republic of)	Shanghai Securities Exchange Shenzhen Stock Exchange
• Columbia	Bolsa de Valores de Colombia
• Costa Rica	Bolsa Nacional de Valores
• Croatia	Zagreb Stock Exchange
• Ecuador	Guayaquil Stock Exchange Quito Stock Exchange
• Egypt	Egyptian Exchange
• Estonia	Tallinn Stock Exchange
• Ghana	Ghana Stock Exchange
• India	Ahmedabad Stock Exchange Bangalore Stock Exchange Bhubaneswar Stock Exchange Bombay Stock Exchange Calcutta Stock Exchange Cochin Stock Exchange Coimbatore Stock Exchange Delhi Stock Exchange Guwahati Stock Exchange Inter-connected Stock Exchange of India Jaipur Stock Exchange Ludhiana Stock Exchange Madras Stock Exchange Mangalore Stock Exchange National Stock Exchange of India Pune Stock Exchange Saurashtra Kutch Stock Exchange Uttar Pradesh Stock Exchange Vadodara Stock Exchange Ltd
• Indonesia	Indonesia Stock Exchange
• Israel	Tel-Aviv Stock Exchange
• Jordan	Amman Financial Market
• Kenya	Nairobi Stock Exchange
• Kuwait	Kuwait Stock Exchange
• Latvia	Riga Stock Exchange
• Lebanon	Beirut Stock Exchange
• Lithuania	Lithuania Stock Exchange
• Malaysia	Bursa Malaysia Labuan International Financial Exchange

• Mauritius	Stock Exchange of Mauritius
• Mexico	Bolsa Mexicana de Valores
• Morocco	Bourse de Casablanca
• Namibia	Namibian Stock Exchange
• Nigeria	Nigerian Stock Exchange
• Oman	Muscat Securities Market
• Panama	Bolsa de Valores de Panamá
• Pakistan	Pakistan Stock Exchange
• Peru	Bolsa de Valores de Lima
• Philippines	Philippine Stock Exchange
	Makati Stock Exchange
• Qatar	Doha Securities Market
• Saudi Arabia	Saudi Stock Exchange
• Serbia	Belgrade Stock Exchange
• Singapore	Singapore Stock Exchange
• South Africa	Johannesburg Stock Exchange
• South Korea	Korea Stock Exchange
• Sri Lanka	Colombo Stock Exchange
• Taiwan (Republic of China)	Taiwan Stock Exchange Corporation Taipei Exchange
• Thailand	Stock Exchange of Thailand
• Trinidad and Tobago	Trinidad & Tobago Stock Exchange
• Tunisia	Tunisia Stock Exchange
• Turkey	Istanbul Stock Exchange
• Ukraine	Ukrainian Stock Exchange
• United Arab Emirates	NASDAQ Dubai Dubai Financial Market Abu Dhabi Securities Exchange
• United Kingdom	London Stock Exchange
• Uruguay	Bolsa de Valores de Montevideo
• Venezuela	Caracas Stock Exchange Maracaibo Stock Exchange Venezuela Electronic Stock Exchange
• Vietnam	Hochiminh Stock Exchange
• Zambia	Lusaka Stock Exchange
• Zimbabwe	Zimbabwe Stock Exchange

(iii) any of the following markets:

- Moscow Exchange
- The market organised by the International Capital Market Association;

- The market conducted by the “listed money market institutions”, as described in the FSA publication “The Investment Business Interim Prudential Sourcebook (which replaces the “Grey Paper”) as amended from time to time;
- AIM - the Alternative Investment Market in the UK, regulated and operated by the London Stock Exchange;
- The over-the-counter market in Japan regulated by the Securities Dealers Association of Japan;
- NASDAQ in the United States;
- The market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;
- The over-the-counter market in the United States regulated by the National Association of Securities Dealers Inc. (also described as the over-the-counter market in the United States conducted by primary and secondary dealers regulated by the Securities and Exchanges Commission and by the National Association of Securities Dealers (and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation);
- The French market for Titres de Créances Négotiables (over-the-counter market in negotiable debt instruments);
- EASDAQ Europe (European Association of Securities Dealers Automated Quotation - is a recently formed market and the general level of liquidity may not compare favourably to that found on more established exchanges);
- The over-the-counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada;
- SESDAQ (the second tier of the Singapore Stock Exchange).

All derivatives exchanges on which permitted financial derivative instruments may be listed or traded:

- in a Member State;
- in a Member State in the European Economic Area (European Union Norway, Iceland and Liechtenstein);
- any of the following derivatives exchanges:
  - United States of America                      Chicago Board of Trade

- Chicago Board Options Exchange
- Chicago Mercantile Exchange
- Eurex US
- New York Futures Exchange
- New York Board of Trade
- New York Mercantile Exchange
- ICE Futures US
- Miami International Securities Exchange
  
- Argentina                      Rosario Futures Exchange
  
- Australia                      Australian Securities Exchange  
Sydney Futures Exchange
  
- Brazil                              BM&F Bolsade Mercadorias and Futures  
Exchange
  
- Canada                            Montreal Exchange  
ICE Futures Canada  
Canadian Derivatives Clearing Corporation
  
- Chile                                Bolsa Comercio
  
- China                                Shanghai Futures Exchange  
  
China Financial Futures Exchange
  
- Egypt                               Egyptian Exchange
  
- Hong Kong                        Hong Kong Exchanges and Clearing
  
- India                                National Stock Exchange of India
  
- Israel                                Tel Aviv Stock Exchange
  
- Japan                                Osaka Securities Exchange  
Tokyo Commodity Exchange  
Tokyo Financial Exchange  
Tokyo Stock Exchange
  
- Malaysia                          Bursa Malaysia Derivatives
  
- Mexico                              Mexican Derivatives Exchange



• Albania	Tirana Stock Exchange
• Armenia	NASDAQ OMX Armenia
• Azerbaijan	Baku Stock Exchange
• Belarus	Belorussian Currency and Stock Exchange
• Bosnia	Sarajevo Stock Exchange
• Georgia	Georgian Stock Exchange
• Jamaica	Jamaica Stock Exchange
• Kazakhstan (Republic of)	Central Asia Stock Exchange
• Kazakhstan (Republic of)	Kazakhstan Stock Exchange
• Kyrgyzstan	Kyrgyz Stock Exchange
• Macedonia	Macedonian Stock Exchange
• Moldova	Moldova Stock Exchange
• Montenegro	Montenegro Stock Exchange
• Tajikistan	Central Asian Stock Exchange
• Turkmenistan	Turkmenistan Stock Exchange
• Uzbekistan	Tashkent Republican Stock Exchange

### Appendix III - Definition of US Person

The Company defines "U.S. Person" to include any "U.S. Person" as set forth in Regulation S promulgated under the Securities Act of 1933, as amended and any "United States Person" as defined under Rule 4.7 under the US Commodity Exchange Act.

Regulation S currently provides that:

"U.S. person" means:

1. any natural person resident in the United States;
2. any partnership or corporation organized or incorporated under the laws of the United States;
3. any estate of which any executor or administrator is a U.S. person;
4. any trust of which any trustee is a U.S. person;
5. any agency or branch of a non-U.S. entity located in the United States;
6. any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
7. any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
8. any partnership or corporation if (i) organized or incorporated under the laws of any non-U.S. jurisdiction and (ii) formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

"U.S. person" does not include:

- (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated or, if an individual, resident in the United States;
- (ii) any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if
  - (i) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate;
  - (ii) the estate is governed by non-U.S. law;



- (iii) any trust of which any professional fiduciary acting as trustee is a U.S. person if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;
- (iv) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- (v) any agency or branch of a U.S. person located outside the United States if (i) the agency or branch operates for valid business reasons and (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; or
- (vi) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

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

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

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

“US Taxpayer” means a US citizen or resident alien of the United States (as defined for US federal income tax purposes); any entity treated as a partnership or corporation for US tax purposes that is created or organized in, or under the laws of, the United States or any State thereof; any other partnership that is treated as a US Taxpayer under the US Treasury Department regulations; any estate, the income of which is subject to US income taxation regardless of source; and any trust over whose administration a court within the United States has primary supervision and all substantial decisions of which are under control of one or more US fiduciaries. Persons who have lost their US citizenship and who live outside the United States may nonetheless in some circumstances be treated as US Taxpayers.

An investor may be a “US Taxpayer” but not a “US Person”. For example, an individual who is a US citizen residing outside the United States is not a “US Person” but is a “US Taxpayer”.

#### Appendix IV - List of Depositary's Delegates and Sub-Delegates

The Depositary has delegated those safekeeping duties set out in Article 22(5)(a) of the UCITS Directive to State Street Bank and Trust Company with registered office at Copley Place, 100, Huntington Avenue, Boston, Massachusetts 02116, USA, whom it has appointed as its global sub-custodian.

At the date of this prospectus State Street Bank and Trust Company as global sub-custodian has appointed local sub-custodians within the State Street Global Custody Network as listed below.

MARKET	SUBCUSTODIAN
<b>Albania</b>	Raiffeisen Bank sh.a.
<b>Australia</b>	The Hongkong and Shanghai Banking Corporation Limited
<b>Austria</b>	Deutsche Bank AG
	UniCredit Bank Austria AG
<b>Bahrain</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Bangladesh</b>	Standard Chartered Bank
<b>Belgium</b>	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Brussels branch)
<b>Benin</b>	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
<b>Bermuda</b>	HSBC Bank Bermuda Limited
<b>Federation of Bosnia and Herzegovina</b>	UniCredit Bank d.d.
<b>Botswana</b>	Standard Chartered Bank Botswana Limited
<b>Brazil</b>	Citibank, N.A.
<b>Bulgaria</b>	Citibank Europe plc, Bulgaria Branch
	UniCredit Bulbank AD
<b>Burkina Faso</b>	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
<b>Canada</b>	State Street Trust Company Canada
<b>Chile</b>	Banco Itaú Chile S.A.
<b>People's Republic of China</b>	HSBC Bank (China) Company Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
	China Construction Bank Corporation (for A-share market only)
	Citibank N.A. (for Shanghai – Hong Kong Stock Connect market only)
	The Hongkong and Shanghai Banking Corporation Limited (for Shanghai – Hong Kong Stock Connect market only)
	Standard Chartered Bank (Hong Kong) Limited (for Shanghai – Hong Kong Stock Connect market)

<b>Colombia</b>	Cititrust Colombia S.A. Sociedad Fiduciaria
<b>Costa Rica</b>	Banco BCT S.A.
<b>Croatia</b>	Privredna Banka Zagreb d.d.
	Zagrebacka Banka d.d.
<b>Cyprus</b>	BNP Paribas Securities Services, S.C.A., Greece (operating through its Athens branch)
<b>Czech Republic</b>	Československá obchodní banka, a.s.
	UniCredit Bank Czech Republic and Slovakia, a.s.
<b>Denmark</b>	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Danmark A/S)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Copenhagen branch)
<b>Egypt</b>	HSBC Bank Egypt S.A.E. (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Estonia</b>	AS SEB Pank
<b>Finland</b>	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Finland Plc.)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Helsinki branch)
<b>France</b>	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Paris branch)
<b>Republic of Georgia</b>	JSC Bank of Georgia
<b>Germany</b>	State Street Bank GmbH
	Deutsche Bank AG
<b>Ghana</b>	Standard Chartered Bank Ghana Limited
<b>Greece</b>	BNP Paribas Securities Services, S.C.A.
<b>Guinea-Bissau</b>	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
<b>Hong Kong</b>	Standard Chartered Bank (Hong Kong) Limited
<b>Hungary</b>	Citibank Europe plc Magyarországi Fióktelepe
	UniCredit Bank Hungary Zrt.
<b>Iceland</b>	Landsbankinn hf.
<b>India</b>	Deutsche Bank AG
	The Hongkong and Shanghai Banking Corporation Limited
<b>Indonesia</b>	Deutsche Bank AG
<b>Ireland</b>	State Street Bank and Trust Company, United Kingdom branch
<b>Israel</b>	Bank Hapoalim B.M.
<b>Italy</b>	Deutsche Bank S.p.A.
<b>Ivory Coast</b>	Standard Chartered Bank Côte d'Ivoire S.A.

<b>Japan</b>	Mizuho Bank, Limited
	The Hongkong and Shanghai Banking Corporation Limited
<b>Jordan</b>	Standard Chartered Bank
<b>Kazakhstan</b>	JSC Citibank Kazakhstan
<b>Kenya</b>	Standard Chartered Bank Kenya Limited
<b>Republic of Korea</b>	Deutsche Bank AG
	The Hongkong and Shanghai Banking Corporation Limited
<b>Kuwait</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Latvia</b>	AS SEB banka
<b>Lebanon</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Lithuania</b>	AB SEB bankas
<b>Malawi</b>	Standard Bank Limited
<b>Malaysia</b>	Deutsche Bank (Malaysia) Berhad
	Standard Chartered Bank Malaysia Berhad
<b>Mali</b>	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
<b>Mauritius</b>	The Hongkong and Shanghai Banking Corporation Limited
<b>Mexico</b>	Banco Nacional de México, S.A.
<b>Morocco</b>	Citibank Maghreb
<b>Namibia</b>	Standard Bank Namibia Limited
<b>Netherlands</b>	Deutsche Bank AG
<b>New Zealand</b>	The Hongkong and Shanghai Banking Corporation Limited
<b>Niger</b>	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
<b>Nigeria</b>	Stanbic IBTC Bank Plc.
<b>Norway</b>	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Norge ASA)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Oslo branch)
<b>Oman</b>	HSBC Bank Oman S.A.O.G. (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Pakistan</b>	Deutsche Bank AG
<b>Palestine</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Panama</b>	Citibank, N.A.
<b>Peru</b>	Citibank del Perú, S.A.
<b>Philippines</b>	Deutsche Bank AG

<b>Poland</b>	Bank Handlowy w Warszawie S.A.
	Bank Polska Kasa Opieki S.A
<b>Portugal</b>	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Lisbon branch)
<b>Puerto Rico</b>	Citibank N.A.
<b>Qatar</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Romania</b>	Citibank Europe plc, Dublin – Romania Branch
<b>Russia</b>	Limited Liability Company Deutsche Bank
<b>Saudi Arabia</b>	HSBC Saudi Arabia Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Senegal</b>	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
<b>Serbia</b>	UniCredit Bank Serbia JSC
<b>Singapore</b>	Citibank N.A.
	United Overseas Bank Limited
<b>Slovak Republic</b>	UniCredit Bank Czech Republic and Slovakia, a.s.
<b>Slovenia</b>	UniCredit Banka Slovenija d.d.
<b>South Africa</b>	FirstRand Bank Limited
	Standard Bank of South Africa Limited
<b>Spain</b>	Deutsche Bank S.A.E.
<b>Sri Lanka</b>	The Hongkong and Shanghai Banking Corporation Limited
<b>Republic of Srpska</b>	UniCredit Bank d.d.
<b>Swaziland</b>	Standard Bank Swaziland Limited
<b>Sweden</b>	Nordea Bank AB (publ)
	Skandinaviska Enskilda Banken AB (publ)
<b>Switzerland</b>	Credit Suisse AG
	UBS Switzerland AG
<b>Taiwan - R.O.C.</b>	Deutsche Bank AG
	Standard Chartered Bank (Taiwan) Limited
<b>Tanzania</b>	Standard Chartered Bank (Tanzania) Limited
<b>Thailand</b>	Standard Chartered Bank (Thai) Public Company Limited
<b>Togo</b>	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
<b>Tunisia</b>	Banque Internationale Arabe de Tunisie
<b>Turkey</b>	Citibank, A.Ş.
	Deutsche Bank A.Ş.

<b>Uganda</b>	Standard Chartered Bank Uganda Limited
<b>Ukraine</b>	PJSC Citibank
<b>United Arab Emirates Dubai Financial Market</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>United Arab Emirates Dubai International Financial Center</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>United Arab Emirates Abu Dhabi</b>	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>United Kingdom</b>	State Street Bank and Trust Company, United Kingdom branch
<b>Uruguay</b>	Banco Itaú Uruguay S.A.
<b>Venezuela</b>	Citibank, N.A.
<b>Vietnam</b>	HSBC Bank (Vietnam) Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Zambia</b>	Standard Chartered Bank Zambia Plc.
<b>Zimbabwe</b>	Stanbic Bank Zimbabwe Limited (as delegate of Standard Bank of South Africa Limited)

***Morgan Stanley :***

**Market Agent**

Abu Dhabi HSBC  
Argentina Citibank,  
Australia HSBC  
Australia Citibank  
Austria Unicredit  
Azerbaijan Yapi Kredit  
Bangladesh HSBC  
Belgium BNP Paribas  
Brazil Banco Itau S.A.  
Bulgaria ING  
Canada Royal Bank of Canada  
Chile Banco de Chile  
China HSBC  
Clearstream Clearstream  
Colombia Citibank,  
Croatia Societie Generale  
Cross Market Northern Trust  
Cyprus BNP Paribas  
Czech Republic ING  
Czech Republic Citibank  
Denmark Nordea  
Dubai HSBC  
Egypt Citibank  
Estonia Swedbank  
Euroclear Euroclear  
Finland Nordea  
France BNP Paribas

Germany Bank Morgan Stanley AG  
Germany Citigroup  
Greece BNP Paribas  
Hong Kong Standard Chartered  
Hungary Citibank  
Iceland Landsbankinn  
India HSBC  
Indonesia HSBC  
Iraq Rabee Securities  
Israel Bank Leumi  
Israel Citibank  
Italy Citibank  
Japan HSBC  
Jordan HSBC  
Kazakhstan Citibank  
Kenya Standard Bank  
Kuwait HSBC  
Latvia State Street  
Lebanon State Street  
Lithuania SEB  
Luxembourg BNP Paribas  
Malaysia HSBC  
Mauritius HSBC  
Mexico Banco National de Mexico,S.A. (Banamex)  
Morocco Citibank  
Netherlands BNP Paribas  
New Zealand Citibank  
Nigeria Standard Bank  
Norway Nordea  
Norway Handelsbanken  
Norway Citibank  
Oman HSBC  
Pakistan Standard Chartered  
Peru Citibank del Peru S.A.  
Philippines HSBC  
Poland Unicredit (Bank Pekao)  
Portugal BNP Paribas  
Qatar HSBC



# InRIS UCITS plc

---

This Supplement contains information relating specifically to InRIS UCITS plc (the "**Company**"), an umbrella fund with segregated liability between sub-funds.

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 19 February, 2019 (the "Prospectus") which immediately precedes this Supplement and is incorporated herein.**

## EXISTING FUND SUPPLEMENT

**1 July, 2019**

*Capitalised terms used herein shall have the meanings attributed to them in the Prospectus.*

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

### **Existing Funds of the Company**

InRIS Parus

InRIS Intrinsic Value Europe

InRIS CFM Diversified

InRIS 2020

InRIS Karya Macro

InRIS CFM Trends

InRIS Perdurance Market Neutral

InRIS Prentice

---

## **SUPPLEMENT 1**

### **InRIS Parus**

**Dated 12 June, 2019  
to the Prospectus issued for InRIS UCITS PLC**

This Supplement (which replaces the Supplement dated 19 February, 2019) contains information relating specifically to the InRIS Parus (the “**Fund**”), a sub-fund of InRIS UCITS PLC (the “**Company**”), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the “**Central Bank**”) on 19 July, 2013 as a UCITS pursuant to the UCITS Regulations.

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

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 19 February, 2019 (the “Prospectus”).**

The launch of various Classes within the Fund may occur at different times and therefore at the time of the launch of given Class(es), the pool of assets of the Fund to which a given Class relates may have commenced to trade. Financial information in respect of the Fund will be published from time to time, and the most recently published audited and unaudited financial information will be available to potential investors upon request following publication.

**The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.**

**The Fund may, at any one time, be significantly invested in financial derivative instruments. The Fund may use financial derivative instruments for hedging and/or investment purposes. Leverage will be generated by the Fund through the leverage inherent in some derivative instruments. For more information on the use of derivative instruments please refer to the “Financial Instruments Derivatives” section of this Supplement.**

**The Fund may invest substantially in money market instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.**

**Investors should read and consider the section entitled “Risk Factors” in the Prospectus and Supplement before investing in the Fund.**

**Profile of a Typical Investor: A typical investor has an investment horizon of 3 years or more and is prepared to accept a high level of volatility.**

**1. Interpretation**

The expressions below shall have the following meanings:

**“Administrator”** means State Street Fund Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.

**“Business Day”** means any day, except Saturday, Sunday, or public holidays in Dublin, Luxembourg and New York or such other day or days as may be determined by the Directors and notified in advance to Shareholders.

**“Depositary”** means State Street Custodial Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.

**“Dealing Day”** Every Wednesday and if such Wednesday is not a Business Day the preceding Business Day and/or such other day or days as the Directors may from time to time determine and notify to Shareholders in advance provided there shall be at least two Dealing Days in each month occurring at regular intervals.

**“Redemption Dealing Deadline”** means for all redemption requests sent to the Transfer Agent, 11 am Irish time 5 Business Days preceding the relevant Dealing Day or such other time as the Directors may determine and notify the Shareholders in advance provided always that the Dealing Deadline is no later than the relevant Valuation Point.

**“Subscription Dealing Deadline”** means for all subscription documents sent to the Transfer Agent, 11am Irish time 2 Business Days preceding the relevant Dealing Day, or such other time as the Directors may determine and notify the Shareholders in advance provided always that the Dealing Deadline is no later than the relevant Valuation Point.

**“Trading Advisor”** means Parus Finance UK Limited whose principal place of business is at 33 St James’ Square, London, SW1Y 4JS, United Kingdom.

**“Trading Advisory Agreement”** means the Amended and Restated Trading Advisory Agreement made between the Investment Manager and the Trading Advisor dated 18 May, 2017, as may be amended from time to time.

<b>“Transfer Agent”</b>	means CACEIS Ireland Limited whose principal place of business is at, One Custom House Plaza, IFSC, Dublin D01 C2C5, Ireland.
<b>“Valuation Point”</b>	means 10pm (Irish Time) on the relevant Valuation Day.
<b>“Valuation Day”</b>	means the Business Day immediately preceding the Dealing Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

## 2. Classes of Shares

Class	Currency of Denomination
Class C CHF hedged	CHF
Class C Euro hedged	Euro
Class C Euro unhedged	Euro
Class C GBP hedged	GBP
Class C USD	USD
Class I CHF hedged	CHF
Class I Euro hedged	Euro
Class I Euro unhedged	Euro
Class I GBP hedged	GBP
Class I USD	USD
Class SI Euro hedged	Euro
Class X Euro hedged	Euro

In relation to hedged Classes, it is the intention of the Investment Manager to hedge (or cause a third party FX hedging provider to hedge) the currency exposure at Class level between the denominated currency of the relevant Class and USD (the Base Currency of the Fund). Further, where the Investment Manager acting in respect of the Fund seeks to hedge against such currency exchange fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside of the control of the Investment Manager.

The conditions in relation to the use of such hedging strategies are described in the section of the Prospectus entitled “Hedging of Currency Exchange in Relation to Some Classes of Shares”. Investors’ attention is also drawn to the risks relating to the adoption of currency hedging strategies, which are described in the section of the Prospectus entitled “Share Currency Designation Risk”.

## 3. Base Currency

The Base Currency shall be USD.

#### 4. Trading Advisor

The Investment Manager has appointed Parus Finance UK Limited as Trading Advisor to manage the assets of the Fund in accordance with the investment objective and policy of the Fund.

The Trading Advisor is an independent asset management company regulated by the Financial Conduct Authority (“**FCA**”) and operating out of London and Paris. Fabrice Vecchioli and Edouard Vecchioli purchased a company in December 2000 and renamed it Parus Finance SA with the aim to focus on the management of one Long Short Equity hedge fund (the “**Flagship Fund**”), authorised in December 2001 and launched in January 2002. Parus Finance SA solely acted as investment manager to the Parus Fund PLC (the “Parus Fund”) and was authorised by the Autorité des marchés financiers (France). In June 2013, management of the Parus Fund moved from Parus Finance SA to Parus Finance (UK) Limited which became authorised by the FCA in May 2013. Parus Finance (UK) Limited is 100% owned by Parus Finance Holding Ltd.

#### 5. Investment Objective

The investment objective of the Fund is to generate absolute returns by targeting, on the long side, mainly growth stocks with a competitive advantage and, on the short side, structurally declining companies with operating or financial leverage.

Some of the trading strategies of the Fund may involve the use of leverage as part of particular strategies which will be monitored and limited in accordance with the requirements of the Central Bank. This may result in the Fund having a leveraged exposure to certain assets.

#### 6. Investment Policy

The Fund is a global equity long short fund that relies primarily on fundamental research consisting of buying high quality companies and taking short positions via derivatives in structurally declining companies which are companies which in the Trading Advisor’s view, are facing business or financial difficulties. The concentration is high on the long side (typically 30-60 stocks) and the trading frequency is low due to the long investment horizon. The Fund will invest primarily in North American and European equities, and may also invest from time to time in other markets (including emerging markets), via the use of listed common stocks, ETFs and futures on equity indices, American Depositary Receipts (“**ADRs**”), Global Depositary Receipts (“**GDRs**”), contracts for differences, swaps on single listed stocks, swaps on single over-the-counter (“**OTC**”) stocks and swaps on equity indices, as further described in the section below entitled “**Financial Instruments Derivatives**”. The Fund may invest up to 20% of its NAV in emerging markets.

The Fund employs a stock-picking methodology supported by fundamental analysis and the use of primary data such as company level data, market share, market prices, production, consumption, price or credit data. The Fund focuses on long-term outcome with the objective to make money on each position independently be it long or short. The Fund has active long and short position and does not usually use index hedges. Stocks included in the portfolio are the result of a bottom-up selection process.

Although bottom-up stock selection is the primary focus, portfolio monitoring and risk control are also an integral part of the process. The Fund has a variable net exposure (meaning the value of long positions minus

the value of short positions), which has historically been between 0 and 95% and is derived from microeconomic data points. When the valuation of the market is low, at the beginning of a cycle, the Fund will tend to hold more long positions than short positions. When the market cycle leans toward the end of the cycle, which is typically reflected through higher valuation, the Fund will increase the short positions and thus reduce the net exposure. The Fund will typically hold between 30 to 60 stocks, with, on average, between 50% and 100% of such stocks being held as long positions and between 0% and 50% of such stocks being held as short positions. Individual long equity positions are held with the typical holding size between 1% and 6% of NAV. Individual short equity positions are held with the typical holding size between 1% and 4% of NAV. The average gross exposure, which is the sum of the value of long and short positions, is typically 100% of NAV. The long-term focus explains the low turnover of the Fund of 40% on average. It is expected that the total gross long positions will not exceed 100% of the Net Asset Value of the Fund and the total gross short positions will not exceed 50% of the Net Asset Value of the Fund. However, the total gross long positions and the total short positions may exceed or fall below these percentages depending on how the strategy described above is implemented from time to time.

As the use of derivatives may from time to time be an important part of the approach of the Fund, the Fund may at any one time have significant cash balances to invest. Such cash balances may be invested in money market funds (notably, collective investment schemes) and money market instruments, including, but not limited to, certificates of deposit, fixed or floating rate notes and fixed or variable rate commercial paper (which are considered investment grade or above as rated by the principal rating agencies) and in cash deposits denominated in such currency or currencies as the Investment Manager or the Trading Advisor, as the case may be, may determine. The Fund's assets may also be invested in sight, term and time deposits of banks (which are considered investment grade or above by the principal rating agencies). Investment in Collective Investment Schemes will be in accordance with the Central Banks requirements. The residual maturity of each investment described in this paragraph may not exceed one year. Such investment is made in order to manage the cash held by the Fund which is required for investment in derivatives outlined above. For example, investing in long and short equity swaps in equal measure leaves a cash balance which needs to be invested so that there is no drag on the performance of the Fund and it is for this purpose that these instruments will be used. Though investment in money market funds and money market instruments is not a primary investment focus of the Fund, the Fund may at times be significantly invested in these assets in order to manage the cash held by the Fund.

### **Efficient Portfolio Management**

Where considered appropriate the Fund may also utilise instruments such as spot transactions and forward foreign currency exchange contracts for efficient portfolio management and/or to protect against exchange risks within the conditions and limits laid down by the Central Bank from time to time. Efficient portfolio management transactions relating to the assets of the Fund may be entered into by the Trading Advisor with one of the following aims: (a) a reduction of risk (including currency exposure risk); (b) a reduction of cost (with no increase or minimal increase in risk); and (c) generation of additional capital or income for the Fund with a level of risk consistent with the risk profile of the Fund and the diversification requirements in accordance with the Central Bank's UCITS Regulations and as disclosed in Appendix I to the Prospectus. In relation to efficient portfolio management operations, the Trading Advisor will look to ensure that the techniques and instruments used are economically appropriate in that they will be realised in a cost-effective way. Notwithstanding the foregoing, efficient portfolio management will be used primarily for currency hedging purposes and forward

foreign currency exchange contracts may be used for such purposes. The Fund may also use forward foreign currency exchange contracts to alter the currency characteristics of transferable securities held by the Fund where the Trading Advisor considers it appropriate to retain the credit quality of a particular transferable security but wishes to obtain a currency exposure consistent with the Fund's investment objective and policy. Because currency positions held by the Fund may not correspond with the asset positions held, performance may be strongly influenced by movements in foreign exchange rates.

The Fund may enter into forward currency contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. The Fund may enter into these contracts to hedge against changes in currency exchange rates. The 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.

## **7. Investments in Collective Investment Schemes**

As described in the Investment Policy of the Fund, the Fund may invest in collective investment schemes for cash management purposes. Investment in collective investment schemes shall not exceed 10% of the Net Asset Value of the Fund. The management fees that may be charged by such collective investment schemes will not exceed 60 basis points of the amount invested in such collective investment schemes. The Fund may invest in collective investment schemes domiciled in Ireland which are authorised as UCITS by the Central Bank. The Fund shall not invest in collective investment schemes which are not authorised as UCITS.

## **8. Total Return Swaps and Securities Financing Transactions**

As noted above, the Fund may enter into total return swaps including any contracts for difference which are deemed to constitute total return swaps for the purposes of the SFT Regulations.

All types of assets which may be held by the Fund in accordance with its investment objectives and policies may be subject to a total return swap (including any contracts for difference as detailed above).

The maximum proportion of the Fund's assets which can be subject to total return swaps is 100% of the Net Asset Value of the Fund's assets.

The expected proportion of the Fund's assets which will be subject to total return swaps is 100% of the Net Asset Value of the Fund's assets. The proportion of the Fund's assets which are subject to total return swaps at any given time will depend on prevailing market conditions and the value of the relevant investments. The amount of assets engaged in total return swaps, expressed as an absolute amount and as a proportion of the Fund's assets, as well as other relevant information relating to the use of total return swaps shall be disclosed in the annual report and semi-annual report of the Company.

For the purposes of the above, a total return swap is any OTC derivative contract in which one counterparty transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty.

Further information relating to total return swaps and contracts for difference is set out in Section 1 – “*The Company*” of the Prospectus at sub-sections entitled “*Investment in Financial Derivative Instruments – Contracts for Difference*” and “*Investment in Financial Derivative Instruments – Total Return Swaps*”.

There is no current intention for the Fund to engage in securities financing transactions within the meaning of the SFT Regulations.

## **9. Financial Derivative Instruments**

As described in the Investment Policy, the Fund may invest in Financial Derivatives Instruments (“FDIs”) for investment and/or hedging purposes. It is anticipated that the Fund will be able to have a short exposure to equities or similar instruments through the use of FDIs. The FDIs used by the Fund will consist, as described above, of swaps on single listed stocks or swaps on single OTC stocks, as well as contracts for differences. The Fund may enter into swap agreements and contracts for difference as more fully described under the section in the prospectus entitled “Investment in Financial Derivative Instruments” and “Total Return Swaps”. The Fund may from time to time enter into swap agreements which reference equity securities and equity indices including the use of equity total return swaps (where the economic performance of a single equity security, a basket of securities or an equity index over a specific period of time is obtained by the Fund in exchange for a physical cash payment by the Fund to the counterparty). Indices to which the Fund may gain exposure shall comply with UCITS Regulation, Central Bank UCITS Regulations and the ESMA Guidance on ETFs and other UCITS issues.

The Fund will generally gain exposure to such indices both for hedging and for speculative purposes, to access various markets and sectors. Indices which the Fund may gain exposure to, through the use of futures or swaps, include the S&P500, the NASDAQ and the EuroStoxx indices. The S&P500 is widely regarded as a gauge of large capitalization US equities and includes 500 companies, capturing 80% of available market capitalization. Information on this index may be found at <http://www.spindices.com/indices/equity/sp-500>. The NASDAQ is the second largest stock exchange by market capitalization in the world. More information can be found on this index at <http://www.nasdaq.com>. The Eurostoxx is Europe’s blue-chip index for the Eurozone, providing a Blue-chip representation of sector leaders in the European Union. Additional information on this index may be found at <http://www.stoxx.com>. It is not possible to list comprehensively the actual indices to which exposure may be taken, as they will change from time to time, but the annual accounts of the Company will include details of the indices to which exposures are taken during the relevant period.

The Fund may invest up to for 10% of its NAV in such indices. Swaps are used in this strategy to gain short exposure to declining companies. The swaps used are equity swaps where the value of the swap is linked to the performance of the underlying single name stock. The Fund may enter into contracts for difference not to gain a leveraged synthetic exposure but to gain short exposure to certain single names stocks.

Counterparties to the total return swaps that the Fund may enter into would be counterparties authorised in accordance with the process set forth in the section of the Prospectus entitled “Investment in Financial Derivative Instruments” and “Eligible Counterparties”. The Fund will only enter into total return swaps on behalf of the Fund which are subject to prudential supervision and are within categories approved by the Central Bank. It is not possible to comprehensively list in this Supplement all of the counterparties as they may change from time to time. Counterparties would typically be required to have strong capability and expertise in the total



return swaps space and have high credit worthiness as defined by the financial ratios of the firm, credit spread, debt rating, stock performance, etc. The credit risk attributable to such counterparties is monitored by the Investment Manager to ensure that any degradation of the credit of a counterparty is identified and that, whenever possible, relevant actions are taken in a timely manner. Since the underlying assets will either be single stocks or plain vanilla baskets of stocks, the counterparty to a total return swap will not have any discretion over the composition or the management of the Fund.

The global exposure of the Fund, including FDIs, is calculated by an absolute VaR approach. The use of exchange-traded and OTC equity derivatives forms an important part of the investment policy of the Fund and will result in the Fund being leveraged. Market risk exposure is monitored through the use of absolute VaR. The market risks generated by the Fund through the use of instruments will be measured through the use of a Value At Risk ("**VaR**") measure. Absolute VaR is measured over a holding period (of 20 days) and should not be greater than 20% of the Net Asset Value of the Fund. The VaR will be calculated using a one-tailed 99% confidence level and the historical observation period will not be less than one year. Leverage will be generated by the Fund through the leverage that is inherent in the FDIs and shall be calculated as the sum of the notional amounts of the FDIs used. Under normal market conditions, the Fund is expected to employ leverage of approximately 100% of the NAV of the Fund, which includes the leverage that shall be created via exposure to FDIs on the indices listed below. However, the Fund may exceed or fall below this level at times. The expected level of leverage may be exceeded in times of rising volatility in the markets where the Trading Advisor may increase (or decrease) its use of FDIs (from the list of FDIs set out above) or vary its exposure to any such FDIs to hedge specific risks within the portfolio, resulting in an increase (or decrease) in the volume of FDIs used and a higher (or lower) leverage. The Trading Advisor may also increase (or decrease) its use of FDIs in order to capture temporary opportunities in the market, which may also lead to a temporary increase (or decrease) in the leverage of the Fund.

**The use of derivatives entails certain risks to the Fund including those set out under "Risk Factors" in this Supplement.** Investors are also encouraged to read the section of the Prospectus entitled "Financial Derivative Instrument" which describes the types of derivatives which the Company may use, the purposes of their intended use and their effect.

### **Collateral Management Policy**

The collateral management policy employed by the Investment Manager in respect of the Fund arising from OTC financial derivative transactions provides that cash and non-cash will be permitted collateral for each proposed financial derivative transaction. The level of collateral required by the Investment Manager in respect of *each financial derivative transaction* varies in accordance with each FDI's liquidating value, and collateral payments are claimed whenever such collateral amount reaches USD250,000 or more. Please refer to the section of the Prospectus entitled "*The Company*", sub-paragraph "*Collateral Management*" for additional details of the collateral management policy applicable to the Fund.

### **10. Risk Management Process**

The Fund will employ a risk management process based on the value-at-risk approach which will enable it to accurately monitor, measure and manage the risks attached to financial derivative positions and details of this process have been provided to the Central Bank. The Fund will not utilise financial derivatives which have not

been included in the risk management process until such time as a revised risk management process has been submitted to Central Bank. The Company will provide on request to Shareholders supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

## 11. Offer

### *Initial Offer*

The Initial Offer Period in respect of Class C USD, Class I Euro hedged, Class I Euro unhedged, Class I CHF hedged, Class I GBP hedged, Class I USD and Class C Euro hedged has now closed.

Subject to the paragraph directly below entitled “Closure of Classes”, Shares in (a) Class SI Euro hedged will be offered from 8:00am (Irish time) on 21 May, 2018 to 11:00am (Irish time) on 20 August, 2019; (b) Class X Euro hedged will be offered from 8:00am (Irish time) on 13 June, 2019 to 11:00am (Irish time) on 10 December, 2019 and (c) Shares in remaining Classes of the Fund may be offered from 8:00am (Irish time) on 5 August, 2016 to 11:00am (Irish time) on 20 August, 2019 or in the case of (a), (b) and/or (c), the Closing Date (as defined below), whichever occurs first (the “**Initial Offer Period**”), at the initial price set out below (plus any applicable duties or charges) (save for the Class SI Euro hedged Shares and Class X Euro hedged Shares which shall be such price as the Directors shall determine and be based on the NAV per Share of the Class I Euro hedged Shares on the relevant Dealing Day) and subject to acceptance of applications for the Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Closing Date means the date on which the Minimum Class Size is received in respect of the relevant Class. Investors should note that if the Minimum Class Size is not received before the close of the Initial Offer Period, the Directors may in their sole discretion return subscription proceeds to investors.

### *Closure of Classes*

The Directors may close some or all of the Classes in the Fund to subscriptions from existing and/or new Shareholders. The Directors may subsequently re-open some or all of the Classes in the Fund to further subscriptions from existing and/or new Shareholders at their discretion and the process of closing and potentially, re-opening the Classes may be repeated thereafter as the Directors may determine from time to time.

Shareholders may ascertain the closed or open status of the Classes of the Fund and if those Classes are open to existing and/or new Shareholders by contacting the Transfer Agent. Closing the Fund to new subscriptions will not affect the redemption rights of Shareholders and Shareholders will be permitted to convert into other Classes as outlined in the Prospectus of the Company.

### *Initial Offer Price*

<b>Class</b>	<b>Initial Offer Price</b>
Class C CHF hedged	CHF100
Class C Euro unhedged	€100

Class C GBP hedged	£100
--------------------	------

The Initial Offer Period may be extended or shortened by the Directors. The Central Bank will be notified in advance of any such extension if subscriptions for Shares have been received during the Initial Offer Period and otherwise on a yearly basis.

#### *Subsequent Offer*

Subject to the paragraph above entitled “Closure of Classes”, after closing of the Initial Offer Period, the Shares of the Fund will be issued at their Net Asset Value per Share (plus any applicable duties or charges).

#### *Share Class Restrictions*

Class I Shares are reserved to institutional investors in relation to which the Distributor or its delegates have acted. Class I Shares are offered in the following currencies: Euro, GBP, CHF and USD. Class C Shares are reserved to investors in relation to which sub-distributors hired by the Distributor in accordance with the terms of the relevant Distribution Agreement have acted. Class C is offered in the following currencies: Euro, GBP, CHF and USD. Class SI Shares are available to all investors but are more specifically designed for large institutional investors. Class SI Shares are offered in Euro. Class X Shares are available to all investors but are more specifically designed for large institutional investors. Class X Shares are offered in Euro.

## **12. Minimum Subscription**

The Directors are entitled to impose minimum subscription requirements in respect of each Class of Shares. To date the minimum subscription requirements in respect of each Class of Shares are as follows:

<b>Class of Shares</b>	<b>Minimum Holding for existing Shareholders as of 2 January, 2018</b>	<b>Minimum Subscription (Inclusive of the Initial Charge) and Minimum Holding</b>	<b>Minimum Amount for Subsequent Subscriptions</b>
Class C CHF hedged	One Share	One Share	None
Class C Euro hedged	One Share	One Share	None
Class C Euro unhedged	One Share	One Share	None
Class C GBP hedged	One Share	One Share	None
Class C USD	One Share	One Share	None
Class I CHF hedged	CHF350,000	CHF2,800,000	None
Class I Euro hedged	€250,000	€2,000,000	None
Class I Euro unhedged	€250,000	€2,000,000	None
Class I GBP hedged	£225,000	£1,800,000	None
Class I USD	\$350,000	\$2,800,000	None
Class SI Euro hedged	N/A	€100,000,000	None
Class X Euro hedged	N/A	€50,000,000	None

The Directors have the right in their discretion, with respect to any investor, to waive or reduce the Minimum Subscription, Minimum Holding and Minimum Amount for Subsequent Subscriptions requirements outlined in the table above (if any) at any time; provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

These minimum subscription requirements are in addition to Minimum Class Size requirements, as follows:

<b>Class of Shares</b>	<b>Minimum Class Size</b>
Class C CHF hedged	CHF5,000,000
Class C Euro hedged	€4,000,000
Class C Euro unhedged	€4,000,000
Class C GBP hedged	£3,250,000
Class C USD	\$5,000,000
Class I CHF hedged	CHF5,000,000
Class I Euro hedged	€4,000,000
Class I Euro unhedged	€4,000,000
Class I GBP hedged	£3,250,000
Class I USD	\$5,000,000
Class SI Euro hedged	€100,000,000
Class X Euro hedged	€50,000,000

The Minimum Class Size requirements as described above may be varied by the Directors at their discretion; provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

### **13. Application for Shares**

Subject to the paragraph above entitled “Closure of Classes”, applications in respect of the Fund received by the Transfer Agent prior to the Subscription Dealing Deadline before the relevant Dealing Day will be dealt with on that Dealing Day. If any application is received after the Dealing Deadline, it will be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. The Directors may, at their discretion, resolve to accept applications received after the Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

Initial applications should be made by sending an original signed Application Form to the Transfer Agent but may, if the Company so determines, be made by telefax subject to prompt transmission to the Transfer Agent of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Transfer Agent.

No redemptions will be paid until the original Application Form and such other papers as may be required by the Transfer Agent have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made to the Transfer Agent by telefax or such other means as may be permitted by the Directors and agreed with the Transfer Agent in accordance with the requirements of the Central Bank, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by

the Transfer Agent. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount.

For further information on the application procedure Investors' attention is drawn to the Section of the Prospectus entitled "The Shares" and the sub-section therein entitled "Application Procedure" which outlines further information on the application procedure to be followed.

### **Fractions**

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than 0.001 of a Share.

Subscription monies, representing less than 0.001 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

### **Method of Payment**

Subscription payments net of all bank charges should be paid by CHAPS, SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the currency of denomination of the relevant Class. The Company will not accept applications for Shares in currencies other than the currency of denomination of the relevant Class in which the applicant has elected to apply for Shares.

### **Timing of Payment**

Payment in respect of subscriptions must be received in cleared funds by the Transfer Agent no later than two (2) Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Company or its delegate may cancel the subscription. The Company reserves the right to cancel, or to instruct its delegate to cancel, without notice any contract for which payment has not been received by the settlement date and to recover any losses incurred. The Company may charge the applicant or, if the applicant is a Shareholder, redeem or sell all or part of his holding of Shares and use the proceeds thereof to satisfy and make good any loss, cost, expense or fees suffered by the Company as a result of non-receipt of such funds. In addition, settlement is conditional upon all the appropriate documentation being received by the Company or its delegate prior to the Dealing Deadline in the required format with all details correct and with valid authorization. Investors are invited to carefully review the risk factor entitled "Non-Payment of Subscription Monies", under the section "Risk Factors" of the Prospectus.

### **Confirmation of Ownership**

Written confirmation of each purchase of Shares will normally be sent to Shareholders within 2 Business Days of the relevant Dealing Day. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued.

#### **14. Redemption of Shares**

##### **Redemption of Shares**

Shareholders may redeem their Shares on any Dealing Day at the Net Asset Value per Share on the relevant Dealing Day (less any applicable duties or charges) (save during any period when the calculation of Net Asset Value is suspended). Redemption requests for Shares received by the Transfer Agent before the Redemption Dealing Deadline will be dealt with on that Dealing Day. Redemption requests received after the Redemption Dealing Deadline will, at the discretion of the Directors, be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. Investors' attention is drawn to the Section of the Prospectus entitled "The Shares" and the sub-section therein entitled "Redemption of Shares" which outlines further information on the redemption procedure to be followed. The Directors may, at their discretion, resolve to accept redemption requests received after the Redemption Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

The redemption price per Share shall be the Net Asset Value per Share.

##### **Method of Payment**

Redemption payments will be made to the bank account detailed on the Application Form or as subsequently notified to the Transfer Agent in writing. Redemption payments following processing of instructions received by telefax will only be made to the account of record of a Shareholder.

##### **Currency of Payment**

Shareholders will normally be repaid in the currency of denomination of the Class from which the Shareholder has redeemed Shares.

##### **Timing of Payment**

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days of the relevant Dealing Day (and in any event should not exceed ten (10) Business Days from the relevant Dealing Deadline) provided that all the required documentation has been furnished to and received by the Transfer Agent.

##### **Withdrawal of Redemption Requests**

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

## **Compulsory/Total Redemption**

Shares of the Fund may be compulsorily redeemed and all the Shares may be redeemed in the circumstances described in the Prospectus under the sub-headings “Compulsory Redemption of Shares” and “Total Redemption of Shares”.

### **15. Conversion of Shares**

Subject to the Minimum Subscription requirements of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading “Conversion of Shares”. Requests for conversion of Shares should be made to the Transfer Agent by the Dealing Deadline by facsimile, written communication or electronically (in such format or method as shall be agreed in writing in advance with the Transfer Agent and subject to and in accordance with the requirements of the Transfer Agent and the Central Bank) or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Transfer Agent.

### **16. Dividend Policy**

It is not the current intention of the Directors that dividends be recommended for payment to Shareholders in the Fund. If dividends are to become payable, Shareholders will be notified in advance and full details will be provided in an updated Supplement for the Fund.

### **17. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described in the Prospectus under the heading “Suspension of Valuation of Assets”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

### **18. Fees and Expenses**

The fees and operating expenses of the Company are set out in detail under the heading “Fees and Expenses” in the Prospectus.

## **Financial Management Fee**

The Fund shall pay to the Distributor, the Investment Manager, the Trading Advisor and the Consultant out of its own assets, the following maximum aggregate annual fees, together with any VAT, if applicable, which shall accrue at each Valuation Point.

- Class C: 2.30% of the NAV of each of Class C Euro hedged, Class C Euro unhedged, Class C GBP hedged, Class C CHF hedged and Class C USD;

- Class I: 1.65% of the NAV of each of Class I Euro hedged, Class I Euro unhedged, Class I GBP hedged, Class I CHF hedged and Class I USD;
- Class SI: 1.5% of the NAV of Class SI Euro hedged; and
- Class X: 1.5% of the NAV of Class X Euro hedged.

The portion of the fee payable to the Distributor and the Consultant shall be paid quarterly and the portion of the fee payable to the Investment Manager and the Trading Advisor shall be paid monthly. The Investment Manager shall pay the fees and expenses of the Platform Advisor out of its own assets.

The Investment Manager shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

In addition, the Investment Manager shall be entitled to charge a fee of up to an amount not exceeding 0.06% of the NAV of the currency-hedged share classes in respect of share class hedging for hedged Share Classes.

#### **Consultant**

In addition to the fees outlined above, the fees of the Consultant will be paid out of the assets of the Fund, subject to a maximum fee of EUR 300,000 per annum for the Company which shall be accrued on each Valuation Point and paid quarterly out of the assets of each Fund of the Company, in proportion to their respective NAV.

#### **Administrator and Depositary Fees**

The Fund shall pay to the Administrator and to the Depositary, out of its own assets for services to be provided in relation to administration and accounting, and in relation to trustee services, the following maximum fees which shall be accrued and calculated as at the relevant Valuation Point together with any VAT, if applicable, payable monthly in arrears:

<b>NAV of the Fund</b>	<b>Administration and Depositary Fee</b>
From \$0 to \$499,999,999	0.13%
From \$500,000,000 to \$ 749,999,999	0.11%
From and above \$750,000,000	0.09%

subject to a minimum fee of \$150,000 per annum (the "**Minimum Fee**"). The actual amount of the Minimum Fee payable by the Fund may be obtained from the Investment Manager upon request.

The Administrator shall be further entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses properly incurred by it in respect of that Fund in the performance of its duties and responsibilities under the Administration Agreement which shall include technology costs related to internet services to be provided to the Fund, transaction costs, legal expenses, courier and telecommunication costs.



The Depositary shall also be entitled to be repaid all of its reasonable out-of-pocket expenses properly incurred by it in the performance of its duties and responsibilities under the Depositary Agreement in respect of the Fund which shall include courier costs and filing fees.

Additionally, the Depositary will charge to the Fund safekeeping charges incurred by its sub-custodians in respect of the Fund which shall be at normal commercial rates plus transaction fees to include stamp duties, registration fees and special taxes plus the usual ad hoc administration costs.

### **Transfer Agent's Fees**

The Fund shall pay to the Transfer Agent for services to be provided in relation to transfer agency and registrar services, a maximum aggregate fee of 0.025% per annum of the NAV of the Fund, accrued and calculated as at the relevant Valuation Point, together with any VAT, if applicable, payable monthly in arrears.

The Transfer Agent shall also be entitled to be repaid all of their reasonable out-of-pocket expenses properly incurred by each of them respectively, in the performance of their respective duties and responsibilities under the Transfer Agency Agreement in respect of the Fund, which shall include courier costs and filing fees.

### **Performance Fee**

In addition, the Trading Advisor shall be entitled to receive a performance fee in respect of each Classes of Shares, Accruals, for the purposes of the performance fees (the "**Accruals**"), are made on each Valuation Day, but shall only become due and payable, if and when applicable, on the Calculation Day.

The 'Calculation Day' for the purposes of calculating the performance fee means:

- (a) the last Business Day of the Calculation Period (as defined below);
- (b) in respect of Shares which are redeemed, the Redemption Day on which such Shares are being redeemed;
- (c) the date of termination of the Investment Management Agreement; or
- (d) such other date on which the Company or the Fund may be liquidated or cease trading.

"**Calculation Period**" shall mean the period beginning on January 1<sup>st</sup> each year and ending on 31 December each year. However, the first Calculation Period in respect of any Class of Shares will be the period commencing on the Business Day immediately following the close of the Initial Offer Period for that Class and ending on 31 December in that same year. The first value used in determining the first Performance Fee shall be the Initial Price. The performance fee for each Classes of Shares is payable annually in arrears in respect of each Calculation Period.

The Performance Fee will be calculated and accrued on each Valuation Day as an expense of the relevant Class and will be payable to the Trading Advisor in arrears, at the end of the Calculation Period. The Performance Fee shall be payable by reference to the NAV of a Class of a Fund in excess of that Class's High

Water Mark (as defined below) (the “**New Net Appreciation**”). The Performance Fee is payable in relation to a High Water Mark.

All Classes of Shares will not have the same NAV. The Performance Fee will be calculated as a percentage (20%) of New Net Appreciation attributable to each Class (with the exception of Class X Euro hedged) calculated by reference to each Class’ High Water Mark.

The Performance Fee for Class X Euro hedged shall be calculated as a percentage (16%) of New Net Appreciation attributable to Class X Euro hedged calculated by reference to the High Water Mark for Class X Euro hedged Shares.

For the purposes of the performance fee calculation, the High Water Mark attributable to each Class is the greater of

- (a) The highest Net Asset Value of the relevant Class noted as of the end of each Calculation Period since inception of the Fund adjusted for subscriptions and redemptions; or,
- (b) If no Performance Fee has ever been realised, then the Net Asset Value of the relevant Class at the inception of the Fund adjusted for subscriptions and redemptions.

If a redemption is made from the relevant Class as of a date other than 31 December, a Performance Fee (if accrued as of the date of such Redemption) shall be crystallised in respect of the Shares being redeemed. Crystallised Performance Fees shall remain in the relevant Class until paid to the Trading Advisor, and shall not be used or made available to satisfy redemptions or pay any fees and expenses of the relevant Class. When a redemption is made, the High Water Mark is proportionately adjusted downwards. If a subscription is made, the High Water Mark is proportionately adjusted upwards.

If any Class experiences net losses after the payment of a Performance Fee in respect of such Class, the Trading Advisor will retain all Performance Fees previously paid to it in respect of such Class but will not receive a new Performance Fee in respect of such Class until additional New Net Appreciation is achieved by such Class.

The performance fee for all Classes of Shares will be calculated by the Administrator and verified by the Depositary.

Net realised and unrealised capital gains and net realised and unrealised capital losses will be included, for all Classes of Shares, in the performance fee calculation as at the end of a Payment Date. As a result a performance fee may be paid on unrealised gains that may subsequently never be realised.

#### Research Charges

The Fund may incur charges relating to investment research which is or may be used by the Trading Advisor in managing the assets of the Fund. In this regard, the Trading Advisor intends to operate a research payment account (“**RPA**”) in order to ensure that it complies with its regulatory obligations under Directive 2014/65/EU as may be amended from time to time (“**MiFID II**”). The RPA operated by Trading Advisor shall be funded by a

specific research charge to the Fund and shall be used to pay for investment research received by the Trading Advisor from third parties and must be operated in accordance with the requirements of MiFID II. The Trading Advisor in conjunction with the Directors and the Investment Manager shall set and regularly assess a research budget for the Fund and shall agree the frequency with which such charges will be deducted from the Fund.

#### Anti Dilution Levy / Duties and Charges

The Company reserves the right to impose an 'anti dilution levy' representing a provision for market spreads (the differences between the prices at which assets are valued and/or bought or sold), and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the Fund, in the event of receipt for processing of net subscriptions and/or redemptions, including subscriptions and redemptions which would be effected as a result of requests for conversion from one Fund into another Fund. Any such provision may be added to the price at which Shares will be issued in the case of net subscription requests exceeding 10% of the Net Asset Value of the Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 10% of the Net Asset Value of a Fund, including the price of Shares issued or redeemed as a result of requests for conversion. Any such anti-dilution levy shall not exceed 3% of the value of each relevant subscription or redemption transaction. The application of any provision will be subject to the overall direction and discretion of the Company.

#### **19. Risk Factors**

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund:

##### **General**

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. They are additional to the normal risks inherent in investing in securities. In addition owing to the investment objectives and policies of the Fund, investment in the Funds may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium to high volatility. However, the Investment Manager will strive to limit the volatility of the Fund's returns.

Investors in the Fund must recognize that, due to the inherent characteristics of the markets in which the Fund invests, directly or indirectly, the value of their investment can go down as well as up, and that they may not receive back the monies originally invested.

The liquidity in markets can vary and it may not always be possible for the Fund to disinvest or invest in any particular market.

##### **Valuation Risk**

The Administrator may consult the Investment Manager (as deemed to be a competent person by the Directors and approved for such purpose by the Depositary) or any other competent person approved for such purpose

by the Depositary, with respect to the valuation of certain investments. Whilst there is an inherent conflict of interest between the involvement of the Investment Manager or any other competent person that is an associate or delegate of the Investment Manager in determining the valuation price of each Fund's investments and the Investment Manager's or competent person's other duties and responsibilities in relation to the Funds, in engaging the services of competent persons to determine the fair value of securities the Company will direct such persons including the Investment Manager and each competent person to follow industry standard procedures and the requirements of the Central Bank for valuing unlisted investments.

### **Performance Fee Risk**

The payment of the Performance Fee as described under "Fees and Expenses - Performance Fees" to the Trading Advisor based on the performance of the Fund may provide the Trading Advisor with an incentive to cause the Fund to make more speculative investments than might otherwise be the case. The Trading Advisor will have discretion as to the timing and the terms of the Fund's transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees.

### **Investment in Cash and Money Market Instruments**

The Fund may invest in deposits with credit institutions and/or in money market instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

### **Investment in Equity and Equity-Related Securities**

The Fund, as well as the collective investment schemes in which the Fund invests, may invest in equity and equity-related securities traded on national securities exchanges and over-the-counter markets. Equity securities will be subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity and equity-related interests are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in the equity markets generally. As a result, the Fund may suffer losses if it invests in equity securities of issuers where performance falls below market expectations or if equity markets in general decline or the Fund has not hedged against such a general decline. Futures and options on futures on equity securities and indices are subject to all the foregoing risks, in addition to the risks particularly associated with futures and derivative contracts.

### **Hedging Transactions**

The Fund may utilise financial instruments such as forward contracts both for investment purposes and to seek to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates and market interest rates. Hedging against a decline in the value of the portfolio positions does not eliminate fluctuations in the values of portfolio positions nor prevent losses if the value of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the value of those positions. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Moreover, it may not be possible for such collective investment

schemes to hedge against an exchange rate or interest rate fluctuation that is generally anticipated, if the Fund or the relevant collective investment schemes is not able to enter into a hedging transaction at a price sufficient to protect the Fund or the relevant collective investment schemes from the decline in value of the portfolio position anticipated, as a result of such a fluctuation. While collective investment schemes in which the Fund invests may enter into such transactions to seek to reduce currency, exchange rate and interest rate risks, unanticipated changes in currency, interest rates and equity markets may result in a poorer overall performance of the relevant collective investment schemes and hence the Fund. For a variety of reasons, the relevant collective investment schemes investment managers may not seek to establish (or may not otherwise obtain) a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the relevant collective investment schemes from achieving the intended hedge or expose the relevant collective investment schemes to risk of loss.

### **Derivatives Trading Risk**

Substantial risks are involved in alternative strategies. The Fund may enter into OTC derivative transactions such as swaps to gain economic exposure to securities, currencies or other assets or rates.

Trading risks include both counterparty risk and the risk that the financial institution used as an intermediary or counterparty might default, notably as a result of insolvency, and risks derived from the nature of transactions themselves or market risk.

Additionally, substantial risks are involved in trading financial derivatives in which the Fund intends to trade. The value of positions in derivatives is influenced by, among other things, changing supply, and demand for underlying assets such as commodities for instance, or by trade, fiscal and monetary policies of governments, foreign exchange controls as well as national and international political and economic events. In addition, governments from time to time may intervene, directly or by regulation, in certain markets. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction. Certain of the derivatives in which the Fund may invest are interest and foreign exchange rate sensitive, which means that their value and, consequently, the net asset value, will fluctuate as interest and/or foreign exchange rates fluctuate. The Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to the Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from the Fund's expectations may produce significant losses to the Fund.

Illiquid markets may also make it difficult for the Fund, the Investment Manager or the Trading Advisor, to get an order executed at a desired price.

In case of a default of a counterparty to a total return swap, Investors should note that the Fund may lose any amount sent to the counterparty for margining, plus any mark- to- market gain that the total return swap has, but that had not yet been called back by the Fund. To mitigate this risk, the Investment Manager operates a strict cash management policy as described in the section of the Supplement entitled "Collateral Management Policy" that seeks to keep to a minimum the Fund's exposure to a counterparty default.

### **Trading Strategy**

The Investment Manager looks to employ an investment approach that may result in the investment portfolio being actively traded over the short term due to changes in the active asset allocation approach. The Fund may turnover its investments with a short term holding period and therefore the investments held in the portfolio at one point in time may be significantly different to those held at another point of time. In addition, the Fund will be impacted by additional costs associated with higher trading volumes, which will be reflected in the Total Expense Ratio calculated by the Fund and reported at the end of each accounting period.

## **SUPPLEMENT 3**

### **InRIS CFM DIVERSIFIED**

**Dated 19 February, 2019  
to the Prospectus issued for InRIS UCITS PLC**

This Supplement (which replaces the Supplement dated 7 December, 2018) contains information relating specifically to InRIS CFM DIVERSIFIED (the “**Fund**”), a sub-fund of InRIS UCITS PLC (the “**Company**”), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the “**Central Bank**”) on 19 July, 2013 as a UCITS pursuant to the UCITS Regulations.

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

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 19 February, 2019, as may be amended from time to time, (the “Prospectus”).**

The launch of various Classes within the Fund may occur at different times and therefore at the time of the launch of given Class(es), the pool of assets of the Fund to which a given Class relates may have commenced to trade. Financial information in respect of the Fund will be published from time to time, and the most recently published audited and unaudited financial information will be available to potential investors upon request following publication.

**The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.**

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

**The Fund may, at any one time, be significantly invested in financial derivative instruments. The Fund may use financial derivative instruments for investment and hedging purposes. Leverage will be generated by the Fund through the leverage generally inherent in derivative instruments. For more information on the use of derivative instruments please refer to the “Financial Instruments Derivatives” section of this Supplement.**

**The Fund may invest substantially in money market instruments and deposits with credit institutions. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of,**

or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

Investors should read and consider the section entitled “Risk Factors” in the Prospectus and Supplement before investing in the Fund.

**Profile of a Typical Investor:** A typical investor has an investment horizon of 3 to 5 years and is prepared to accept a level of volatility which is under normal market conditions expected to be lower than that of traditional market indices such as S&P 500 (as detailed further in Section 7 entitled “Investment Strategy”). It is not expected that the Fund will have high volatility under normal market conditions.

## 1. Interpretation

The expressions below shall have the following meanings:

<b>“Administrator”</b>	means State Street Fund Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.
<b>“Business Day”</b>	means any day, except Saturday, Sunday, or public holidays in Dublin, Luxembourg or New York or such other day or days as may be determined by the Directors and notified in advance to Shareholders.
<b>“Depository”</b>	means State Street Custodial Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.
<b>“Dealing Day”</b>	Every Business Day and/or such other day or days as the Directors may from time to time determine and notify to Shareholders in advance provided that there shall be one Dealing Day per fortnight.
<b>“Redemption Dealing Deadline”</b>	means for all redemption requests sent to the Transfer Agent, 11 am Irish time two (2) Business Day preceding the relevant Dealing Day.
<b>“Subscription Dealing Deadline”</b>	means for all subscription documents sent to the Transfer Agent, 11 am Irish time two (2) Business Day preceding the relevant Dealing Day.
<b>“Trading Advisor”</b>	means Capital Fund Management S.A. whose principal place of business is at 23 rue de l’Université, 75007, Paris, France.



<b>“Trading Advisory Agreement”</b>	means the Amended and Restated Trading Advisory Agreement made between the Investment Manager and the Trading Advisor dated 18 May, 2017 as may be amended from time to time.
<b>“Transfer Agent”</b>	means CACEIS Ireland Limited, whose principal place of business is at, One Custom House Plaza, IFSC, Dublin D01 C2C5, Ireland.
<b>“Valuation Point”</b>	means 10 pm (Irish Time) on the relevant Valuation Day.
<b>“Valuation Day”</b>	means the Business Day immediately preceding the Dealing Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

## 2. Classes of Shares

Class	Currency of Denomination
Class F Euro	Euro
Class I Euro	Euro
Class I2 Euro	Euro
Class C Euro	Euro
Class I CHF hedged	CHF
Class C CHF hedged	CHF
Class I GBP hedged	GBP
Class I JPY hedged	JPY
Class C JPY hedged	JPY
Class I USD hedged	USD
Class C USD hedged	USD
Class M Euro	Euro
Class NI Euro	Euro
Class NI GBP hedged	GBP
Class NC Euro	Euro
Class R Euro	Euro
Class G Euro	Euro
Class G AUD Hedged	AUD
Class SI CHF Hedged	CHF
Class SI Euro	Euro
Class SI GBP Hedged	GBP
Class SI USD Hedged	USD
Class SI2 Euro	Euro

In relation to hedged Classes, it is the intention of the Investment Manager to hedge (or cause a third party FX hedging provider to hedge) the currency exposure at Class level between the denominated currency of the relevant Class and Euro (the Base Currency of the Fund). Further, where the Investment Manager acting in

respect of the Fund seeks to hedge against such currency exchange fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside of the control of the Investment Manager.

The conditions in relation to the use of such hedging strategies are described in the section of the Prospectus entitled “Hedging of Currency Exchange in Relation to Some Classes of Shares”. Investors’ attention is also drawn to the risks relating to the adoption of currency hedging strategies, which are described in the section of the Prospectus entitled “Share Currency Designation Risk”.

### **3. Base Currency**

The Base Currency of the Fund shall be Euro.

### **4. Trading Advisor**

The Investment Manager has appointed Capital Fund Management S.A. (“CFM”) as Trading Advisor to manage the assets of the Fund in accordance with the investment objective and policy of the Fund.

CFM is a systematic quantitative investment firm founded in 1991, focused on quantitative trading based on in-depth research, state-of-the-art IT infrastructure and experienced risk management. CFM invests in applied scientific research and sophisticated information technology systems to extract value across global securities, futures, foreign exchange, commodities, options and derivatives markets.

CFM was initially organized as a French partnership in January 1991 and was subsequently incorporated in 1993. On 5 May 1992, CFM registered with the U.S. Commodity Futures Trading Commission (“CFTC”) as a Commodity Trading Advisor. On 6 July 1993, CFM registered with the Commission des Opérations de Bourse (the predecessor to the Autorité des Marchés Financiers (“AMF”)) as a portfolio manager under MiFID. CFM’s MiFID licence was revoked by the AMF on 17 October, 2017. CFM is now authorized by the AMF as a UCITS management company under the UCITS Directive. On 7 April 2003, CFM registered with the U.S. Securities and Exchange Commission (“SEC”) as a investment adviser and on 1 January 2013, CFM registered with the CFTC as a Commodity Pool Operator. If applicable, CFM will treat the Fund as a 4.7 exempt pool for the purpose of the CFTC rules. As of 1 July 2017, CFM was trading a notional amount of US\$8.4 billion on behalf of clients. Headquartered in Paris, CFM has subsidiaries in London, New York and Tokyo.

### **5. Investment Objective**

The investment objective of the Fund is to achieve long-term capital appreciation through trading strategies that seek to have a return profile different from that of traditional asset classes such as stocks and bonds.

### **6. Investment Policy**

In seeking to achieve the Fund’s investment objective, the Fund will primarily trade financial derivative instruments (Equity Index Futures, Options on Equity Index Futures, Options on Equity Indices, Fixed Income Futures, Options on Fixed Income Futures, Fixed Income Options, Interest Rate Futures, Options on Interest Rate Futures, Interest Rate Options, Interest Rate Swaps, Currency Futures, Currency Forwards, Options on

Currency Futures, Currency Options, Currency Swaps, Futures on Volatility Indices, Options on Volatility Indices, Credit Default Swap Indices, Total Return Swaps on Equity, Total Return Swaps on Equity Indices, Single Stock Swaps and Contracts For Differences) to gain exposure to a diversified portfolio of global fixed income securities (including government bonds and notes), global interest rates, global currencies, global equities, global stock indices, global volatility indices and global credit, as further detailed below. The Fund will therefore be significantly invested in financial derivative instruments for investment and hedging purposes at any one time. For hedging purposes the Fund may use financial derivative instruments to seek to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates and market interest rates, as further described in the section below entitled "Financial Derivative Instruments".

The Fund may also invest in other collective investment schemes and ancillary liquid assets, as further detailed below.

There is no geographic or industry limitation to the investment universe and investment may be made in emerging markets (under normal market conditions investment in emerging markets will be less than 15% of net assets) and the Fund will not invest more than 20% of its NAV in emerging markets.

It is expected that the total gross long positions will not exceed 3,000% of the Net Asset Value of the Fund and the total gross short positions will not exceed 3,000% of the Net Asset Value of the Fund. However, the total gross long positions and the total gross short positions may exceed or fall below these percentages depending on changes directed by the Program (as defined below).

The securities to which the Fund will have exposure will be listed or traded on a Regulated Market (subject to a 10% limit in unlisted securities).

## **7. Investment Strategy**

The Fund is a quantitative trading fund, meaning that the Fund selects assets based on models and mathematical formulas which are systematic in nature. The Fund aims to achieve its investment objective by investing according to the CFM Institutional Systematic Diversified Program (the "Program") designed by CFM and adapted to conform with UCITS Rules (currently by exclusion of commodities exposures and modification of leverage). The Program consists of a series of systematic trading models, as further described below. The Program will deploy its strategy by investing in FDIs, as specifically described below for each model. The models used by the Program apply proprietary algorithms that seek to predict the future prices and risks of financial instruments. Each model will typically be applied to one or more asset classes or a subset of an asset class described below. For each instrument that the Program trades, these models use various inputs including market data such as price and volatility, fundamental data such as company financial information, macro economic data, to assess whether the price of an instrument is likely to rise or fall. These assessments are made within global equity, currency, fixed income, interest rate, volatility and credit markets. The opportunities identified by these models are evaluated in the light of trading cost and risk and may result in the Program taking either directional or spread positions in the instruments described herein and the holding period of positions taken will vary.

The investment universe shall consist of some or all of the financial instruments and asset classes set out in the section entitled "Investment Policy" above. The Program trades the financial markets on a global basis focusing

on developed markets which provide sufficient liquidity. The Program trades financial instruments (set out in the section entitled “Investment Policy” above) in order to implement the models of the Program as described below under the sub-section entitled “Description of each model”.

The models used by the Program are developed, tested and validated using CFM’s proprietary tools. In production, the models are continuously fed with price and fundamental data that is collected electronically, checked for consistency and pre-processed for standardisation. The models process the data and generate automated signals proposing a risk exposure relative to each traded instrument. Based on the trading signals and risk constraints, an optimal portfolio is determined. The optimal portfolio is compared with the portfolio held, generating orders when differences exceed tolerances. The optimum position in each instrument is continuously re-assessed by the Program. The portfolio construction mechanism seeks to minimize risk and deliver an acceptable level of volatility, which is expected to be lower than that of traditional market indices such as S&P 500. Trades are executed using proprietary execution algorithms that factor in the cost of trading. The trading activity is generally conducted electronically, using CFM’s proprietary execution platform.

As the use of derivatives is an important part of the approach of the Fund, the Fund may at any one time have significant cash balances to invest. Such cash balances may be invested in money market funds (notably collective investment schemes) and money market instruments, including, but not limited to, certificates of deposit, fixed or floating rate notes and fixed or variable rate commercial paper (which are considered investment grade or above as rated by the principal rating agencies) and in cash deposits denominated in such currency or currencies as the Investment Manager may determine. The Fund’s assets may also be invested in sight, term and time deposits of banks (which are considered investment grade or above by the principal rating agencies). The residual maturity of each investment described in this paragraph may not exceed one year. Such investment is made in order to manage the cash held by the Fund which is required for investment in derivatives outlined above. For example, investing in long and short equity swaps in equal measure may leave a cash balance which should be invested for there not to be any drag on the performance of the Fund. It is for this purpose that the instruments discussed in this paragraph will be used.

Though investment in money market funds and money market instruments is not a primary investment focus of the Fund, the Fund may at times be invested in money market funds and money market instruments in order to manage the cash held by the Fund. Investment in collective investment schemes (including open-ended Exchange Traded Funds (“ETFs”)) shall be subject to the limits set out in the section below entitled “Investments in Collective Investment Schemes”.

The Program includes directional components, where a model suggests a view on the direction of a certain market risk element, as well as relative value components, where a model suggests a view on the relationship between two or more market risk elements.

The Program is designed to apply a balanced allocation between each model. The exact allocation between the models described below will be determined from time to time by the investment committee of CFM.

The Trading Advisor continuously researches new models that may be added to the Program in the future. Any changes to the Program will be reflected in an updated Supplement for the Fund. The following models are included in the Program:

## **Trends**

Trends includes the long term-trend following model and the value model. The long term-trend following model seeks to extract profits from long-term trends. The value model seeks to extract profits by selling assets that are perceived to have a high valuation and buying assets perceived to have a low valuation. The models take exposures in futures and other derivatives on benchmark indicators, such as futures on bonds, short-term interest rates, stock indices, currencies and global volatility indices as well as through foreign currency forwards, interest rate swaps and Credit Default Swap Indices. The models will not invest directly in securities but gain exposure to securities through FDIs and ETFs. The models use the following FDIs (as described in section 11): Equity Index Futures, Fixed Income Futures, Interest Rate Futures, Interest Rate Swaps, Currency Futures, Currency Forwards, Currency Swaps, Futures on Volatility Indices, Credit Default Swap Indices, and Total Return Swaps on Equity Indices. The portfolios are exposed to the financial markets on a global basis focusing on markets that provide sufficient liquidity. The liquidity of markets is determined by the model by assessing the bid and ask spread of each financial instrument. The bid and ask spread is the difference between the bid price for a financial instrument and its ask (or offer) price. The bid and ask spread represents the difference between the highest price that a buyer is willing to pay (bid) for a financial instrument and the lowest price that a seller is willing to accept for it. The models are based on price and econometric data and are statistical and systematic in nature. A range of technical and/or market specific systems are employed within the models.

## **Risk Premia**

Risk Premia includes the volatility premium model and the generalized carry model. The volatility premium model systematically issues protection to volatility exposure in exchange for a premium while seeking to maintain a stable risk profile, with a view to earning a profit when the premium is higher than the realised risk. The generalized carry model consist of holding a long exposure (through the use of FDIs) to assets that have relatively higher yields and establishing synthetic short positions (also through FDIs) in assets that have lower yields, whilst seeking to control the risk of an adverse price movement. The models seek to rebalance their holdings when the measured portfolio risk diverges from the target risk level; the level of exposure is thus aimed to decrease in times of increasing volatility, and vice versa. The models will not invest directly in securities but gain exposure to securities through FDIs. The models invest in the following FDIs, as described in section 11: Equity Index Futures, Options on Equity Index Futures, Options on Equity Indices, Fixed Income Futures, Options on Fixed Income Futures, Fixed Income Options, Interest Rate Futures, Options on Interest Rate Futures, Interest Rate Options, Interest Rate Swaps, Currency Futures, Currency Forwards, Options on Currency Futures, Currency Options, Currency Swaps, Futures on Volatility Indices, Options on Volatility Indices, Credit Default Swap Indices, and Total Return Swaps on Equity. Depending on market conditions, the models may invest in all the FDIs listed above or may select one or more FDIs to invest in from this list.

## **Market Neutral Equity**

The market neutral equity model takes views on the relation between the value of individual equities. The model is market neutral in the sense that it does not take a view on overall market directions but seeks to exploit investment opportunities unique to individual groups of equities. The model builds its portfolio as a global long/short equity book constrained by market and sector neutralities. It is intended that typically the synthetic

short exposure will match the long exposure with the aim of achieving market neutrality. The model will not invest directly in securities but will gain its exposure by investing in FDIs through total return swaps, single stock swaps and contracts for differences. The trading decisions are the result of an automated trading system fed with historical price, corporate and economic data. The model includes sub-strategies based on momentum (long term trend following on stock residuals), quality (assessing stock quality using fundamental data) and value (long positions in value stocks and short positions in growth stocks). The stock universe analysed by the model is composed of exchange traded stocks in the Americas, Asia/Pacific, Europe and South Africa. The model invests in the following FDIs, as described in section 11: Equity Total Return Swaps, Single Stock Swaps and Contracts for Differences.

## **8. Efficient Portfolio Management**

Where considered appropriate, the Fund may utilise techniques and instruments for efficient portfolio management (e.g. to protect against exchange risks), within the conditions and limits laid down by the Central Bank from time to time. Such techniques and instruments include repurchase agreements, reverse repurchase agreements, spot transactions and/or forward foreign currency exchange contracts.

Efficient portfolio management transactions relating to the assets of the Fund may be entered into with one of the following aims: (a) a reduction of risk (including currency exposure risk); (b) a reduction of cost (with no increase or minimal increase in risk); and (c) generation of additional capital or income for the Fund with a level of risk consistent with the risk profile of the Fund and the diversification requirements in accordance with the UCITS Regulations and as disclosed in Appendix I to the Prospectus.

Notwithstanding the foregoing, efficient portfolio management will be used primarily for currency hedging purposes and forward foreign currency exchange contracts may be used for such purposes. The Fund may also use forward foreign currency exchange contracts to alter the currency characteristics of financial instruments held by the Fund where the Fund considers it appropriate to retain the exposure of a particular financial instrument but wishes to obtain a currency exposure consistent with the Fund's investment objective and policy. Because the currency of the assets held by the Fund may not correspond with the currencies of the obligations of the Fund, performance may be influenced by movements in foreign exchange rates.

The Fund may enter into forward currency contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. As noted above, the Fund may enter into these contracts to hedge against changes in currency exchange rates arising as a result of the fluctuation between the denominated currency of the Fund and the currencies in which the Fund's investments are denominated. The 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.

In order to reduce currency risk, the Fund may also employ spot foreign exchange transactions to purchase or sell a specific amount of a currency in return for an alternative currency at the prevailing market exchange rate and for which delivery will typically occur within two days of the trade date (t+2).

Subject to the conditions and limits set out in the Central Bank UCITS Regulations, the Fund may use repurchase agreements and/or reverse repurchase agreements to generate additional income for efficient portfolio management purposes only. Repurchase agreements are transactions in which one party sells a

security to the other party with a simultaneous agreement to repurchase the security at a fixed future date at a stipulated price reflecting a market rate of interest unrelated to the coupon rate of the securities. A reverse repurchase agreement is a transaction whereby a Fund purchases securities from a counterparty and simultaneously commits to resell the securities to the counterparty at an agreed upon date and price.

## **9. Investments in Collective Investment Schemes**

As set out above, the Fund may invest in collective investment schemes for cash management purposes. Investment in collective investment schemes will be in accordance with the Central Banks' requirements. Investment in collective investment schemes shall not exceed 10% of the Net Asset Value of the Fund. The Fund may invest in collective investment schemes domiciled in Ireland which are authorised as UCITS by the Central Bank. The Fund shall not invest in collective investment schemes which are not authorised as UCITS.

## **10. Total Return Swaps and Securities Financing Transactions**

As noted above, the Fund may enter into securities financing transaction such as repurchase agreements and/or reverse repurchase agreements in accordance with the limits and requirements of the Central Bank. In addition, the Fund may also enter into total return swaps.

All types of assets which may be held by the Fund in accordance with its investment objectives and policies may be subject to a securities financing transaction or total return swap.

The maximum proportion of the Fund's assets which can be subject to securities financing transactions and/or total return swaps is 100% of the Net Asset Value of the Fund.

The expected proportion of the Fund's assets which will be subject to securities financing transactions and/or total return swaps is between 30% and 40% of the Net Asset Value of the Fund's assets. The proportion of the Fund's assets which are subject to total return swaps at any given time will depend on prevailing market conditions and the value of the relevant investments. The amount of assets engaged in total return swaps, expressed as an absolute amount and as a proportion of the Fund's assets, as well as other relevant information relating to the use of total return swaps shall be disclosed in the annual report and semi-annual report of the Company.

Further information relating to securities financing transactions and total return swaps is set out in the Prospectus at Section 1 – "*The Company*", sub-sections entitled "*Securities Financing Transactions*" and "*Investment in Financial Derivative Instruments – Total Return Swaps*".

## **11. Financial Derivative Instruments**

As described in the sections above entitled "Investment Policy" and "Efficient Portfolio Management", the Fund invests in Financial Derivatives Instruments ("FDIs") for investment and hedging purposes. It is anticipated that the Fund will be able to have a long or short exposure to equity, fixed income, interest rate, currency, volatility and credit underlyings through the use of some or all of the below FDIs. Depending on market conditions, the Fund may invest in all the FDIs listed below or may select one or more FDIs to invest in from the list below. The FDIs used by the Fund will consist, as described above and further detailed below, of equity index futures,

options on equity indices, equity total return swaps, single stock swaps, contracts for differences, fixed income futures, fixed income options, interest rate futures, interest rate options, interest rate swaps, currency futures, currency forwards, currency options, currency swaps, options on currency futures, options on fixed income bond futures, options on interest rate futures, options on equity index futures, futures and options on volatility indices and credit default swaps on indices.

*Equity Index Futures:* The Trading Advisor may enter into equity index futures as a means of gaining long or short exposure to equity indices. It may also enter into equity index futures to hedge the equity exposure of the Fund.

*Options on Equity Indices and Options on Equity Index Futures:* Options on equity index futures, equity indices and ETFs may be used to gain exposures to price and volatility movements in equity indices. The Fund may enter into both long as well as short positions of options on equity indices. It may also enter into options on equity indices to hedge the equity exposure of the Fund.

*Equity Total Return Swaps, Equity Indices Total Return Swaps, Single Stock Swaps and Contracts for Differences:* The Trading Advisor may enter into equity total return swaps, equity indices total return swaps, single stock swaps and contracts for differences as a means of gaining long or short exposure to movements in equities. It may also enter into equity swaps, equity indices swaps, single stock swaps or contracts for differences to hedge the equity exposure of the Fund.

*Fixed Income Futures and Interest Rate Futures:* The Trading Advisor may enter into fixed income futures and interest rate futures as a means of gaining long or short exposure to bonds, notes or interest rates. It may also enter into fixed income futures and interest rate futures to hedge the fixed income instruments or interest rate exposure of the Fund.

*Fixed Income Options, Options on Fixed Income Futures, Interest Rate Options and Options on Interest Rate Futures:* The Trading Advisor may employ fixed income options, options on fixed income bond futures, interest rate options and options on interest rate futures as a means of gaining long or short exposure to price and volatility movements in fixed income instruments and interest rates. The Trading Advisor may also employ fixed income options, options on fixed income bond futures, interest rate options and options on interest rate futures for the purpose of hedging the fixed income or interest rate exposure of the Fund.

*Interest Rate Swaps:* The Trading Advisor may enter into interest rate swaps as a means of gaining long or short exposure to movements of interest rates. The Trading Advisor may also employ interest rate swaps for the purpose of hedging the interest rate exposure of the Fund.

*Currency Futures and Currency Forwards:* The Trading Advisor may employ currency futures and currency forwards as a means of gaining long or short exposure to foreign exchange rate movements. The Trading Advisor may also employ currency futures or currency forwards for the purpose of hedging the foreign exchange exposure of Fund.

*Currency Options and Options on Currency Futures:* The Trading Advisor may employ currency options and options on currency futures as a means of gaining long or short exposure to price and volatility movements in



foreign exchange rates. The Trading Advisor may also employ currency options and options on currency futures for the purpose of hedging the foreign exchange exposure of the Fund.

*Currency Swaps:* The Trading Advisor may enter into currency swaps as a means of gaining long or short exposure to foreign exchange movements. It may also enter into currency swaps to for the purpose of hedging the foreign exchange exposure of the Fund.

*Credit Default Swap Indices:* Credit default swap indices are indices that track the credit default swap market and are comprised of a basket of credit default swaps. Indices which the Fund may gain exposure to through credit default swap indices are listed below. Credit default swap indices are standardised, centrally cleared derivatives contracts, that may be bought and sold over swaps execution facilities or over the counter through the executing brokers of the Fund. The Trading Advisor may enter into trades in credit default swap indices as a means of gaining long or short exposure to movements in credit risk. It may also enter into trades in credit default swap indices for the purpose of hedging the credit risk exposure of the Fund.

*Futures on Volatility Indices:* The Trading Advisor may enter into futures on volatility as a means of gaining long or short exposure to movements in volatilities. It may also enter into futures on volatility for the purpose of hedging the volatility exposure of the Fund.

*Options on Volatility Indices:* The Trading Advisor may enter into option on volatility index as a means to gain exposure to movements in volatilities. It may also enter into option on volatility index for the purpose of hedging the volatility exposure of the Fund.

*Swaps and Total Return Swaps:* A swap is a derivatives contract where two parties exchange sequences of cash flows from a specific instruments for a set period of time. Swaps are tailored and negotiated over-the-counter or on a bilateral basis with counterparties and therefore are traded over-the-counter. A total return swap is when the economic performance of a single security, a basket of securities or an index over a specific period of time is obtained by the Fund in exchange for a physical cash payment between the Fund and the counterparty.

The Trading Advisor may from time to time enter into swap agreements which reference listed equity, debt securities, indices and interest rates, including the use of total return swaps. Indices which the Fund may gain exposure to, through the use of total return swaps, are listed below. The use and exposure to total return swaps will be subject to the UCITS Regulations and as disclosed in Appendix I to the Prospectus. Swaps are used in this strategy to gain long or short exposure to indices (listed below), collective investment schemes, debt securities of single companies and baskets of equity securities, as a means of implementing the Fund's investment policy and strategy. Swaps may also be used to hedge against changes in the values of securities held by the Fund or markets to which the Fund is exposed.

*Indices:* The Fund, through the use of equity index futures, options on equity indices futures on volatility indices and total return swaps, may gain exposure to indices such as and including their sub-indices, the S&P500, the FTSE 100, the FTSE 250, the NASDAQ, the CBOE Volatility Index, the EuroStoxx, the S&P/ASX 200, the DAX, the Hang Seng, the KOSPI 200, the NASDAQ 100, the MSCI indices, the SMI, the Nikkei 225, the CDX North America Investment Grade, the CDX North America High Yield, the ITRAXX Europe and the ITRAXX Crossover indices. The Fund may also gain exposure to the Markit CDX and iTraxx credit indices.

It is not possible to list comprehensively the actual indices to which exposure may be taken, as they will change from time to time, but the annual accounts of the Company will include details of the indices to which exposures are taken during the relevant period. The indices to which the Fund may gain exposure shall comply with UCITS Regulations, Central Bank UCITS Regulations and the ESMA Guidance on ETFs and other UCITS issues. The Fund will generally gain exposure to such indices both for hedging and for speculative purposes, to access various markets and sectors.

The S&P500 is widely regarded as a gauge of large capitalization US equities and includes 500 companies, capturing 80% of available market capitalization. Information on this index and its sub-indices may be found at <http://ca.spindices.com/index-finder/>.

The FTSE 100 comprises the 100 most highly capitalised blue chip companies listed on London Stock Exchange. It is used extensively as a basis for investment products, such as derivatives and exchange-traded funds. The FTSE 250 comprises mid-capitalised companies not covered by the FTSE 100, and represents approximately 15% of UK market capitalisation. Information on these indices and their sub-indices may be found at [http://www.ftse.com/products/indexmenu?\\_ga=1.143766002.679158211.1485892776](http://www.ftse.com/products/indexmenu?_ga=1.143766002.679158211.1485892776).

The NASDAQ is the second largest stock exchange by market capitalization in the world. More information can be found on this index and its sub-indices at <http://www.nasdaq.com>.

The CBOE Volatility Index is a popular measure of the implied volatility of S&P 500 index options. It is a measure of the market's expectation of stock market volatility calculated over a period of 30 days. Additional information on this index may be found at <http://www.cboe.com/micro/VIX/vixintro.aspx>.

The Eurostoxx is Europe's blue-chip index for the Eurozone, providing a Blue-chip representation of sector leaders in the European Union. Additional information on this index and its sub-indices may be found at <http://www.stoxx.com/indices>.

The S&P/ASX 200 is the primary investment benchmark for the Australian stock market and contains the top 200 S&P/ASX listed companies by way of float-adjusted market capitalisation. The high percentage of market representation gives the index a dual function: To provide an accurate benchmark for the stock market as a whole and give institutional investors a highly liquid and tradable index. Additional information on this index may be found at <http://www.asx.com.au/products/sp-asx200-vix-index.htm>.

The DAX Index tracks the largest and most important companies (blue chip) on the German equities markets. It is comprised of the 30 largest and most liquid companies on the Frankfurt Stock Index in the Prime standard segment. The index represents around 80% of the aggregated prime standard's market capitalization. Additional information on this index and its sub-indices may be found at <http://dax-indices.com/EN/MediaLibrary/Document/Factsheet%20DAX%20USD.pdf>.

The Hang Seng Index (HSI) is a free-float capitalization-weighted index of a selection of companies from the Stock Exchange of Hong Kong. The components of the index are divided into four sub-indices: Commerce and Industry, Finance, Utilities, and Properties. Additional information on this index and its sub-indices may be found at [http://www.hsi.com.hk/HSI-Net/static/revamp/contents/en/dl\\_centre/factsheets/FS\\_HSIe.pdf](http://www.hsi.com.hk/HSI-Net/static/revamp/contents/en/dl_centre/factsheets/FS_HSIe.pdf).

The KOSPI 200 Index is a capitalization-weighted index of 200 Korean stocks which make up 93% of the total market value of the Korea Stock Exchange. Additional information on this index and its sub-indices may be found at <https://www.hsi.com.hk/HSI-Net/>.

The MSCI indices are widely recognised indices that are free-float adjusted market capitalization weighted indices that are designed to track different equity market performances of listed securities across different regions and globally. Additional information on this index may be found at <https://www.msci.com/indexes>.

The SMI is a blue chip index which is comprised of the 20 largest Swiss stocks. The SMI represents about 85% of the total capitalisation of the Swiss equity market. It is a free-float-adjusted index. Additional information on this index and its sub-indices may be found at [https://www.six-swiss-exchange.com/indices/overview\\_en.html](https://www.six-swiss-exchange.com/indices/overview_en.html).

The Nikkei 225 index is a price-weighted equity index, which is comprised of 225 stocks selected from domestic common stocks in the first section of the Tokyo Stock Exchange. Additional information on this index and its sub-indices may be found at <http://indexes.nikkei.co.jp/en/nkave/index>.

The Markit CDX indices are indices that track different parts of debt markets across North America. The indices are made up of the most liquid entities of the single-name CDS market. The Markit CDX credit default indices cover multiple sectors, with the main indices being Markit CDX North American Investment Grade, Markit CDX North American Investment Grade High Volatility and Markit CDX North American High Yield. As these indices are not market capitalisation weighted but are equally weighted constituents and are rebalanced semi-annually, this should have no impact on the Fund's cost. No constituent should exceed permitted investment restrictions. Additional information on these indices may be found at <http://www.markit.com/Product/CDX>.

The Markit iTraxx indices are a family of European, Asian and Emerging Market tradable credit default swap indices. The European Markit iTraxx indices trade 3, 5, 7 and 10-year maturities, and a new series is determined on the basis of liquidity every six months. The benchmark Markit iTraxx Europe index comprises 125 equally-weighted European names. The Markit iTraxx Crossover index comprises the 75 most liquid sub-investment grade entities. These indices measure the performance of the respective on-the-run Markit iTraxx CDS contracts. Additional information on these indices may be found at <http://www.markit.com/Product/iTraxx>.

Counterparties to OTC FDIs (including forwards & swaps) that the Fund may enter into will be counterparties authorised in accordance with the process set forth in the section of the Prospectus entitled "Investment in Financial Derivative Instruments" and "Eligible Counterparties". The Fund will only enter into OTC FDIs on behalf of the Fund with counterparties which are subject to prudential supervision and are within categories approved by the Central Bank or otherwise provided for in the Prospectus. It is not possible to comprehensively list in this Supplement all of the counterparties as they may change from time to time. Counterparties would typically be required to be leading institutions in the particular type of OTC FDI and have good credit worthiness based on financial ratios credit spread, rating, stock performance, etc. The credit risk attributable to such counterparties is monitored by the Investment Manager in order to perceive any material degradation and that, when possible, relevant actions are taken in a timely manner. Since the underlying assets will either be single stocks, baskets of stocks, market indices, fixed income securities, interest rates, currencies, volatility indices, and credit default indices, the counterparty to any OTC FDI will not have any discretion over the composition or the management of the Fund.

The global exposure of the Fund, including FDIs, is calculated by an absolute VaR approach. The use of exchange-traded and OTC derivatives forms an important part of the investment policy of the Fund and will result in the Fund being leveraged. Market risk exposure is monitored through the use of absolute VaR. The market risks generated by the Fund through the use of instruments will be measured through the use of a Value at Risk ("**VaR**") measure. Absolute VaR is measured over a holding period (of 20 days) and should not be greater than 20% of the Net Asset Value of the Fund. The VaR will be calculated using a one-tailed 99% confidence level. Leverage will be generated by the Fund through the leverage that is inherent in the FDIs and shall be calculated as the sum of the notional amounts of the FDIs used. Under normal market conditions, the Fund is expected to employ leverage of approximately 3,000% of Net Asset Value of the Fund over most periods of time, which includes the leverage that shall be created via exposure to FDIs on the indices listed below. However the Fund may exceed or fall below this level at times. The expected level of leverage may be exceeded in times of rising volatility in the markets where the Trading Advisor may increase (or decrease) its use of FDIs (from the list of FDIs set out above) or vary its exposure to any such FDIs to hedge specific risks within the portfolio, resulting in an increase (or decrease) in the volume of FDIs used and a higher (or lower) leverage. The Trading Advisor may also increase (or decrease) its use of FDIs in order to capture temporary opportunities in the market, which may also lead to a temporary increase (or decrease) in the leverage of the Fund. The use of certain strategies such as short dated interest rate strategies may result in a significant contribution to the sum of the notional calculation so the use of such strategies will contribute more heavily to the sum of the notional calculation even though the underlying economic and market risk arising from these strategies exposure may be low in comparison to the size of the portfolio. Such strategies may be used, for instance, to protect the Fund against extreme stressed credit conditions or to take opportunities in line with the Fund's investment objective.

**The use of derivatives entails certain risks to the Fund including those set out under "Risk Factors" in this Supplement.** Investors are also encouraged to read the section of the Prospectus entitled "Financial Derivative Instrument" which describes the types of derivatives which the Company may use, the purposes of their intended use and their effect.

## **12. Collateral Management Policy**

The collateral management policy employed by the Investment Manager in respect of the collateral requirements arising from FDI transactions provides that cash and non-cash will be permitted collateral for such transactions. The level of collateral required in respect of each financial derivative transaction varies in accordance with each FDI's perceived risk profile, its liquidating value as well as the Fund's perceived risk profile. Collateral payments are generally claimed whenever such collateral amount reaches USD250,000 or more. Please refer to the section of the Prospectus entitled "*The Company*", sub-paragraph "*Collateral Management*" for additional details of the collateral management policy applicable to the Fund.

## **13. Risk Management Process**

The Fund will employ a risk management process based on a value-at-risk approach which will enable it to monitor, measure and seek to manage the risks attached to FDIs and details of this process have been provided to the Central Bank. The Fund will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to Central

Bank. The Company will provide on request to Shareholders supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

#### 14. Offer

##### *Initial Offer*

The Initial Offer Period in respect of Class F Euro, Class I GBP hedged, Class I Euro, Class M Euro, Class R Euro, Class NC Euro, Class NI GBP hedged, Class C Euro, Class G AUD hedged, Class I CHF hedged, Class I USD hedged, Class NI Euro and Class SI Euro has now closed.

Shares in (a) Class G Euro will be offered from 8:00am (Irish time) on 3 April, 2017 to 11:00am (Irish time) on 20 August, 2019, (b) Class I2 Euro, Class SI CHF Hedged, Class SI GBP Hedged and Class SI USD Hedged will be offered from 8:00am (Irish time) on 20 July, 2017 to 11:00am (Irish time) on 20 August, 2019; (c) Class SI2 Euro will be offered from 8:00am (Irish time) on 11 October, 2017 to 11:00am (Irish time) on 20 August, 2019; and (d) Shares in the remaining Classes of the Fund will be offered from 8:00 am (Irish time) on 23 February, 2015 to 11:00am (Irish time) on 20 August, 2019, or in the case of (a), (b), (c) and/or (d) the Closing Date (as defined below), whichever occurs first (the “**Initial Offer Period**”) at the Initial Offer Price set out below (plus any applicable duties or charges) and subject to acceptance of applications for the remaining Classes of Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Closing Date means the date on which the Minimum Class Size is received in respect of the relevant Class. Investors should note that if the Minimum Class Size is not received before the close of the Initial Offer Period, the Directors may in their sole discretion return subscription proceeds to investors.

##### *Closure of Classes*

The Directors may close some or all of the Classes in the Fund to subscriptions from existing and/or new Shareholders. The Directors may subsequently re-open some or all of the Classes in the Fund to further subscriptions from existing and/or new Shareholders at their discretion and the process of closing and potentially, re-opening the Classes may be repeated thereafter as the Directors may determine from time to time.

Shareholders may ascertain the closed or open status of the Classes of the Fund and if those Classes are open to existing and/or new Shareholders by contacting the Transfer Agent. Closing the Fund to new subscriptions will not affect the redemption rights of Shareholders and Shareholders will be permitted to convert into other Classes as outlined in the Prospectus of the Company.

##### *Initial Offer Price*

<b>Class</b>	<b>Initial Offer Price</b>
Class I JPY hedged	JPY 10,000
Class C USD hedged	\$100
Class C JPY hedged	JPY 10,000

Class C CHF hedged	CHF100
Class G Euro	€100
Class I2 Euro	€100
Class SI CHF Hedged	CHF100
Class SI GBP Hedged	£100
Class SI USD Hedged	\$100
Class SI2 Euro	€100

The Initial Offer Period may be extended or shortened by the Directors. The Central Bank will be notified in advance of any such extension if subscriptions for Shares have been received during the Initial Offer Period and otherwise on a yearly basis.

#### *Subsequent Offer*

After closing of the Initial Offer Period, the Classes of Shares of the Fund will be issued at their Net Asset Value per Share (plus any applicable duties or charges).

#### *Share Class Restrictions*

Class F Shares are available to all investors but are more specifically designed for the Distributor's partners and asset management companies. Class F Shares are offered in Euro. Class I Shares are available to all investors but are more specifically designed for institutional investors and collective investment schemes. Class I Shares are offered in the following currencies: Euro, GBP, CHF, JPY and USD. Class I2 Shares are offered in Euro. Class C Shares are available to all investors but are more specifically designed for investors in relation to which the Distributor or its delegates have acted. Class C is offered in the following currencies: Euro, CHF, JPY and USD. Class NI and NC Shares are no longer available for subscription. Class M Shares are restricted to the Trading Advisor, its partners and employees, affiliates and the partners and employees of its affiliates as well as any fund organised for the purposes of a company savings plan for the benefit of the partners and employees of such entities and to partners, officers and employees of the Distributor and its affiliates, including funds organised for the purposes of the company savings plan. Class R Shares are restricted to the Distributor (and its affiliates) as well as collective investment schemes (including funds of funds) managed by the Distributor and/or any of its affiliates. Class M Shares and Class R Shares are only available up to a maximum aggregate net amount of subscriptions of US\$200m, thereafter Class M Shares and Class R Shares will be closed to further subscriptions. Class G Shares are available to all investors but are more specifically designed for institutional investors and collective investment schemes. Only a potential investor in Australia in respect to whom the offer of shares does not need disclosure under Part 6D.2 of the Corporations Act 2001 (Cth) (the "Corporations Act") may make an offer to subscribe for Class G AUD Hedged Shares under this Supplement. This Supplement is not a product disclosure statement or prospectus (as these terms are defined in the Corporations Act). Accordingly, this Supplement is not required to, and does not, contain all of the information which would be required to be included in a product disclosure statement or a prospectus. This Supplement has not been lodged with the Australian Securities & Investments Commission & Investments Commission. Any person to whom Class G AUD Hedged Shares are issued or sold pursuant to an exemption from the disclosure requirements provided by the Corporations Act must not, within 12 months after the issue, offer those Class G AUD Hedged Shares for sale in Australia unless that offer is itself made pursuant to a

disclosure document under Part 6D.2 of the Corporations Act or is itself made in reliance on an exemption from the disclosure requirements provided by the Corporations Act. Class G Shares are available in Euro and in AUD. Class SI Shares are available to all investors but are more specifically designed for institutional investors. Class SI Shares are offered in the following currencies: Euro, GBP, CHF and USD. Class SI2 Shares are available to all investors but are more specifically designed for institutional investors. Class SI2 Shares are offered in Euro.

## 15. Minimum Subscription

The Directors are entitled to impose minimum subscription requirements in respect of each Class of Shares. To date the minimum subscription in respect of each Class of Shares is as follows:

<b>Class of Shares</b>	<b>Minimum Holding for existing Shareholders as of 2 January, 2018</b>	<b>Minimum Subscription (Inclusive of Sales Charge) and Minimum Holding</b>	<b>Minimum Amount for Subsequent Subscriptions</b>
Class F Euro	One Share	One Share	None
Class I Euro	€500,000	€ 2,000,000	None
Class I2 Euro	€ 500,000	€ 2,000,000	None
Class I CHF hedged	CHF 700,000	CHF 2,800,000	None
Class I GBP hedged	£450,000	£1,800,000	None
Class I JPY hedged	¥ 50,000,000	¥ 200,000,000	None
Class I USD hedged	USD 700,000	USD 2,800,000	None
Class C Euro	€5,000	€5,000	None
Class C CHF hedged	One Share	One Share	None
Class C JPY hedged	One Share	One Share	None
Class C USD hedged	One Share	One Share	None
Class M Euro	One Share	One Share	None
Class NI Euro	€500,000	€500,000	None
Class NI GBP Hedged	£450,000	£450,000	None
Class NC Euro	€5,000	€5,000	None
Class R Euro	One Share	One Share	None
Class G Euro	€50,000	€50,000	None
Class G AUD Hedged	AUD 500,000	AUD 500,000	None
Class SI CHF Hedged	CHF 40,000,000	CHF 40,000,000	None
Class SI Euro	€40,000,000	€40,000,000	None
Class SI GBP Hedged	£40,000,000	£40,000,000	None
Class SI USD Hedged	\$40,000,000	\$40,000,000	None
Class SI2 Euro	€40,000,000	€40,000,000	None

The Directors have the right in their discretion, with respect to any investor, to waive or reduce the Minimum Subscription, Minimum Holding and Minimum Amount for Subsequent Subscriptions requirements outlined in the table above (if any) at any time, provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

These minimum subscription requirements are in addition to Minimum Class Size requirements, as follows:

<b>Class of Shares</b>	<b>Minimum Class Size</b>
Class F Euro	€4,000,000
Class I Euro	€4,000,000
Class I2 Euro	€4,000,000
Class I CHF hedged	CHF5,000,000
Class I GBP hedged	£3,250,000
Class I JPY hedged	¥ 500,000,000
Class I USD hedged	\$5,000,000
Class C Euro	€4,000,000
Class C CHF hedged	CHF5,000,000
Class C JPY hedged	¥ 500,000,000
Class C USD hedged	\$5,000,000
Class M Euro	€100,000
Class NI Euro	€4,000,000
Class NI GBP hedged	£3,250,000
Class NC Euro	€1,000,000
Class R Euro	€1,000,000
Class G Euro	€1,000,000
Class G AUD Hedged	AUD1,000,000
Class SI CHF Hedged	CHF 5,000,000
Class SI Euro	€4,000,000
Class SI GBP Hedged	£3,250,000
Class SI USD Hedged	\$5,000,000
Class SI2 Euro	€4,000,000

The Minimum Class Size requirements as described above may be varied by the Directors at their discretion, provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

## **16. Application for Shares**

Applications in respect of the Fund received by the Transfer Agent prior to the Subscription Dealing Deadline before the relevant Dealing Day will be dealt with on that Dealing Day. If any application is received after the Dealing Deadline, it will be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. The Directors may, at their discretion, resolve to accept applications received after the Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

Initial applications should be made by sending an original signed Application Form to the Transfer Agent but may, if the Company so determines, be made by telefax subject to prompt transmission to the Transfer Agent of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Transfer Agent.



No redemptions will be paid until the original Application Form and such other papers as may be required by the Transfer Agent have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made to the Transfer Agent by telefax or such other means as may be permitted by the Directors and agreed with the Transfer Agent in accordance with the requirements of the Central Bank, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Transfer Agent. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount.

For further information on the application procedure Investors' attention is drawn to the Section of the Prospectus entitled "The Shares" and the sub-section therein entitled "Application Procedure" which outlines further information on the application procedure to be followed.

### **Fractions**

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than 0.001 of a Share.

Subscription monies, representing less than 0.001 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

### **Method of Payment**

Subscription payments net of all bank charges should be paid by CHAPS, SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the currency of denomination of the relevant Class. The Company will not accept applications for Shares in currencies other than the currency of denomination of the relevant Class in which the applicant has elected to apply for Shares.

### **Timing of Payment**

Payment in respect of subscriptions must be received in cleared funds by the Transfer Agent no later than the two (2) Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Company or its delegate may cancel the subscription. The Company reserves the right to cancel, or to instruct its delegate to cancel, without notice any contract for which payment has not been received by the settlement date and to recover any losses incurred. The Company may charge the applicant or, if the applicant is a Shareholder, redeem or sell all or part of his holding of Shares and use the proceeds thereof to satisfy and make good any loss, cost, expense or fees suffered by the Company as

a result of non-receipt of such funds. In addition, settlement is conditional upon all the appropriate documentation being received by the Company or its delegate prior to the Dealing Deadline in the required format with all details correct and with valid authorization. Investors are invited to carefully review the risk factor entitled “Non-Payment of Subscription Monies”, under the section “Risk Factors” of the Prospectus.

### **Confirmation of Ownership**

Written confirmation of each purchase of Shares will normally be sent to Shareholders within 2 Business Days of the relevant Dealing Day. Title to Shares will be evidenced by the entering of the investor’s name on the Company’s register of Shareholders and no certificates will be issued.

## **17. Redemption of Shares**

### **Redemption of Shares**

Shareholders may redeem their Shares on any Dealing Day at the Net Asset Value per Share on the relevant Dealing Day (less any applicable duties or charges) (save during any period when the calculation of Net Asset Value is suspended). Redemption requests for Shares received by the Transfer Agent before the Redemption Dealing Deadline will be dealt with on that Dealing Day. Redemption requests received after the Redemption Dealing Deadline will, at the discretion of the Directors, be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. Investors’ attention is drawn to the Section of the Prospectus entitled “The Shares” and the sub-section therein entitled “Redemption of Shares” which outlines further information on the redemption procedure to be followed. The Directors may, at their discretion, resolve to accept redemption requests received after the Redemption Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

The redemption price per Share shall be the Net Asset Value per Share.

### **Method of Payment**

Redemption payments will be made to the bank account detailed on the Application Form or as subsequently notified to the Transfer Agent in writing. Redemption payments following processing of instructions received by telefax will only be made to the account of record of a Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the currency of denomination of the Class from which the Shareholder has redeemed Shares.

### **Timing of Payment**

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days of the relevant Dealing Day (and in any event should not exceed ten (10) Business Days from the relevant Dealing Deadline) provided that all the required documentation has been furnished to and received by the Transfer Agent.

## **Withdrawal of Redemption Requests**

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

## **Compulsory/Total Redemption**

Shares of the Fund may be compulsorily redeemed and all the Shares may be redeemed in the circumstances described in the Prospectus under the sub-headings “Compulsory Redemption of Shares” and “Total Redemption of Shares”.

## **18. Conversion of Shares**

Subject to the Minimum Subscription of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading “Conversion of Shares”. Requests for conversion of Shares should be made to the Transfer Agent by the Dealing Deadline by facsimile, written communication or electronically (in such format or method as shall be agreed in writing in advance with the Transfer Agent and subject to and in accordance with the requirements of the Transfer Agent and the Central Bank) or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Transfer Agent.

## **19. Dividend Policy**

It is not the current intention of the Directors that dividends be recommended for payment to Shareholders in the Fund. If dividends are to become payable, Shareholders will be notified in advance and full details will be provided in an updated Supplement for the Fund.

## **20. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described in the Prospectus under the heading “Suspension of Valuation of Assets”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

## **21. Fees and Expenses**

The fees and operating expenses of the Company are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Establishment Expenses**

The Fund shall bore (i) its proportion of the fees and expenses attributable to the establishment and

organisation of the Company as detailed in the section of the Prospectus headed “Establishment Expenses” for the remainder of the period over which such fees and expenses will continue to be amortised. The Fund shall bear; and (ii) its attributable portion of the fees and operating expenses of the Company and (iii) the fees and expenses relating to the establishment of the Fund which are not expected to exceed €100,000 and which may be amortised over the first three Accounting Periods of the Fund or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair.

### **Financial Management Fee**

The Fund shall pay to the Distributor, the Investment Manager, the Trading Advisor and the Consultant out of its own assets, the following maximum aggregate annual fees, together with any VAT, if applicable, which shall accrue at each Valuation Point.

- Class I: 1.3% of the NAV of each of Class I Euro, Class I GBP hedged, Class I CHF hedged, Class I JPY hedged and Class I USD hedged;
- Class I2: 1.65% of the NAV of Class I2 Euro;
- Class C: 1.8% of the NAV of each of Class C Euro, Class C CHF hedged, Class C JPY hedged and Class C USD hedged;
- Class F Euro: 2.05% of the NAV of Class F;
- Class NI: 1.3% of the NAV of each of Class NI Euro and Class NI GBP hedged;
- Class NC Euro: 1.8% of the NAV of Class NC;
- Class M: 0.275% of the NAV of Class M;
- Class R: 0.275% of the NAV of Class R;
- Class G: 0.275% of the NAV of each of Class G Euro and Class G AUD Hedged;
- Class SI: 1.00% of the NAV of each of Class SI CHF Hedged, Class SI Euro, Class SI GBP Hedged and Class SI USD Hedged; and
- Class SI2: 1.35% of the NAV of Class SI2 Euro

The portion of the fees payable to the Distributor and the Consultant shall be paid quarterly and the portion of the fee payable to the Investment Manager and the Trading Advisor shall be paid monthly. The Investment Manager shall pay the fees and expenses of the Platform Advisor out of its own assets.

The Investment Manager shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

In addition, the Investment Manager shall be entitled to charge a fee of up to an amount not exceeding 0.06% of the NAV of the currency-hedged Share Classes (i.e. Classes not denominated in the Base Currency) in respect of currency hedging of their NAV.

**Consultant Fee**

In addition to the fees outlined above, the fees of the Consultant will be paid out of the assets of the Fund, subject to a maximum fee of EUR 300,000 per annum for the Company which shall be accrued on each Valuation Point and paid quarterly out of the assets of each Fund of the Company, in proportion to their respective NAV. In addition, the Consultant may share a portion of the Performance Fee payable to the Trading Advisor.

**Administrator and Depositary Fees**

The Fund shall pay to the Administrator and to the Depositary, out of its own assets for services to be provided in relation to administration and accounting, and in relation to trustee services, the following maximum fees which shall be accrued and calculated as at the relevant Valuation Point together with any VAT, if applicable, payable monthly in arrears:

<b>NAV of the Fund</b>	<b>Administration and Depositary Fee</b>
From USD0 to USD 199,999,999.99	0.18%
From USD200,000,000 to USD749,999,999.99	0.15%
From and above USD750,000,000	0.13%

subject to a minimum fee of USD225,000 per annum (the “**Minimum Fee**”). The actual amount of the Minimum Fee payable by a Fund may be obtained from the Investment Manager upon request.

The Administrator shall be further entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses properly incurred by it in respect of that Fund in the performance of its duties and responsibilities under the Administration Agreement which shall include technology costs related to internet services to be provided to the Fund, transaction costs, legal expenses, courier and telecommunication costs.

The Depositary shall also be entitled to be repaid all of its reasonable out-of-pocket expenses properly incurred by it in the performance of its duties and responsibilities under the Depositary Agreement in respect of the Fund which shall include courier costs and filing fees.

Additionally, the Depositary will charge to the Fund safekeeping charges incurred by its sub-depositaries in respect of the Fund which shall be at normal commercial rates plus transaction fees to include stamp duties, registration fees and special taxes plus the usual ad hoc administration costs.

**Transfer Agent's Fees**

The Fund shall pay to the Transfer Agent for services to be provided in relation to transfer agency and registrar services, a maximum aggregate fee of 0.025% per annum of the NAV of the Fund, accrued and calculated as at the relevant Valuation Point, together with any VAT, if applicable, payable monthly in arrears.

The Transfer Agent shall also be entitled to be repaid all of their reasonable out-of-pocket expenses properly incurred by each of them respectively, in the performance of their respective duties and responsibilities under the Transfer Agency and Agreement in respect of the Fund, which shall include courier costs and filing fees.

### **Performance Fee**

In addition, the Trading Advisor and the Consultant shall be entitled to receive a performance fee in respect of each Classes of Shares (excluding Class M Euro, Class NI Euro, Class NI GBP hedged, Class NC Euro, Class R Euro, Class I2 Euro, Class G Euro, Class G AUD Hedged and Class SI2 Euro). Accruals, for the purposes of the performance fees (the "Accruals"), are made on each Valuation Day, but shall only become due and payable, if and when applicable, on the Calculation Day.

The Performance Fee will be calculated and accrued on each Valuation Day as an expense of the relevant Share Class and will be payable in arrears, at the end of the Calculation Period. The Performance Fee shall be payable by reference to the NAV (excluding from such Net Asset Value, the Performance Fee incurred by the Fund since the last Valuation Day when a Performance Fee became payable) of each Share Class in excess of the Hurdle Rate (as defined below) and subject to that Share Class's High Water Mark (as defined below) (the "**New Net Appreciation**").

The '**Calculation Day**' for the purposes of calculating the performance fee means:

- (a) the last Business Day of the Calculation Period (as defined below);
- (b) in respect of Shares which are redeemed, the Redemption Day on which such Shares are being redeemed;
- (c) the date of termination of the Investment Management Agreement; or
- (d) such other date on which the Company or the Fund may be liquidated or cease trading.

"**Calculation Period**" shall mean the period beginning on January 1<sup>st</sup> each year and ending on 31 December each year. However, the first Calculation Period in respect of any Class of Shares will be the period commencing on the Business Day immediately following the close of the Initial Offer Period for that Class and ending on 31 December in that same year. The first value used in determining the first Performance Fee shall be the Initial Price. The performance fee for each Classes of Shares is payable annually in arrears in respect of each Calculation Period.

All Classes of Shares will not have the same NAV. The Performance Fee will be calculated as a percentage (10%) of New Net Appreciation attributable to each Share Class calculated by reference to each Share Class' High Water Mark. The New Net Appreciation of a Share Class shall be calculated and shall equal the amount, if any, by which the Net Asset Value of the relevant Share Class (prior to reduction for any accrued Performance Fee and other fund expenses) as of the end of the relevant Calculation Period exceeds the Hurdle Rate and the High Water Mark.

"**Hurdle Rate**" shall mean the higher of zero (0) or the 1 Week EURIBOR (Euro Interbank Offer Rate as

determined by the European Banking Federation).

For the purposes of the performance fee calculation, the **High Water Mark** attributable to each Class is the greater of

- (a) The highest Net Asset Value of the relevant Share Class noted as of the end of each Calculation Period since inception of the Fund adjusted for subscriptions and redemptions; or,
- (b) If no Performance Fee has ever been realised, then the Net Asset Value of the relevant Share Class at the inception of the Fund adjusted for subscriptions and redemptions.

If a redemption is made from the relevant Share Class as of a date other than 31 December, a Performance Fee (if accrued as of the date of such Redemption) shall be crystallised in respect of the Shares being redeemed. Crystallised Performance Fees shall remain in the relevant Share Class until paid and shall not be used or made available to satisfy redemptions or pay any fees and expenses of the relevant Share Class. When a redemption is made, the High Water Mark and Hurdle Amount are proportionately adjusted downwards in proportion to the change in NAV. When a subscription is made, the High Water Mark is adjusted upwards for the amount of the subscription.

If any Share Class experiences net losses after the payment of a Performance Fee in respect of such Share Class, the Trading Advisor and the Consultant will retain all Performance Fees previously paid to it in respect of such Share Class but will not receive a new Performance Fee in respect of such Share Class until additional New Net Appreciation is achieved by such Share Class.

The performance fee for all Classes of Shares will be calculated by the Administrator and verified by the Depositary.

Net realised and unrealised capital gains and net realised and unrealised capital losses will be included, for all Classes of Shares, in the performance fee calculation as at the end of a Payment Date. As a result a performance fee may be paid on unrealised gains that may subsequently never be realised.

#### Anti Dilution Levy / Duties and Charges

The Company reserves the right to impose an 'anti dilution levy' representing a provision for market spreads (the differences between the prices at which assets are valued and/or bought or sold), and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the Fund, in the event of receipt for processing of net subscriptions and/or redemptions, including subscriptions and redemptions which would be effected as a result of requests for conversion from one Fund into another Fund. Any such provision may be added to the price at which Shares will be issued in the case of net subscription requests exceeding 10% of the Net Asset Value of the Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 10% of the Net Asset Value of a Fund, including the price of Shares issued or redeemed as a result of requests for conversion. Any such anti-dilution levy shall not exceed 3% of the value of each relevant subscription or redemption transaction. The application of any provision will be subject to the overall direction and discretion of the Company.

## **22. Risk Factors**

The attention of investors is drawn to the “Risk Factors” section in the Prospectus. In addition, the following Risk Factors are specific to the Fund:

### **General**

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. They are additional to the normal risks inherent in investing in securities. In addition owing to the investment objectives and policies of the Fund, investment in the Funds may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium to high volatility. However, the Investment Manager will strive to limit the volatility of the Fund’s returns.

Investors in the Fund must recognize that, due to the inherent characteristics of the markets in which the Fund invests, directly or indirectly, the value of their investment can go down as well as up, and that they may not receive back the monies originally invested.

The liquidity in markets can vary and it may not always be possible for the Fund to disinvest or invest in any particular market.

### **No Guarantee of Profit**

No assurance may be given that the Program will provide a positive return to investors. No assurance may be either given that a fund following the trading program will not incur substantial losses.

### **Speculative Nature of the Trading Program**

The Program is speculative and involves a high degree of risk. There is no assurance that the technical and risk management techniques utilized by the Trading Advisor, as well as the investment decisions made by the Trading Advisor, will not expose an account trading the Program to risk of significant losses. In addition, the analytical techniques used by the Trading Advisor cannot provide any assurance that the trading program will not be exposed to the risk of significant trading losses if the underlying patterns of market behavior studied by the Trading Advisor and which provide the basis for its statistical models change in ways not anticipated by the Trading Advisor.

### **Investment Risk**

The Program is subject to systemic risk, which is the risk inherent to the entire market or an entire market segment and which may adversely affect the performance of an investment. The Trading Advisor cannot predict or control the general market or economic conditions, which can have a material effect on the liquidity on the market, the overall performance of the market participants and the performance of the investing strategies that the Fund seeks to follow.



## **Recession**

The Trading Advisor's investing strategies may be adversely impacted and may be significantly less likely to achieve its objectives during economic recession and/or a general slowdown in the overall economy. The Trading Advisor cannot predict whether any economic recession and/or general economic slowdown will occur, continue, remain steady or worsen and no prediction, nor can anticipation be made as to the duration of such conditions or to any structural economic changes in the near-to mid-term future. Continued and/or prolonged overall economic slowdown and recession and/or any such changes as may result could have a materially adverse effect on the performance of the Fund.

## **Market Disruptions**

The Program may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. In addition, the financing available from banks, dealers and other counterparties is typically reduced in disrupted markets. Such a reduction may result in substantial losses to the Fund. Market disruptions may cause dramatic losses for the Fund, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

## **Use of Leverage**

The Program generally uses leverage as part of its investment strategy. This generally results in the Fund's market exposure being significantly higher than its equity. The Fund may acquire leverage through investment in financial derivatives instruments. Leverage may enhance an investments return in the Fund. However, the use of leverage may expose the Fund to additional risks, including (i) greater losses from investments than would otherwise have been the case had the Fund not applied leverage, and (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions. In the event of a sudden, precipitous drop in the value of the Fund's investments, the Trading Advisor may not be able to liquidate assets quickly enough to repay its obligations, further magnifying losses.

## **Multiple Jurisdictions**

Investing in financial instruments of multiple jurisdictions involves additional risks. These include changes in exchange rates and exchange control regulations, political and social instability, terrorism, restrictions on foreign investment, changes in government policies, expropriation, imposition of foreign taxes, potentially illiquid markets and limited availability of information, higher transaction costs, foreign governmental restrictions, varying levels of government supervision (if any) of banks, exchanges, clearing houses, brokers and issuers, greater risks associated with identifying performing and credit worthy counterparties, difficulty in enforcing contractual obligations, lack of uniform legal framework for holding of assets and establishing trading, settlement, custody, pledging and reuse of assets and lack of uniform accounting, taxation and auditing standards and greater price volatility.

## **Reliance on Technical Trading Systems**

Trading decisions made by the Trading Advisor in connection with its trading methodology are based chiefly on statistical modeling techniques and technical analysis as generated by the Program. The calculations which underlie the Trading Advisor's trading system, methods and strategies involve the extensive use of computers. The Trading Advisor directs the purchase or sale of investments in accordance with computer-generated trading signals and information. The use of computers in processing information or in developing and operating a trading strategy does not assure the success of the strategy as computers merely perform a mechanical aid in processing trade information. Accordingly, no assurance is given that the computer generated trading decisions will produce profits.

### **Valuation Risk**

The Administrator may consult the Investment Manager (as deemed to be a competent person by the Directors and approved for such purpose by the Depositary) or any other competent person approved for such purpose by the Depositary, with respect to the valuation of certain investments. Whilst there is an inherent conflict of interest between the involvement of the Investment Manager or any other competent person that is an associate or delegate of the Investment Manager in determining the valuation price of each Fund's investments and the Investment Manager's or competent person's other duties and responsibilities in relation to the Funds, in engaging the services of competent persons to determine the fair value of securities the Company will direct such persons including the Investment Manager and each competent person to follow industry standard procedures and the requirements of the Central Bank for valuing unlisted investments.

### **Performance Fee Risk**

The payment of the Performance Fee as described under "Fees and Expenses - Performance Fees" to the Trading Advisor based on the performance of the Fund may provide the Trading Advisor with an incentive to cause the Fund to make more speculative investments than might otherwise be the case. The Trading Advisor will have discretion as to the timing and the terms of the Fund's transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees.

### **Investment in Cash and Money Market Instruments**

The Fund may invest in deposits with credit institutions and/or in money market instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

### **Investment in Equity and Equity-Related Securities**

The Fund, as well as the collective investment schemes in which the Fund invests, may invest in equity and equity-related securities traded on national securities exchanges and over-the-counter markets. Equity securities will be subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity and equity-related interests are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in the equity markets generally. As a result, the Fund may suffer losses if it invests in equity securities of issuers where performance falls below market expectations

or if equity markets in general decline or the Fund has not hedged against such a general decline. Futures and options on equity securities and indices are subject to all the foregoing risks, in addition to the risks particularly associated with futures and derivative contracts.

### **Hedging Transactions**

The Fund may utilise financial instruments such as futures and forward contracts both for investment purposes and to seek to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in prices of equities, currency exchange rates, interest rates and volatility. Hedging against a decline in the value of the portfolio positions does not eliminate fluctuations in the values of portfolio positions nor prevent losses if the value of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the value of those positions. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. While collective investment schemes in which the Fund invests may enter into such transactions to seek to reduce equity, currency, exchange rate and, interest rate or volatility risks, unanticipated changes in currency, interest rates and equity markets may result in a poorer overall performance of the relevant collective investment schemes and hence the Fund. For a variety of reasons, the Fund may not seek to establish (or may not otherwise obtain) a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the relevant collective investment schemes to risk of loss.

### **Derivatives Trading Risk**

Substantial risks are involved in alternative strategies. The Fund may enter into listed derivatives and OTC derivative transactions such as swaps to gain economic exposure to securities, currencies or other assets or rates.

Trading risks include both counterparty risk and the risk that the financial institution used as an intermediary or counterparty might default, notably as a result of insolvency, and risks derived from the nature of transactions themselves or market risk.

Additionally, substantial risks are involved in trading financial derivatives in which the Fund intends to trade. The value of positions in derivatives is influenced by, among other things, changing supply, and demand for underlying assets, or by trade, fiscal and monetary policies of governments, foreign exchange controls as well as national and international political and economic events. In addition, governments from time to time may intervene, directly or by regulation, in certain markets. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction. Certain of the derivatives in which the Fund may invest are interest and foreign exchange rate sensitive, which means that their value and, consequently, the net asset value, will fluctuate as interest and/or foreign exchange rates fluctuate. The Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to the Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from the Fund's expectations may produce significant losses to the Fund.

Illiquid markets may also make it difficult for the Fund, the Investment Manager or the Trading Advisor, to get an order executed at a desired price.

### **Spread and Arbitrage Trading**

Certain strategies pursued by the Program involve spread positions between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. Such positions, however, do entail a substantial risk that the price differential could change unfavorably causing a loss to the spread position. The Fund's trading operations may involve arbitraging between or among two or more financial instruments (e.g., by means of "statistical arbitrage," which depends heavily on the ability of market prices to return to a historical or predicted normal). This means, for example, that the Fund may purchase (or sell) financial instruments (i.e., on a current basis) and take offsetting positions in the same or related financial instruments. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. These offsetting positions entail substantial risk that the price differential could change unfavourably causing a loss to the position.

The arbitrage business is extremely competitive and many of the major participants in the business are large investment banking firms with substantially greater financial resources, larger research staffs and more traders than will be available to the Trading Advisor. Arbitrage activity by other larger firms may tend to narrow the spread between the price at which a financial instrument may be purchased by the Fund and the price it expects to receive upon consummation of a transaction.

### **Derivative Contracts May be Illiquid**

The Trading Advisor will endeavor to when available trade in recognized regulated markets and with listed futures and options contracts. However, it is not always possible to execute a buy or sell order in a future or option at the desired price due to a lack of liquidity in the markets. Illiquidity may be caused by intrinsic market conditions (e.g., lack of demand) or extrinsic factors (e.g., changes in monetary policies or exchange-imposed limits on daily permitted increase or decrease in the price of traded instruments). In such instances, the Trading Advisor could be prevented from promptly liquidating unfavorable positions and could thereby expose the trading program to losses.

Many futures exchanges limit daily price fluctuations in futures and options contracts, in which case no trades may be executed at a price beyond the daily limit. Once the price of a particular futures and options contract has increased or decreased its daily limit, positions in the futures and options contract can be neither initiated nor liquidated unless traders are willing to execute trades at or within the limit. Futures and options prices have occasionally hit their daily limit for several consecutive days with little or no trading. Similar occurrences in the future might prevent prompt liquidation of unfavorable positions and result in substantial losses, which could exceed the margin initially committed to such positions. Even in the absence of a limit price movement, it may occasionally not be possible to execute futures and options trades at favorable prices if little trading in contracts is taking place. It is also possible that an exchange or a regulator may suspend or limit trading in a particular contract, order immediate settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only.

### **Past Performance**

Past performance of the Trading Advisor is not necessarily indicative of future results. The trading program is based on statistical methods for determining position weights in future contracts and currencies. No assurances can be made that the Program will generate returns also in the future and that the methods of the Trading Advisor will perform also in future market conditions.

### **Risk of Correlation with the Traditional Asset Classes**

Even if the Program's performance is generally non-correlated with traditional asset classes, a risk exists that there will be unfavorable economic cycles during which the Program's results are similar to those of traditional asset classes, thereby causing the Program's performance to depend on market fluctuations and reducing or eliminating the Program's diversification benefits. There can be no assurance, however that the Fund's performance will be non-correlated with traditional asset classes. If the Fund is not able to diversify its portfolio or achieve a position that is uncorrelated with traditional asset classes, an investment in the Fund may increase rather than mitigate a portfolio's aggregate risks.

### **Concentration of Investments**

Although the Trading Advisor will endeavor to maintain a diversified portfolio, the Fund may hold a few, relatively large futures, options or currency positions in relation to the capital of an account. Consequently, a loss in any such position could result in significant losses to an account and a proportionately higher reduction in the Net Asset Value of an account than if the account's capital had been spread among a wider number of positions.

### **Offsetting Investments**

The Fund may, at times, contain economically offsetting positions. In this event, no gain may be realized with respect to such positions despite incurrence of expenses.

### **Trading Costs**

The Fund may engage in a high rate of trading activity resulting in correspondingly high brokerage costs, exchange fees, regulatory fees, clearing costs or other trading related costs being incurred. These high expenses could lower the overall investment performance of the Fund.

### **Computer Systems Failures**

The Program generates a high volume of trades that can only be processed using a fully automated trading infrastructure. The Program is thus highly dependent on the proper functioning of the IT systems and processes of the Trading Advisor, the Counterparties, any administrator, any clearing brokers, exchanges, data providers, service providers, market infrastructure etc. Computers systems failures (software errors, system errors, trade errors, etc.) and in addition such strategies are highly dependent on establishing reliable electronic communication links between the above parties.

Accordingly, any IT or communication systems failure at any of the above parties or their respective contractors could lead to errors, delays or disruptions in the trading process. Any such errors, consequential errors, delays

or inability to trade (even for a short period), could, in certain market conditions, cause an account to experience significant losses or to miss significant trading opportunities.

In addition, any IT or communication systems failure could lead to materially detrimental consequences for an account trading the Fund including holding erroneous positions, experiencing significant trading losses, failing to comply with trading limits and regulations as well as failing to comply with risk limits.

### **Changes in the Trading Advisor's Trading Models, Risk Systems and IT Systems**

The Trading Advisor has discretion to make certain changes in its trading models and risk systems without the approval of the investors in the Program (provided these changes do not result in a change to the investment objective of the Fund or a material change in investment policy of the Fund). A change in trading models or risk system involves a risk due to the difficulties in anticipating the future actual performance of such new models or risk systems. There may also be risks with implementing new information technology required to operate such new models and risk systems. There are several risks in implementing new models, risk systems, software and/or IT systems, including risks due to programming and/or technical errors. New or updated trading models, risk systems, software or IT systems may not function as anticipated. Investors may be subject to substantial losses, in the case such risks materialize.

### **Risk Management and Risk Controls**

Recent events, including the bankruptcy and other adverse financial results of major financial institutions, have focused attention upon the necessity for firms to maintain adequate risk controls and compliance procedures. Although the Trading Advisor has spent significant resources on developing its risk management procedures and systems, no assurance may be given that such systems and procedures will be adequate or that any proprietary technology implementing a risk management system will accurately measure and/or capture risks or prevent losses.

### **Tax and Regulatory Change**

The tax consequences to an investor, the ability of the Trading Advisor to make investments for an account as a foreign investor in certain markets, and the ability of the Trading Advisor to repatriate assets including any income and profit earned on assets are based on existing regulations, which are subject to change through legislative, judicial or administrative action in the various jurisdictions in which the Program may operate. The markets and instruments in which the Trading Advisor trades in the Fund are undergoing significant regulatory change in various jurisdictions. Changes in any of these regulations, incompatibility of changes between jurisdictions, restrictions on certain trading strategies, or increased licensing and reporting obligations could negatively affect the ability of the Trading Advisor to continue the Program or could adversely affect the return to investors of the Fund. In particular, high-frequency, algorithmic trading and over the counter derivatives have been the subject of increased regulatory scrutiny which could result in restrictive regulations that could adversely affect the Trading Advisor and the Fund. NO ADVICE IS BEING PROVIDED AND NO REPRESENTATIONS HAVE BEEN OR ARE BEING MADE (AND NONE SHALL BE INFERRED) BY THE TRADING ADVISOR OR ANY OF ITS AFFILIATES WITH RESPECT TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE FUND OR OF ANY INVESTMENTS OR TRANSACTIONS ENTERED INTO BY THE TRADING ADVISOR FOR THE ACCOUNT. AN INVESTOR MUST SEEK AND RELY ON THE ADVICE OF

HIS OWN TAX ADVISER BEFORE OPENING AN ACCOUNT AS TO THE POTENTIAL TAX CONSEQUENCES OF AN INVESTMENT.

### **Counterparty Risks**

The Fund may be a party to brokerage, clearing and swap agreements with the broker, executing broker or other counterparties (herein collectively "Counterparties"). The default of any Counterparty on any obligation to an account could have material adverse consequences. Some of the markets in which the Program effects its transactions are "over-the-counter" or "interdealer" markets. For example, swaps, OTC options and other custom instruments are subject to the risk of non-performance by the swap or option counterparty. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This may expose an account to the 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 a client to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where an account has concentrated its transactions with a single or small group of counterparties. In addition, an account may also be subject to the risk of the failure of any of the exchanges on which an option or futures contract trades or of the related clearinghouses.

Because the performance of forward contracts on currencies is not guaranteed by an exchange or clearinghouse, forward trading may be subject to the risk of the inability or refusal to perform with respect to such contracts on the part of the principal or agents through which the Trading Advisor may trade.

### **Conflicts of Interest**

The Trading Advisor will not be devoting its time exclusively to the management of the Fund. In addition, the Trading Advisor will perform similar or different services for other clients and may sponsor or establish other investment vehicles as well as act as an investor in other funds. The Trading Advisor, therefore, will have conflicts of interest in allocating management time, services and functions between its clients. The Trading Advisor will, however, endeavor to achieve a fair allocation of its management time, services, functions and investment opportunities between its clients.

The Trading Advisor may have conflicts of interest when allocating investment opportunities among clients. However, when making investments where a conflict of interest may arise, the Trading Advisor will endeavor to act in a fair and equitable manner amongst its clients. Specifically, when several clients of the Trading Advisor seek to purchase or sell the same futures or options, the Trading Advisor will allocate such transactions in compliance with CFTC rules. The Trading Advisor has included trade allocation functions in the design of its automated trading systems to seek to fairly allocate trades across all of its clients participating in the Program.

### **Risks of Foreign Exchange Trading**

The risk of loss in foreign exchange ("forex") trading can be substantial. You should therefore carefully consider whether such trading is suitable for you in light of your financial condition. In considering whether to trade or to authorize someone else to trade for you, you should also be aware of the following additional risks of forex trading:

- a. Forex transactions are not traded on an exchange, and those funds deposited with the counterparty for forex transactions may not receive the same protections as funds used to margin or guarantee exchange-traded futures and options contracts. If the counterparty becomes insolvent and you have a claim for amounts deposited or profits earned on transactions with the counterparty, your claim may not receive a priority. Without a priority, you are a general creditor and your claim will be paid, along with the claims of other general creditors, from any monies still available after priority claims are paid. Even customer funds that the counterparty keeps separate from its own operating funds may not be safe from the claims of other general and priority creditors.
- b. The high degree of leverage that is often obtainable in forex trading can work against you as well as for you. The use of leverage can lead to large losses as well as gains.

### **Interpretation and Changes of Law and Regulations**

The Program, the Trading Advisor, as well as the service providers of the Trading Advisor are subject to numerous laws and regulations in multiple jurisdictions that may be difficult to interpret and that may be subject to change. Any change or change in the interpretation of existing laws and regulations may have a materially adverse effect on an investment in the Program. In particular, both the US and the European Union are in the process of implementing several new regulations in relation to trading in financial instruments and derivatives which may materially impact the Fund's ability to achieve its investment objective, significantly increase costs of operating the Fund.

### **Trading for Multiple Clients**

The Trading Advisor acts as trading advisor for several different clients. While it believes that it allocates trades and opportunities in accordance with law and fairness, there may be occasions when the allocations are not pro rata or an allocation cannot be made to all clients. Further, the Trading Adviser will most likely have to aggregate the positions of all of its clients when determining the applicability of speculative position limits, which could limit the potential trading more than if the Trading Advisor only managed the Fund's portfolio.

### **Effect of Substantial Subscriptions/Redemptions**

Substantial changes in the allocation of the Fund's assets to a model could require the Trading Advisor to adjust the Fund's positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Fund.



## SUPPLEMENT 6

### InRIS CFM TRENDS

**Dated 19 February, 2019  
to the Prospectus issued for InRIS UCITS PLC**

This Supplement (which replaces the Supplement dated 24 January, 2019) contains information relating specifically to InRIS CFM TRENDS (the “**Fund**”), a sub-fund of InRIS UCITS PLC (the “**Company**”), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the “**Central Bank**”) on 19 July, 2013 as a UCITS pursuant to the UCITS Regulations.

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

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 19 February, 2019, as may be amended from time to time, (the “Prospectus”).**

The launch of various Classes within the Fund may occur at different times and therefore at the time of the launch of given Class(es), the pool of assets of the Fund to which a given Class relates may have commenced to trade. Financial information in respect of the Fund will be published from time to time, and the most recently published audited and unaudited financial information will be available to potential investors upon request following publication.

**The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.**

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

**The Fund may, at any one time, be significantly invested in financial derivative instruments. The Fund may use financial derivative instruments for investment and hedging purposes. Leverage will be generated by the Fund through the leverage generally inherent in derivative instruments. For more information on the use of derivative instruments please refer to the “Financial Instruments Derivatives” section of this Supplement.**

**The Fund may invest substantially in money market instruments and deposits with credit institutions. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of,**

or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

Investors should read and consider the section entitled “Risk Factors” in the Prospectus and Supplement before investing in the Fund.

**Profile of a Typical Investor:** A typical investor has an investment horizon of 3 to 5 years and is prepared to accept a level of volatility which is under normal market conditions expected to be lower than that of traditional market indices such as S&P 500 (as detailed further in Section 7 entitled “Investment Strategy”).

## 1. Interpretation

The expressions below shall have the following meanings:

**“Administrator”** means State Street Fund Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.

**“Business Day”** means any day, except Saturday, Sunday, or public holidays in Dublin, Luxembourg or New York or such other day or days as may be determined by the Directors and notified in advance to Shareholders.

**“Depositary”** means State Street Custodial Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.

**“Dealing Day”** Every Business Day and/or such other day or days as the Directors may from time to time determine and notify to Shareholders in advance provided that there shall be one Dealing Day per fortnight.

**“Redemption Dealing Deadline”** means for all redemption requests sent to the Transfer Agent, 11 am Irish time two (2) Business Day preceding the relevant Dealing Day.

**“Subscription Dealing Deadline”** means for all subscription documents sent to the Transfer Agent, 11 am Irish time two (2) Business Day preceding the relevant Dealing Day.

**“Trading Advisor”** means Capital Fund Management S.A. whose principal place of business is at 23 rue de l’Université, 75007, Paris, France.

**“Trading Advisory Agreement”** means the Amended and Restated Trading Advisory Agreement made between the Investment Manager and the Trading Advisor dated 18 May, 2017, as may be amended from time to time.

**“Transfer Agent”** means CACEIS Ireland Limited, whose principal place of business is at, One Custom House Plaza, IFSC, Dublin D01 C2C5, Ireland.

**“Valuation Point”** means 10 pm (Irish Time) on the relevant Valuation Day.

**“Valuation Day”** means the Business Day immediately preceding the Dealing Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

## 2. Classes of Shares

<b>Class</b>	<b>Currency of Denomination</b>
Class C CHF hedged	CHF
Class C Euro hedged	Euro
Class C JPY hedged	JPY
Class C USD	USD
Class F Euro hedged	Euro
Class I CHF hedged	CHF
Class I Euro hedged	Euro
Class I2 Euro hedged	Euro
Class I GBP hedged	GBP
Class I JPY hedged	JPY
Class I USD	USD
Class SI Euro hedged	Euro
Class SI USD	USD
Class SI2 Euro hedged	Euro
Class SI2 USD	USD
Class SSI USD	USD
Class SSI Euro hedged	Euro
Class SSI2 USD	USD
Class SSI2 Euro hedged	Euro
Class M Euro hedged	Euro
Class NC Euro hedged	Euro
Class NI CHF hedged	CHF
Class NI Euro hedged	Euro
Class NI GBP hedged	GBP
Class NI USD	USD
Class W CHF hedged	CHF
Class WD Euro hedged	Euro
Class WD GBP hedged	GBP
Class WD USD	USD

In relation to hedged Classes, it is the intention of the Investment Manager to hedge (or cause a third party FX hedging provider to hedge) the currency exposure at Class level between the denominated currency of the

relevant Class and USD (the Base Currency of the Fund). Further, where the Investment Manager acting in respect of the Fund seeks to hedge against such currency exchange fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside of the control of the Investment Manager.

The conditions in relation to the use of such hedging strategies are described in the section of the Prospectus entitled “Hedging of Currency Exchange in Relation to Some Classes of Shares”. Investors’ attention is also drawn to the risks relating to the adoption of currency hedging strategies, which are described in the section of the Prospectus entitled “Share Currency Designation Risk”.

### **3. Base Currency**

The Base Currency shall be USD.

### **4. Trading Advisor**

The Investment Manager has appointed Capital Fund Management S.A. (“**CFM**”) as Trading Advisor to manage the assets of the Fund in accordance with the investment objective and policy of the Fund.

CFM is a systematic quantitative investment firm founded in 1991, focused on quantitative trading based on in-depth research, state-of-the-art IT infrastructure and experienced risk management. CFM invests in applied scientific research and sophisticated information technology systems to extract value across global securities, futures, foreign exchange, commodities, options and derivatives markets.

CFM was initially organized as a French partnership in January 1991 and was subsequently incorporated in 1993. On 5 May 1992, CFM registered with the U.S. Commodity Futures Trading Commission (“**CFTC**”) as a Commodity Trading Advisor. On 6 July 1993, CFM registered with the Commission des Opérations de Bourse (the predecessor to the Autorité des Marchés Financiers (“**AMF**”)) as a portfolio manager under MiFID. CFM’s MiFID licence was revoked by the AMF on 17 October, 2017. CFM is now authorized by the AMF as a UCITS management company under the UCITS Directive. On 7 April 2003, it registered with the U.S. Securities and Exchange Commission (“**SEC**”) as an investment advisor and on 1 January 2013, CFM registered with the CFTC as a Commodity Pool Operator. If applicable, CFM will treat the Fund as a 4.7 exempt pool for the purpose of the CFTC rules. As of July, 2017, CFM was trading a notional amount of US\$8.4 billion on behalf of clients. Headquartered in Paris, CFM has subsidiaries in London, New York and Tokyo.

### **5. Investment Objective**

The investment objective of the Fund is to achieve long-term capital appreciation through trading strategies that seek to have a return profile different from that of traditional asset classes such as stocks and bonds.

### **6. Investment Policy**

In seeking to achieve the Fund’s investment objective, the Fund will primarily trade financial derivative instruments (“**FDIs**”) (Equity Index Futures, Fixed Income Futures, Interest Rate Futures, Interest Rate Swaps, Currency Futures, Currency Forwards, Currency Swaps, Futures on Volatility Indices, Credit Default Swap

Indices and Total Return Swaps on Equity Indices) to gain exposure to a diversified portfolio of global fixed income securities (including government bonds and notes), global interest rates, global currencies, global stock indices, global volatility indices and global credit, as further detailed below. The Fund will therefore be significantly invested in FDIs for investment and hedging purposes at any one time. For hedging purposes the Fund may use FDIs to seek to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates and market interest rates, as further described in the section below entitled “Financial Derivative Instruments”.

The Fund may also invest in other collective investment schemes and ancillary liquid assets, as further detailed below. The Fund may invest up to 100% of its NAV in fixed and/or floating rate government bonds (which are considered investment grade or above as rated by the principal rating agencies).

There is no geographic or industry limitation to the investment universe and investment may be made in emerging markets (under normal market conditions investment in emerging markets will be less than 15% of net assets) and the Fund will not invest more than 20% of its NAV in emerging markets.

It is expected that the total gross long positions will not exceed 5,000% of the Net Asset Value of the Fund and the total gross short positions will not exceed 5,000% of the Net Asset Value of the Fund. However, the total gross long positions and the total gross short positions may exceed or fall below these percentages depending on changes directed by the Program (as defined below).

The securities to which the Fund will have exposure will be listed or traded on a Recognised Exchange (subject to a 10% limit in unlisted securities).

## **7. Investment Strategy**

The Fund is a quantitative trading fund, meaning that the Fund selects assets based on mathematical formulas which are systematic in nature (i.e. trading decisions are made automatically as determined by the mathematical formulas). The Fund aims to achieve its investment objective by investing according to the CFM Institutional Systematic Trends program (the “**Program**”) designed and owned by CFM and adapted to conform with UCITS rules (for example, by way of exclusion of commodities exposures, unauthorised instruments, modification of leverage or counterparty exposures). The Program will deploy its strategy by investing in FDIs.

The investment universe shall consist of some or all of the financial instruments and asset classes set out in the section entitled “Investment Policy” above. The Program, under the oversight of the Trading Advisor, trades the financial markets on a global basis focusing on developed markets which provide sufficient liquidity.

The Program applies proprietary algorithms that seek to predict the future prices and risks of financial instruments and will typically be applied to one or more asset classes or a subset of an asset class described below. For each instrument traded, the Program uses various inputs including market data such as price and volatility, fundamental data such as company financial information, macro economic data, to assess whether the price of an instrument is likely to rise or fall. These assessments are made within global equity, currency, fixed income, interest rate, volatility and credit markets. The opportunities identified by the Program are evaluated in the light of trading cost and risk and may result in the Program taking either directional or spread positions (relative value trade where a long and short positions in instruments are used to generate a profit on

convergence or divergence) in the instruments described herein and the holding period of positions taken will vary.

The Program is developed, tested and validated using CFM's proprietary tools. In production, the Program is continuously fed with price and fundamental data that is collected electronically, checked for consistency and pre-processed for standardisation. The Program processes the data and generates automated signals proposing a risk exposure relative to each traded instrument. Based on the trading signals and risk constraints, an optimal portfolio is determined. The optimal portfolio is compared by the Trading Advisor at regular intervals with the portfolio held by the Fund, generating orders when differences exceed tolerances. At any time, the optimal portfolio determined by the Program may differ from the portfolio of investments of the Fund. This difference can be caused by the fact that trading costs are not justified based on the perceived benefit of achieving the optimal portfolio, by the time required to complete the appropriate trades or as a result of minimum volume requirement to effect the relevant trades. The optimum position in each instrument is periodically re-assessed by the Program. The portfolio construction mechanism seeks to minimize risk and deliver an acceptable level of volatility, which is expected to be lower than that of traditional market indices such as S&P 500. Trades are executed using proprietary execution algorithms that factor in the cost of trading (i.e.) when trading costs are outweighed by the expected benefits of modifying the portfolio as identified by the Program. The trading activity is generally conducted electronically, using the Trading Advisor's proprietary execution platform but the Trading Advisor may also at times, complement or overrule trades (for example, when the specifications of a traded instruments in the portfolio of investments of the Fund change, when the credit risk of a counterparty change or when a political risk is not picked up with the data or algorithms used by the Program).

As the use of derivatives is an important part of the approach of the Fund, the Fund may at any one time have significant cash balances to invest. Such cash balances may be invested in money market funds and money market instruments, including, but not limited to, certificates of deposit, fixed or floating rate notes and fixed or variable rate commercial paper (which are considered investment grade or above as rated by the principal rating agencies) and in cash deposits denominated in such currency or currencies as the Investment Manager may determine. The Fund's assets may also be invested in sight, term and time deposits of banks (which are considered investment grade or above by the principal rating agencies). The residual maturity of each investment described in this paragraph may not exceed one year. Such investment is made in order to manage the cash held by the Fund which is required for investment in derivatives outlined above. For example, investing in long and short equity swaps in equal measure may leave a cash balance which should be invested for there not to be any drag on the performance of the Fund. It is for this purpose that the instruments discussed in this paragraph will be used.

Though investment in money market funds and money market instruments is not a primary investment focus of the Fund, the Fund may at times be invested in money market funds and money market instruments in order to manage the cash held by the Fund. Investments in money market funds (which are classified as collective investment schemes) shall be subject to the limits set out in the section below entitled "Investments in Collective Investment Schemes".

The Program includes directional components (i.e. trades speculating on the direction of the market), where the Program suggests a view on the direction of a certain market risk element, as well as relative value components

(i.e. trades speculating on convergence or divergence between instruments), where the Program suggests a view on the relationship between two or more market risk elements.

### Description of the Program

#### **Long-Term Trend Following**

The Program implements a Long-Term Trend Following model that seeks to extract profits from long-term trends. The strategy takes exposures in futures and other derivatives on benchmark indicators, such as futures on bonds, short-term interest rates, stock indices, currencies and global volatility indices as well as through foreign currency forwards, interest rate swaps and credit default swap indices. The Program will only invest in FDIs (as described in section 11): Equity Index Futures, Fixed Income Futures, Interest Rate Futures, Interest Rate Swaps, Currency Futures, Currency Forwards, Currency Swaps, Futures on Volatility Indices, Credit Default Swap Indices and Total Return Swaps on Equity Indices. The portfolio is exposed to the financial markets on a global basis focusing on markets that provide sufficient liquidity. The liquidity of markets is determined by the Program by assessing volumes and bid and ask spreads of each financial instrument. The bid and ask spread is the difference between the bid price for a financial instrument and its ask (or offer) price. The bid and ask spread represents the difference between the highest price that a buyer is willing to pay (bid) for a financial instrument and the lowest price that a seller is willing to accept for it (ask). The Program is based on price and econometric data and is statistical and systematic in nature. A range of technical and/or market specific systems that seek to profit from long-term trends in financial markets are employed within the Program.

#### **8. Efficient Portfolio Management**

Where considered appropriate, the Fund may utilise techniques and instruments for efficient portfolio management (e.g. to protect against exchange risks), within the conditions and limits laid down by the Central Bank from time to time. Such techniques and instruments include spot transactions and forward foreign currency exchange contracts.

Efficient portfolio management transactions relating to the assets of the Fund may be entered into with one of the following aims: (a) a reduction of risk (including currency exposure risk); (b) a reduction of cost (with no increase or minimal increase in risk); and (c) generation of additional capital or income for the Fund with a level of risk consistent with the risk profile of the Fund and the diversification requirements in accordance with the UCITS Regulations and the Central Bank UCITS Regulations and as disclosed in Appendix I to the Prospectus.

Notwithstanding the foregoing, efficient portfolio management will be used primarily for currency hedging purposes and forward foreign currency exchange contracts may be used for such purposes. The Fund may also use forward foreign currency exchange contracts to alter the currency characteristics of financial instruments held by the Fund where the Fund considers it appropriate to retain the exposure of a particular financial instrument but wishes to obtain a currency exposure consistent with the Fund's investment objective and policy. Because the currency of the assets held by the Fund may not correspond with the currencies of the obligations of the Fund, performance may be influenced by movements in foreign exchange rates.

The Fund may enter into forward currency contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. As noted above, the Fund may enter into these contracts to hedge against

changes in currency exchange rates arising as a result of the fluctuation between the denominated currency of the Fund and the currencies in which the Fund's investments are denominated. The 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.

In order to reduce currency risk, the Fund may also employ spot foreign exchange transactions to purchase or sell a specific amount of a currency in return for an alternative currency at the prevailing market exchange rate and for which delivery will typically occur within two days of the trade date (t+2).

## **9. Investments in Collective Investment Schemes**

As set out above, the Fund may invest in collective investment schemes for cash management purposes. Investment in collective investment schemes will be in accordance with the Central Banks' requirements. Investment in collective investment schemes shall not exceed 10% of the Net Asset Value of the Fund.

## **10. Total Return Swaps and Securities Financing Transactions**

As noted above, the Fund may enter into securities financing transaction such as total return swaps.

All types of assets which may be held by the Fund in accordance with its investment objectives and policies may be subject to a total return swap.

The maximum proportion of the Fund's assets which can be subject to total return swaps is 100% of the Net Asset Value of the Fund.

The expected proportion of the Fund's assets which will be subject to total return swaps is below 10% of the Net Asset Value of the Fund's assets. The proportion of the Fund's assets which are subject to total return swaps at any given time will depend on prevailing market conditions and the value of the relevant investments. The amount of assets engaged in total return swaps, expressed as an absolute amount and as a proportion of the Fund's assets, as well as other relevant information relating to the use of total return swaps shall be disclosed in the annual report and semi-annual report of the Company.

For the purposes of the above, a total return swap is any OTC derivative contract in which one counterparty transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty.

Further information relating to securities financing transactions and total return swaps is set out in the Prospectus at Section 1 – "*The Company*", sub-sections entitled "*Securities Financing Transactions*" and "*Investment in Financial Derivative Instruments – Total Return Swaps*".

There is no current intention for the Fund to engage in securities financing transactions within the meaning of the SFT Regulations.



## 11. Financial Derivative Instruments

As described in the sections above entitled “Investment Policy” and “Efficient Portfolio Management”, the Fund invests in FDIs for investment and hedging purposes. It is anticipated that the Fund will be able to have a long or short exposure to equity, fixed income, interest rate and currency underlyings through the use of some or all of the below FDIs. Short positions shall only be taken synthetically through the use of FDI.

Depending on market conditions, the Fund may invest in all the FDIs listed below or may select one or more FDIs to invest in from the list below as determined by the Program and at the discretion of the Trading Advisor. The FDIs used by the Fund will consist, as described above and further detailed below, of equity index futures, fixed income futures, interest rates futures, interest rate swaps, currency futures, currency forwards and currency swaps.

*Equity Index Futures:* The Trading Advisor may enter into equity index futures as a means of gaining long or short exposure to equity indices. It may also enter into equity index futures to hedge the underlying equity exposure of the Fund.

*Equity Indices Total Return Swaps:* The Trading Advisor may enter into equity indices total return swaps as a means of gaining long or short exposure to movements in equities. It may also enter into equity indices total return swaps to hedge the equity exposure of the Fund.

*Fixed Income Futures and Interest Rate Futures:* The Trading Advisor may enter into fixed income futures and interest rate futures as a means of gaining long or short exposure to bonds, interest rates or notes (which do not embed derivatives) . Notes differ from bonds only based on term (i.e. Notes may have a term of less or more than ten (10) years). It may also enter into fixed income futures and interest rate futures to hedge the fixed income instruments or interest rates exposure of the Fund.

*Interest Rate Swaps:* The Trading Advisor may enter into interest rate swaps as a means of gaining long or short exposure to movements of interest rates. The Trading Advisor may also employ interest rate swaps for the purpose of hedging the interest rate exposure of the Fund.

*Currency Futures and Currency Forwards:* The Trading Advisor may employ currency futures and currency forwards as a means of gaining long or short exposure to foreign exchange rate movements. The Trading Advisor may also employ currency futures or currency forwards for the purpose of hedging the foreign exchange exposure of Fund.

*Currency Swaps:* The Trading Advisor may enter into currency swaps as a means of gaining long or short exposure to foreign exchange movements. It may also enter into currency swaps for the purpose of hedging the foreign exchange exposure of the Fund.

*Credit Default Swap Indices:* Credit default swap indices are indices that track the credit default swap market and are comprised of a basket of credit default swaps. Indices which the Fund may gain exposure to through credit default swap indices are listed below. Credit default swap indices are standardised, centrally cleared derivatives contracts, that may be bought and sold over swaps execution facilities or over the counter through the executing brokers of the Fund. The Trading Advisor may enter into trades in credit default swap

indices as a means of gaining long or short exposure to movements in credit risk. It may also enter into trades in credit default swap indices for the purpose of hedging the credit risk exposure of the Fund.

*Futures on Volatility Indices:* The Trading Advisor may enter into futures on volatility as a means of gaining long or short exposure to movements in volatilities. It may also enter into futures on volatility for the purpose of hedging the volatility exposure of the Fund.

*Swaps and Total Return Swaps:* A swap is a derivatives contract where two parties exchange sequences of cash flows from a specific instruments for a set period of time. Swaps are tailored and negotiated over-the-counter or on a bilateral basis with counterparties and therefore are traded over-the-counter. A total return swap is when the economic performance of a single security, a basket of securities or an index over a specific period of time is obtained by the Fund in exchange for a physical cash payment between the Fund and the counterparty.

The Trading Advisor may from time to time enter into swap agreements which reference listed equity, debt securities, indices and interest rates, including the use of total return swaps. Indices which the Fund may gain exposure to, through the use of total return swaps, are listed below. The use and exposure to total return swaps will be subject to the UCITS Regulations and as disclosed in Appendix I to the Prospectus. Swaps are used in this strategy to gain long or short exposure to indices (listed below), collective investment schemes, debt securities of single companies and baskets of equity securities, as a means of implementing the Fund's investment policy and strategy. Swaps may also be used to hedge against changes in the values of securities held by the Fund or markets to which the Fund is exposed.

*Indices:* The Fund, through the use of equity index futures, may gain exposure to indices such as, the S&P500, the FTSE 100, the FTSE 250, the NASDAQ, the EuroStoxx, the S&P/ASX 200, the DAX, the Hang Seng, the KOSPI 200, the NSDAQ 100, the MSCI Taiwan, the SMI and the Nikkei 225 indices. Indices to which the Fund may gain exposure shall comply with UCITS Regulations, Central Bank UCITS Regulations and the ESMA Guidance on ETFs and other UCITS issues. The Fund will generally gain exposure to such indices both for hedging and for speculative purposes, to access various markets and sectors.

The S&P500 is widely regarded as a gauge of large capitalization US equities and includes 500 companies, capturing 80% of available market capitalization. Information on this index may be found at <http://www.spindices.com/indices/equity/sp-500>.

The FTSE 100 comprises the 100 most highly capitalised blue chip companies listed on London Stock Exchange. It is used extensively as a basis for investment products, such as derivatives and exchange-traded funds. The FTSE 250 comprises mid-capitalised companies not covered by the FTSE 100, and represents approximately 15% of UK market capitalisation. Information on these indices may be found at [http://www.ftse.com/Indices/UK\\_Indices/index.jsp](http://www.ftse.com/Indices/UK_Indices/index.jsp).

The NASDAQ is the second largest stock exchange by market capitalization in the world. More information can be found on this index at <http://www.nasdaq.com>.

The Eurostoxx is Europe's blue-chip index for the Eurozone, providing a Blue-chip representation of sector leaders in the European Union. Additional information on this index may be found at <http://www.stoxx.com>.

The S&P/ASX 200 is the primary investment benchmark for the Australian stock market and contains the top 200 S&P/ASX listed companies by way of float-adjusted market capitalisation. The high percentage of market representation gives the index a dual function: To provide an accurate benchmark for the stock market as a whole and give institutional investors a highly liquid and tradable index. Additional information on this index may be found at <http://www.asx.com.au/products/sp-asx200-vix-index.htm>.

The DAX Index tracks the largest and most important companies (blue chip) on the German equities markets. It is comprised of the 30 largest and most liquid companies on the Frankfurt Stock Index in the prime standard segment. The index represents around 80% of the aggregated prime standard's market capitalization. Additional information on this index may be found at <http://dax-indices.com/EN/MediaLibrary/Document/Factsheet%20DAX%20USD.pdf>.

The Hang Seng Index (HSI) is a free-float capitalization-weighted index of a selection of companies from the Stock Exchange of Hong Kong. The components of the index are divided into four sub-indices: Commerce and Industry, Finance, Utilities, and Properties. Additional information on this index may be found at [http://www.hsi.com.hk/HSI-Net/static/revamp/contents/en/dl\\_centre/factsheets/FS\\_HSIe.pdf](http://www.hsi.com.hk/HSI-Net/static/revamp/contents/en/dl_centre/factsheets/FS_HSIe.pdf).

The KOSPI 200 Index is a capitalization-weighted index of 200 Korean stocks which make up 93% of the total market value of the Korea Stock Exchange. Additional information on this index may be found at [https://eng.krx.co.kr/m1/m1\\_4/m1\\_4\\_2/m1\\_4\\_2\\_2/UHPENG01004\\_02\\_02\\_01.html](https://eng.krx.co.kr/m1/m1_4/m1_4_2/m1_4_2_2/UHPENG01004_02_02_01.html).

The MSCI Taiwan is a free-float adjusted market capitalization weighted index that is designed to track the equity market performance of Taiwanese securities listed on Taiwan Stock Exchange and GreTai Securities Market. Additional information on this index may be found at [https://www.msci.com/resources/factsheets/index\\_fact\\_sheet/msci-taiwan-index.pdf](https://www.msci.com/resources/factsheets/index_fact_sheet/msci-taiwan-index.pdf).

The SMI is a blue chip index which is comprised of the 20 largest Swiss stocks. The SMI represents about 85% of the total capitalisation of the Swiss equity market. It is a free-float-adjusted index. Additional information on this index may be found at [http://www.six-swiss-exchange.com/indices/data\\_centre/shares/smi\\_en.html](http://www.six-swiss-exchange.com/indices/data_centre/shares/smi_en.html).

The Nikkei 225 index is a price-weighted equity index, which is comprised of 225 stocks selected from domestic common stocks in the first section of the Tokyo Stock Exchange. Additional information on this index may be found at [http://indexes.nikkei.co.jp/nkave/archives/file/nikkei\\_stock\\_average\\_factsheet\\_en.pdf](http://indexes.nikkei.co.jp/nkave/archives/file/nikkei_stock_average_factsheet_en.pdf).

It is not possible to list comprehensively all the actual indices to which exposure may be taken, as they will change from time to time, but the annual accounts of the Company will include details of the indices to which exposures are taken during the relevant period. Shareholders may also obtain information on the actual indices to which exposure may be taken upon request from the Investment Manager.

Counterparties to OTC FDIs that the Fund may enter into will be counterparties authorised in accordance with the process set forth in the section of the Prospectus entitled "Investment in Financial Derivative Instruments". The Fund will only enter into OTC FDIs on behalf of the Fund with counterparties which are subject to prudential supervision and are within categories approved by the Central Bank or otherwise provided for in the Prospectus. It is not possible to comprehensively list in this Supplement all of the counterparties as they may change from

time to time. Counterparties would typically be required to be leading institutions in the particular type of OTC FDI and have good credit worthiness based on financial ratios credit spread, rating, stock performance, etc. The credit risk attributable to such counterparties is monitored by the Investment Manager in order to perceive any material degradation and to ensure that, when possible, relevant actions are taken in a timely manner. Since the underlying assets will either be single stocks, baskets of stocks, market indices, fixed income securities, interest rates or currencies, the counterparty to any OTC FDI will not have any discretion over the composition or the management of the Fund.

The global exposure of the Fund, including FDIs, is calculated by an absolute VaR approach. The use of exchange-traded and OTC derivatives forms an important part of the investment policy of the Fund and will result in the Fund being leveraged. Market risk exposure is monitored through the use of absolute VaR. The market risks generated by the Fund through the use of instruments will be measured through the use of a Value at Risk ("VaR") measure. Absolute VaR is measured over a holding period (of 20 days) and should not be greater than 20% of the Net Asset Value of the Fund. The VaR will be calculated using a one-tailed 99% confidence level. Leverage will be generated by the Fund through the leverage that is inherent in the FDIs and shall be calculated as the sum of the notional amounts of the FDIs used. Under normal market conditions, the Fund is expected to employ leverage of approximately 5,000% of Net Asset Value of the Fund over most periods of time, which includes the leverage that shall be created via exposure to FDIs on the indices listed above. However the Fund may exceed or fall below this level at times. The expected level of leverage may be exceeded in times of rising volatility in the markets where the Trading Advisor may increase (or decrease) its use of FDIs (from the list of FDIs set out above) or vary its exposure to any such FDIs to hedge specific risks within the portfolio, resulting in an increase (or decrease) in the volume of FDIs used and a higher (or lower) leverage. The Trading Advisor may also increase (or decrease) its use of FDIs in order to capture temporary opportunities in the market, which may also lead to a temporary increase (or decrease) in the leverage of the Fund. The use of certain strategies such as short dated interest rate strategies may result in a significant contribution to the sum of the notional calculation so the use of such strategies will contribute more heavily to the sum of the notional calculation even though the underlying economic and market risk arising from these strategies exposure may be low in comparison to the size of the portfolio. Such strategies may be used, for instance, to protect the Fund against extreme stressed credit conditions or to take opportunities in line with the Fund's investment objective.

**The use of derivatives entails certain risks to the Fund including those set out under "Risk Factors" in this Supplement.** Investors are also encouraged to read the section of the Prospectus entitled "Financial Derivative Instrument" which describes the types of derivatives which the Company may use, the purposes of their intended use and their effect.

## **12. Collateral Management Policy**

The collateral management policy employed by the Investment Manager in respect of the collateral requirements arising from FDI transactions provides that cash and non-cash will be permitted collateral for such transactions. The level of collateral required in respect of each financial derivative transaction varies in accordance with each FDI's perceived risk profile, its liquidating value as well as the Fund's perceived risk profile. Collateral payments are generally claimed whenever such collateral amount reaches USD 250,000 or more. Please refer to the section of the Prospectus entitled "*The Company*", sub-paragraph "*Collateral Management*" for additional details of the collateral management policy applicable to the Fund.

### 13. Risk Management Process

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

### 14. Offer

#### *Initial Offer*

The Initial Offer Period in respect of Class C Euro hedged, Class I Euro hedged, Class M Euro hedged, Class WD Euro hedged, Class WD GBP hedged, Class WD USD and Class NI Euro hedged has now closed.

The Initial Offer Period (as defined below) for all other Classes (excluding Class SSI USD, Class SSI Euro Hedged, Class SSI2 USD and Class SSI2 Euro Hedged) will start from 8:00am (Irish time) on 5 December, 2016 to (a) 11:00am (Irish time) on 20 August, 2019, and/or (b) the Closing Date (as defined below), whichever occurs first (the “**Initial Offer Period**”) at the initial price set out below (plus any applicable duties or charges) and subject to acceptance of applications for the Classes of Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period.

The Initial Offer Period for Class SSI USD, Class SSI Euro Hedged, Class SSI2 USD and Class SSI2 Euro Hedged will start from 8:00am (Irish time) on 25 January, 2019 to (a) 11:00am (Irish time) on 24 July, 2019, and/or (b) the Closing Date (as defined below), whichever occurs first at the initial price set out below (plus any applicable duties or charges) and subject to acceptance of applications for the Classes of Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period.

The Closing Date means the date on which the Minimum Class Size is received in respect of the relevant Class. Investors should note that if the Minimum Class Size is not received before the close of the Initial Offer Period, the Directors may in their sole discretion return subscription proceeds to investors.

#### *Closure of Classes*

The Directors may close some or all of the Classes in the Fund to subscriptions from existing and/or new Shareholders. The Directors may subsequently re-open some or all of the Classes in the Fund to further subscriptions from existing and/or new Shareholders at their discretion and the process of closing and potentially, re-opening the Classes may be repeated thereafter as the Directors may determine from time to time.

Shareholders may ascertain the closed or open status of the Classes of the Fund and if those Classes are open to existing and/or new Shareholders by contacting the Transfer Agent. Closing the Fund to new subscriptions

will not affect the redemption rights of Shareholders and Shareholders will be permitted to convert into other Classes as outlined in the Prospectus of the Company.

*Initial Offer Price*

<b>Class</b>	<b>Initial Offer Price</b>
Class C CHF hedged	CHF 100
Class C JPY hedged	JPY 10,000
Class C USD	USD 100
Class F Euro hedged	EUR 100
Class I2 Euro hedged	EUR 100
Class I CHF hedged	CHF 100
Class I GBP hedged	GBP 100
Class I JPY hedged	JPY 10,000
Class I USD	USD 100
Class SI Euro hedged	EUR 100
Class SI USD	USD 100
Class SI2 Euro hedged	EUR 100
Class SI2 USD	USD 100
Class SSI USD	USD 100
Class SSI Euro hedged	Euro 100
Class SSI2 USD	USD 100
Class SSI2 Euro hedged	Euro 100
Class NC Euro hedged	EUR 100
Class NI CHF hedged	CHF 100
Class NI GBP hedged	GBP 100
Class NI USD	USD 100
Class W CHF hedged	CHF 100

The Initial Offer Period may be extended or shortened by the Directors. The Central Bank will be notified in advance of any such extension if subscriptions for Shares have been received during the Initial Offer Period and otherwise on a yearly basis.

*Subsequent Offer*

After closing of the Initial Offer Period, the Classes of Shares of the Fund will be issued at their Net Asset Value per Share (plus any applicable duties or charges).

*Share Class Restrictions*

Class F Shares are available to all investors but are more specifically designed for the Distributor's partners and asset management companies.

Class C Shares are available to all investors but are more specifically designed for investors in relation to which the Distributor or its delegates have acted.

Class I Shares and Class I2 Shares are available to all investors but are more specifically designed for institutional investors and collective investment schemes.

Class SI Shares and Class SI2 Shares are available to all investors but are more specifically designed for institutional investors. Class SI Shares and Class SI2 Shares are offered in the following currencies: Euro and USD.

Class SSI Shares and Class SSI2 Shares are available to all investors but are more specifically designed for institutional investors. Class SSI Shares and Class SSI2 Shares are offered in the following currencies: Euro and USD.

Class NI and NC Shares are only available during the first twelve (12) months after the first issuance of Shares in the Fund or up to a maximum aggregate amount of subscriptions in both class NI and NC Shares of USD100M, whichever occurs first, thereafter Class NI and Class NC Shares will be closed to further subscriptions.

Class M Shares are restricted to the Trading Advisor, its partners and employees, affiliates and the partners and employees of its affiliates as well as any fund organised for the purposes of a company savings plan for the benefit of the partners and employees of such entities and to partners, officers and employees of the Distributor and its affiliates, including funds organised for the purposes of the company savings plan. Class M Shares are only available up to a maximum net amount of subscriptions of USD100M, thereafter Class M Shares will be closed to further subscriptions.

Class W and WD Shares are restricted to an affiliate of the Distributor (which may invest through different nominee accounts).

## 15. Minimum Subscription

The Directors are entitled to impose minimum subscription requirements in respect of each Class of Shares. To date the minimum subscription restrictions in respect of each Class of Shares are as follows:

<b>Class of Shares</b>	<b>Minimum Holding for existing Shareholders as of 2 January, 2018</b>	<b>Minimum Subscription (Inclusive of Sales Charge) and Minimum Holding</b>	<b>Minimum Amount for Subsequent Subscriptions</b>
Class C CHF hedged	One share	One share	None
Class C Euro hedged	EUR 5,000	EUR 5,000	None
Class C JPY hedged	One share	One share	None
Class C USD	One share	One share	None
Class F Euro hedged	One share	One share	None

Class I CHF hedged	CHF 500,000	CHF 2,000,000	None
Class I Euro hedged	EUR 500,000	EUR 2,000,000	None
Class I2 Euro hedged	N.A.	EUR 2,000,000	None
Class I GBP hedged	GBP 500,000	GBP 2,000,000	None
Class I JPY hedged	JPY 50,000,000	JPY 200,000,000	None
Class I USD	USD 500,000	USD 2,000,000	None
Class SI Euro hedged	N.A.	EUR 25,000,000	None
Class SI USD	N.A.	USD 25,000,000	None
Class SI2 Euro hedged	N.A.	EUR 25,000,000	None
Class SI2 USD	N.A.	USD 25,000,000	None
Class SSI USD	N.A.	USD 125,000,000	None
Class SSI Euro hedged	N.A.	EUR 125,000,000	None
Class SSI2 USD	N.A.	USD 125,000,000	None
Class SSI2 Euro hedged	N.A.	EUR 125,000,000	None
Class M Euro hedged	One share	One share	None
Class NC Euro hedged	EUR 5,000	EUR 5,000	None
Class NI CHF hedged	CHF 500,000	CHF 2,000,000	None
Class NI Euro hedged	EUR 500,000	EUR 2,000,000	None
Class NI GBP hedged	GBP 500,000	GBP 2,000,000	None
Class NI USD	USD 500,000	USD 2,000,000	None
Class W CHF hedged	CHF 50,000,000	CHF 50,000,000	None
Class WD Euro hedged	EUR 50,000,000	EUR 50,000,000	None
Class WD GBP hedged	GBP 50,000,000	GBP 50,000,000	None
Class WD USD	USD 50,000,000	USD 50,000,000	None

The Directors have the right in their discretion to waive or reduce the Minimum Subscription, Minimum Holding and Minimum Amount for Subsequent Subscriptions restrictions outlined in the table above (if any) at any time, provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

These minimum subscription requirements are in addition to Minimum Class Size requirements, as follows:

<b>Class of Shares</b>	<b>Minimum Class Size</b>
Class C CHF hedged	CHF 2,000,000
Class C Euro hedged	Euro 2,000,000
Class C JPY hedged	JPY 2,000,000
Class C USD	USD 2,000,000
Class F Euro hedged	Euro 2,000,000
Class I CHF hedged	CHF 2,000,000
Class I Euro hedged	Euro 2,000,000
Class I2 Euro hedged	Euro 2,000,000
Class I GBP hedged	GBP 2,000,000
Class I JPY hedged	JPY 200,000,000
Class I USD	USD 2,000,000



Class SI Euro hedged	Euro 2,000,000
Class SI USD	USD 2,000,000
Class SI2 Euro hedged	Euro 2,000,000
Class SI2 USD	USD 2,000,000
Class SSI USD	USD 2,000,000
Class SSI Euro hedged	Euro 2,000,000
Class SSI2 USD	USD 2,000,000
Class SSI2 Euro hedged	Euro 2,000,000
Class M Euro hedged	Euro 100,000
Class NC Euro hedged	Euro 2,000,000
Class NI CHF hedged	CHF 2,000,000
Class NI Euro hedged	Euro 2,000,000
Class NI GBP hedged	GBP 2,000,000
Class NI USD	USD 2,000,000
Class W CHF hedged	CHF 2,000,000
Class WD Euro hedged	Euro 2,000,000
Class WD GBP hedged	GBP 2,000,000
Class WD USD	USD 2,000,000

The Minimum Class Size requirements, as described above, may be varied by the Directors at their discretion, provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

## 16. Application for Shares

Applications in respect of the Fund received by the Transfer Agent prior to the Subscription Dealing Deadline before the relevant Dealing Day will be dealt with on that Dealing Day. If any application is received after the Dealing Deadline, it will be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. The Directors may, at their discretion, resolve to accept applications received after the Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

Initial applications should be made by sending an original signed Application Form to the the Transfer Agent but may, if the Company so determines, be made by telefax subject to prompt transmission to the Transfer Agent of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Transfer Agent.

No redemptions will be paid until the original Application Form and such other papers as may be required by the Transfer Agent have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made to the Transfer Agent by telefax or such other means as may be permitted by the Directors and agreed with the Transfer Agent in accordance with the requirements of the Central Bank, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Transfer Agent. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount.

For further information on the application procedure Investors' attention is drawn to the Section of the Prospectus entitled "The Shares" and the sub-section therein entitled "Application Procedure" which outlines further information on the application procedure to be followed.

### **Fractions**

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than 0.001 of a Share.

Subscription monies, representing less than 0.001 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

### **Method of Payment**

Subscription payments net of all bank charges should be paid by SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the currency of denomination of the relevant Class. The Company will not accept applications for Shares in currencies other than the currency of denomination of the relevant Class in which the applicant has elected to apply for Shares.

### **Timing of Payment**

Payment in respect of subscriptions must be received in cleared funds by the Transfer Agent no later than the two (2) Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Company or its delegate may cancel the subscription. The Company reserves the right to cancel, or to instruct its delegate to cancel, without notice any contract for which payment has not been received by the settlement date and to recover any losses incurred. The Company may charge the applicant or, if the applicant is a Shareholder, redeem or sell all or part of his holding of Shares and use the proceeds thereof to satisfy and make good any loss, cost, expense or fees suffered by the Company as a result of non-receipt of such funds. In addition, settlement is conditional upon all the appropriate documentation being received by the Company or its delegate prior to the Dealing Deadline in the required format with all details correct and with valid authorization. Investors are invited to carefully review the risk factor entitled "Non-Payment of Subscription Monies", under the section "Risk Factors" of the Prospectus.

### **Confirmation of Ownership**

Written confirmation of each purchase of Shares will normally be sent to Shareholders within 2 Business Days of the relevant Dealing Day. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued.

## **17. Redemption of Shares**

### **Redemption of Shares**

Shareholders may redeem their Shares on any Dealing Day at the Net Asset Value per Share on the relevant Dealing Day (less any applicable duties or charges) (save during any period when the calculation of Net Asset Value is suspended). Redemption requests for Shares received by the Transfer Agent before the Redemption Dealing Deadline will be dealt with on that Dealing Day. Redemption requests received after the Redemption Dealing Deadline will, at the discretion of the Directors, be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. Investors' attention is drawn to the Section of the Prospectus entitled "The Shares" and the sub-section therein entitled "Redemption of Shares" which outlines further information on the redemption procedure to be followed. The Directors may, at their discretion, resolve to accept redemption requests received after the Redemption Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

The redemption price per Share shall be the Net Asset Value per Share.

### **Method of Payment**

Redemption payments will be made to the bank account detailed on the Application Form or as subsequently notified to the Transfer Agent in writing. Redemption payments following processing of instructions received by telefax will only be made to the account of record of a Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the currency of denomination of the Class from which the Shareholder has redeemed Shares.

### **Timing of Payment**

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days of the relevant Dealing Day (and in any event should not exceed ten (10) Business Days from the relevant Dealing Deadline) provided that all the required documentation has been furnished to and received by the Transfer Agent.

### **Withdrawal of Redemption Requests**

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

### **Compulsory/Total Redemption**

Shares of the Fund may be compulsorily redeemed and all the Shares may be redeemed in the circumstances described in the Prospectus under the sub-headings “Compulsory Redemption of Shares” and “Total Redemption of Shares”.

#### **18. Conversion of Shares**

Subject to the Minimum Subscription of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading “Conversion of Shares”. Requests for conversion of Shares should be made to the Transfer Agent by the Dealing Deadline by facsimile, written communication or electronically (in such format or method as shall be agreed in writing in advance with the Transfer Agent and subject to and in accordance with the requirements of the Transfer Agent and the Central Bank) or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Transfer Agent.

#### **19. Dividend Policy**

Under the Articles of Association of the Company the Directors are entitled to declare dividends (and other distributions of income) on any Class at such times as they think appropriate and as appear justified out of the net income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses of the Fund. It is the current intention of the Directors that dividends may be declared annually (as of 31 December in each year) out of the net income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses of the Class WD Euro hedged Shares, the Class WD GBP hedged Shares and Class WD USD Shares, respectively, as determined by the Directors to be available for distribution. At the election of the Shareholders, distributions shall be paid by bank transfer at the risk and expense of Shareholders to the account on record. Such distributions shall be paid within one month of the relevant declaration date or such other period as determined by the Directors at their discretion and as notified to relevant Shareholders in advance.

There shall be no such dividends declared for the other Classes. For more information, please refer to the sections of the Prospectus entitled “Dividend Policy” and “Dividends and Distributions”.

#### **20. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described in the Prospectus under the heading “Suspension of Valuation of Assets”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

## 21. Fees and Expenses

The fees and operating expenses of the Company are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### Establishment Expenses

The Fund bore its proportion of the fees and expenses attributable to the establishment and organisation of the Company as detailed in the section of the Prospectus headed “Establishment Expenses” for the remainder of the period over which such fees and expenses will continue to be amortised. The Fund shall bear (ii) its attributable portion of the fees and operating expenses of the Company and (iii) the fees and expenses relating to the establishment of the Fund which are not expected to exceed €100,000 and which may be amortised over the first three Accounting Periods of the Fund or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair.

### Financial Management Fee

The Fund shall pay to the Distributor, the Investment Manager, the Trading Advisor and the Consultant out of its own assets, the following maximum aggregate annual fees, together with any VAT, if applicable, which shall accrue at each Valuation Point.

- Class I: 0.75% of the NAV of each of Class I CHF hedged, Class I Euro hedged, Class I GBP hedged, Class I JPY hedged and Class I USD;
- Class I2: 0.95 % of the NAV of Class I2 Euro hedged;
- Class SI: 0.55% of the NAV of each of Class SI Euro hedged and Class SI USD;
- Class SI2: 0.75% of the NAV of each of Class SI2 Euro hedged and Class SI2 USD;
- Class SSI: 0.45% of the NAV of each of Class SSI Euro hedged and Class SSI USD
- Class SSI2: 0.65% of the NAV of each of Class SSI2 Euro hedged and Class SSI2 USD
- Class C: 1.25% of the NAV of each of Class C Euro hedged, Class C CHF hedged, Class C JPY hedged and Class C USD;
- Class F Euro: 1.50% of the NAV of Class F;
- Class NI: 0.75% of the NAV of each of Class NI CHF hedged, Class NI Euro hedged, Class NI GBP hedged and Class NI USD;
- Class NC Euro: 1.25% of the NAV of Class NC;
- Class M: 0.10% of the NAV of Class M;

- Class W: 0.75% of the NAV of Class W CHF hedged, Class WD Euro hedged, Class WD GBP hedged and Class WD USD.

The portion of the fees payable to the Distributor and the Consultant shall be paid quarterly and the portion of the fee payable to the Investment Manager and the Trading Advisor shall be paid monthly. The Investment Manager shall pay the fees and expenses of the Platform Advisor out of its own assets.

The Investment Manager shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

In addition, the Investment Manager shall be entitled to charge a fee of up to an amount not exceeding 0.06% of the NAV of the currency-hedged share classes (i.e. Classes not denominated in the Base Currency) in respect of currency hedging of their NAV.

#### **Consultant Fee**

In addition to the fees outlined above, the fees of the Consultant will be paid out of the assets of the Fund, subject to a maximum fee of EUR 300,000 per annum for the Company which shall be accrued on each Valuation Point and paid quarterly out of the assets of each sub-fund of the Company, in proportion to their respective NAV.

#### **Administrator and Depositary Fees**

The Fund shall pay to the Administrator and to the Depositary, out of its own assets for services to be provided in relation to administration and accounting, and in relation to trustee services, the following maximum fees which shall be accrued and calculated as at the relevant Valuation Point together with any VAT, if applicable, payable monthly in arrears:

<b>NAV of the Fund</b>	<b>Administration and Depositary Fee</b>
From USD0 to USD 499,999,999.99	0.13%
From USD500,000,000 to USD749,999,999.99	0.11%
From and above USD750,000,000	0.09%

The Administration and Depositary Fee is subject to a minimum fee of USD 75,000 for the period between the first and the twelfth months following the launch of the Fund, a minimum fee of USD112,500 for the period between the twelfth and twenty-fourth months following the launch of the Fund, and USD150,000 per annum thereafter (the "**Minimum Fee**"). The actual amount of the Minimum Fee payable by the Fund may be obtained from the Investment Manager upon request.

The Administrator shall be further entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses properly incurred by it in respect of that Fund in the performance of its duties and responsibilities under the Administration Agreement which shall include technology costs related to internet services to be provided to the Fund, transaction costs, legal expenses, courier and telecommunication costs.

The Depositary shall also be entitled to be repaid all of its reasonable out-of-pocket expenses properly incurred by it in the performance of its duties and responsibilities under the Custodian Agreement in respect of the Fund which shall include courier costs and filing fees.

Additionally, the Depositary will charge to the Fund safekeeping charges incurred by its sub-depositaries in respect of the Fund which shall be at normal commercial rates plus transaction fees to include stamp duties, registration fees and special taxes plus the usual ad hoc administration costs.

### **Transfer Agent's Fees**

The Fund shall pay to the Transfer Agent for services to be provided in relation to transfer agency and registrar services, a maximum aggregate fee of 0.025% per annum of the NAV of the Fund, accrued and calculated as at the relevant Valuation Point, together with any VAT, if applicable, payable monthly in arrears.

The Transfer Agent shall also be entitled to be repaid all of their reasonable out-of-pocket expenses properly incurred by each of them respectively, in the performance of their respective duties and responsibilities under the Transfer Agency and Agreement in respect of the Fund, which shall include courier costs and filing fees.

### **Performance Fee**

In addition, the Trading Advisor shall be entitled to receive a performance fee in respect of each Classes of Shares (excluding Class M Euro hedged, Class NC Euro hedged, Class NI CHF hedged, Class NI Euro hedged, Class NI GBP hedged, Class NI USD, Class I2 Euro hedged, Class SI2 Euro hedged, Class SI2 USD, Class SSI2 Euro hedged and Class SSI2 USD).

Regarding Class W CHF hedged, Class WD Euro hedged, Class WD GBP hedged and Class WD USD and subject to the calculation described below, (i) no performance fee shall be payable on the aggregate NAV of all Classes W and WD Shares that is below USD 100,000,000 (or the equivalent in another currency), and (ii) a 10% performance fee shall be payable on the aggregate NAV of all Classes W and WD Shares that is at or over USD100,000,000 (or the equivalent in another currency).

The performance fee for all other Share Classes shall be 10% of the NAV of the relevant Share Class calculated as described below.

Accruals, for the purposes of the performance fees (the "**Accruals**"), are made on each Valuation Day, but shall only become due and payable, if and when applicable, on the Calculation Day.

The Performance Fee will be calculated and accrued on each Valuation Day as an expense of the relevant Share Class and will be payable in arrears, at the end of the Calculation Period. The Performance Fee shall be payable by reference to the NAV (or, for Share Classes W and WD, only to the NAV at or over USD 100,000,000 in aggregate as mentioned above) (excluding from such Net Asset Value, the Performance Fee incurred by the Fund since the last Valuation Day when a Performance Fee became payable) of each Share Class (or in aggregate for Share Classes W and WD) in excess of the 1 Week US LIBOR (London Inter Bank Offered Rate) (the "**Hurdle Rate**") and subject to that Share Class's High Water Mark (as defined below) (the "**New Net Appreciation**").

The '**Calculation Day**' for the purposes of calculating the performance fee means:

- (a) the last Business Day of the Calculation Period (as defined below);
- (b) in respect of Shares which are redeemed, the Redemption Day on which such Shares are being redeemed;
- (c) the date of termination of the Investment Management Agreement; or
- (d) such other date on which the Company or the Fund may be liquidated or cease trading.

"**Calculation Period**" shall mean the period beginning on January 1<sup>st</sup> each year and ending on 31 December each year. However, the first Calculation Period in respect of any Class of Shares will be the period commencing on the Business Day immediately following the close of the Initial Offer Period for that Class and ending on 31 December in that same year. The first value used in determining the first Performance Fee shall be the Initial Price. The performance fee for each Classes of Shares is payable annually in arrears in respect of each Calculation Period.

All Classes of Shares will not have the same NAV. The Performance Fee will be calculated as a percentage (10%) of New Net Appreciation attributable to each Share Class calculated by reference to each Share Class' High Water Mark. The New Net Appreciation of a Share Class shall be calculated and shall equal the amount, if any, by which the Net Asset Value of the relevant Share Class (prior to reduction for any accrued Performance Fee and other fund expenses) as of the end of the relevant Calculation Period exceeds the Hurdle Rate and the High Water Mark.

For the purposes of the performance fee calculation, the **High Water Mark** attributable to each Class is the greater of:

- (a) The highest Net Asset Value of the relevant Share Class noted as of the end of each Calculation Period since inception of the Fund adjusted for subscriptions and redemptions; or,
- (b) If no Performance Fee has ever been realised, then the Net Asset Value of the relevant Share Class at the inception of the Fund adjusted for subscriptions and redemptions.

If a redemption is made from the relevant Share Class as of a date other than 31 December, a Performance Fee (if accrued as of the date of such Redemption) shall be crystallised in respect of the Shares being redeemed. Crystallised Performance Fees shall remain in the relevant Share Class until paid and shall not be used or made available to satisfy redemptions or pay any fees and expenses of the relevant Share Class. When a redemption is made, the High Water Mark and Hurdle Amount are proportionately adjusted downwards in proportion to the change in NAV. When a subscription is made, the High Water Mark is adjusted upwards for the amount of the subscription.

If any Share Class experiences net losses after the payment of a Performance Fee in respect of such Share Class, the Trading Advisor will retain all Performance Fees previously paid to it in respect of such Share Class but will not receive a new Performance Fee in respect of such Share Class until additional New Net



Appreciation is achieved by such Share Class.

The performance fee for all Classes of Shares will be calculated by the Administrator and the calculation of the performance fee shall be verified by the Depositary.

Net realised and unrealised capital gains and net realised and unrealised capital losses will be included, for all Classes of Shares, in the performance fee calculation as at the end of each Calculation Period. As a result a performance fee may be paid on unrealised gains that may subsequently never be realised.

#### Anti Dilution Levy / Duties and Charges

The Company reserves the right to impose an 'anti dilution levy' representing a provision for market spreads (the differences between the prices at which assets are valued and/or bought or sold), and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the Fund, in the event of receipt for processing of net subscriptions and/or redemptions, including subscriptions and redemptions which would be effected as a result of requests for conversion from one Fund into another Fund. Any such provision may be added to the price at which Shares will be issued in the case of net subscription requests exceeding 10% of the Net Asset Value of the Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 10% of the Net Asset Value of a Fund, including the price of Shares issued or redeemed as a result of requests for conversion. Any such anti-dilution levy shall not exceed 3% of the value of each relevant subscription or redemption transaction. The application of any provision will be subject to the overall direction and discretion of the Company.

## **22. Risk Factors**

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund:

### **General**

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. They are additional to the normal risks inherent in investing in securities. In addition owing to the investment objectives and policies of the Fund, investment in the Funds may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium to high volatility. However, the Trading Advisor will strive to limit the volatility of the Fund's returns.

Investors in the Fund must recognize that, due to the inherent characteristics of the markets in which the Fund invests, directly or indirectly, the value of their investment can go down as well as up, and that they may not receive back the monies originally invested.

The liquidity in markets can vary and it may not always be possible for the Fund to disinvest or invest in any particular market.

### **No Guarantee of Profit**

No assurance may be given that the Program will provide a positive return to investors. No assurance may be either given that a fund following the trading program will not incur substantial losses.

### **Speculative Nature of the Trading Program**

The Program is speculative and involves a high degree of risk. There is no assurance that the technical and risk management techniques utilized by the Trading Advisor, as well as the investment decisions made by the Trading Advisor, will not expose an account trading the Program to risk of significant losses. In addition, the analytical techniques used by the Trading Advisor cannot provide any assurance that the trading program will not be exposed to the risk of significant trading losses if the underlying patterns of market behavior studied by the Trading Advisor and which provide the basis for its statistical models change in ways not anticipated by the Trading Advisor.

### **Investment Risk**

The Program is subject to systemic risk, which is the risk inherent to the entire market or an entire market segment and which may adversely affect the performance of an investment. The Trading Advisor cannot predict or control the general market or economic conditions, which can have a material effect on the liquidity on the market, the overall performance of the market participants and the performance of the investing strategies that the Fund seeks to follow.

### **Recession**

The Trading Advisor's investing strategies may be adversely impacted and may be significantly less likely to achieve its objectives during economic recession and/or a general slowdown in the overall economy. The Trading Advisor cannot predict whether any economic recession and/or general economic slowdown will occur, continue, remain steady or worsen and no prediction, nor can anticipation be made as to the duration of such conditions or to any structural economic changes in the near-to mid-term future. Continued and/or prolonged overall economic slowdown and recession and/or any such changes as may result could have a materially adverse effect on the performance of the Fund.

### **Market Disruptions**

The Program may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. In addition, the financing available from banks, dealers and other counterparties is typically reduced in disrupted markets. Such a reduction may result in substantial losses to the Fund. Market disruptions may cause dramatic losses for the Fund, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

## **Use of Leverage**

The Program generally uses leverage as part of its investment strategy. This generally results in the Fund's market exposure being significantly higher than its equity. The Fund may acquire leverage through investment in FDIs. Leverage may enhance an investments return in the Fund. However, the use of leverage may expose the Fund to additional risks, including (i) greater losses from investments than would otherwise have been the case had the Fund not applied leverage, and (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions. In the event of a sudden, precipitous drop in the value of the Fund's investments, the Trading Advisor may not be able to liquidate assets quickly enough to repay its obligations, further magnifying losses.

## **Multiple Jurisdictions**

Investing in financial instruments of multiple jurisdictions involves additional risks. These include changes in exchange rates and exchange control regulations, political and social instability, terrorism, restrictions on foreign investment, changes in government policies, expropriation, imposition of foreign taxes, potentially illiquid markets and limited availability of information, higher transaction costs, foreign governmental restrictions, varying levels of government supervision (if any) of banks, exchanges, clearing houses, brokers and issuers, greater risks associated with identifying performing and credit worthy counterparties, difficulty in enforcing contractual obligations, lack of uniform legal framework for holding of assets and establishing trading, settlement, custody, pledging and reuse of assets and lack of uniform accounting, taxation and auditing standards and greater price volatility.

## **Reliance on Technical Trading Systems**

Trading decisions made by the Trading Advisor in connection with its trading methodology are based chiefly on statistical modeling techniques and technical analysis as generated by the Program. The calculations which underlie the Trading Advisor's trading system, methods and strategies involve the extensive use of computers. The Trading Advisor directs the purchase or sale of investments in accordance with computer-generated trading signals and information. The use of computers in processing information or in developing and operating a trading strategy does not assure the success of the strategy as computers merely perform a mechanical aid in processing trade information. Accordingly, no assurance is given that the computer generated trading decisions will produce profits.

## **Valuation Risk**

The Administrator may consult the Investment Manager (as deemed to be a competent person by the Directors and approved for such purpose by the Depositary) or any other competent person approved for such purpose by the Depositary, with respect to the valuation of certain investments. Whilst there is an inherent conflict of interest between the involvement of the Investment Manager or any other competent person that is an associate or delegate of the Investment Manager in determining the valuation price of each Fund's investments and the Investment Manager's or competent person's other duties and responsibilities in relation to the Funds, in engaging the services of competent persons to determine the fair value of securities the Company will direct such persons including the Investment Manager and each competent person to follow industry standard procedures and the requirements of the Central Bank for valuing unlisted investments.

## **Performance Fee Risk**

The payment of the Performance Fee as described under “Fees and Expenses - Performance Fees” to the Trading Advisor based on the performance of the Fund may provide the Trading Advisor with an incentive to cause the Fund to make more speculative investments than might otherwise be the case. The Trading Advisor will have discretion as to the timing and the terms of the Fund’s transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees.

## **Investment in Cash and Money Market Instruments**

The Fund may invest in deposits with credit institutions and/or in money market instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

## **Investment in Equity and Equity-Related Securities**

The Fund, as well as the collective investment schemes in which the Fund invests, may invest in equity and equity-related securities traded on national securities exchanges and over-the-counter markets. Equity securities will be subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity and equity-related interests are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in the equity markets generally. As a result, the Fund may suffer losses if it invests in equity securities of issuers where performance falls below market expectations or if equity markets in general decline or the Fund has not hedged against such a general decline. Futures on equity securities and indices are subject to all the foregoing risks, in addition to the risks particularly associated with futures and derivative contracts.

## **Hedging Transactions**

The Fund may utilise financial instruments such as futures and forward contracts both for investment purposes and to seek to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in prices of equities, currency exchange rates, interest rates and volatility. Hedging against a decline in the value of the portfolio positions does not eliminate fluctuations in the values of portfolio positions nor prevent losses if the value of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the value of those positions. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. While collective investment schemes in which the Fund invests may enter into such transactions to seek to reduce equity, currency, exchange rate and, interest rate or volatility risks, unanticipated changes in currency, interest rates and equity markets may result in a poorer overall performance of the relevant collective investment schemes and hence the Fund. For a variety of reasons, the Fund may not seek to establish (or may not otherwise obtain) a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the relevant collective investment schemes to risk of loss.

## **Derivatives Trading Risk**

Substantial risks are involved in alternative strategies. The Fund may enter into listed derivatives and OTC derivative transactions such as swaps to gain economic exposure to securities, currencies or other assets or rates.

Trading risks include both counterparty risk and the risk that the financial institution used as an intermediary or counterparty might default, notably as a result of insolvency, and risks derived from the nature of transactions themselves or market risk.

Additionally, substantial risks are involved in trading financial derivatives in which the Fund intends to trade. The value of positions in derivatives is influenced by, among other things, changing supply, and demand for underlying assets, or by trade, fiscal and monetary policies of governments, foreign exchange controls as well as national and international political and economic events. In addition, governments from time to time may intervene, directly or by regulation, in certain markets. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction. Certain of the derivatives in which the Fund may invest are interest and foreign exchange rate sensitive, which means that their value and, consequently, the net asset value, will fluctuate as interest and/or foreign exchange rates fluctuate. The Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to the Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from the Fund's expectations may produce significant losses to the Fund.

Illiquid markets may also make it difficult for the Fund, the Investment Manager or the Trading Advisor, to get an order executed at a desired price.

## **Spread and Arbitrage Trading**

Certain strategies pursued by the Program involve spread positions between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. Such positions, however, do entail a substantial risk that the price differential could change unfavorably causing a loss to the spread position. The Fund's trading operations may involve arbitraging between or among two or more financial instruments (e.g., by means of "statistical arbitrage," which depends heavily on the ability of market prices to return to a historical or predicted normal). This means, for example, that the Fund may purchase (or sell) financial instruments (i.e., on a current basis) and take offsetting positions in the same or related financial instruments. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. These offsetting positions entail substantial risk that the price differential could change unfavourably causing a loss to the position.

The arbitrage business is extremely competitive and many of the major participants in the business are large investment banking firms with substantially greater financial resources, larger research staffs and more traders than will be available to the Trading Advisor. Arbitrage activity by other larger firms may tend to narrow the spread between the price at which a financial instrument may be purchased by the Fund and the price it expects to receive upon consummation of a transaction.

### **Derivative Contracts May be Illiquid**

The Trading Advisor will endeavor to when available trade in recognized regulated markets and with listed futures contracts. However, it is not always possible to execute a buy or sell order in a future at the desired price due to a lack of liquidity in the markets. Illiquidity may be caused by intrinsic market conditions (e.g., lack of demand) or extrinsic factors (e.g., changes in monetary policies or exchange-imposed limits on daily permitted increase or decrease in the price of traded instruments). In such instances, the Trading Advisor could be prevented from promptly liquidating unfavorable positions and could thereby expose the trading program to losses.

Many futures exchanges limit daily price fluctuations in futures contracts, in which case no trades may be executed at a price beyond the daily limit. Once the price of a particular futures contract has increased or decreased its daily limit, positions in the futures contract can be neither initiated nor liquidated unless traders are willing to execute trades at or within the limit. Futures prices have occasionally hit their daily limit for several consecutive days with little or no trading. Similar occurrences in the future might prevent prompt liquidation of unfavorable positions and result in substantial losses, which could exceed the margin initially committed to such positions. Even in the absence of a limit price movement, it may occasionally not be possible to execute futures trades at favorable prices if little trading in contracts is taking place. It is also possible that an exchange or a regulator may suspend or limit trading in a particular contract, order immediate settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only.

### **Past Performance**

Past performance of the Trading Advisor is not necessarily indicative of future results. The trading program is based on statistical methods for determining position weights in future contracts and currencies. No assurances can be made that the Program will generate returns also in the future and that the methods of the Trading Advisor will perform also in future market conditions.

### **Risk of Correlation with the Traditional Asset Classes**

Even if the Program's performance is generally non-correlated with traditional asset classes, a risk exists that there will be unfavorable economic cycles during which the Program's results are similar to those of traditional asset classes, thereby causing the Program's performance to depend on market fluctuations and reducing or eliminating the Program's diversification benefits. There can be no assurance, however that the Fund's performance will be non-correlated with traditional asset classes. If the Fund is not able to diversify its portfolio or achieve a position that is uncorrelated with traditional asset classes, an investment in the Fund may increase rather than mitigate a portfolio's aggregate risks.

### **Concentration of Investments**

Although the Trading Advisor will endeavor to maintain a diversified portfolio, the Fund may hold a few, relatively large futures or currency positions in relation to the capital of an account. Consequently, a loss in any such position could result in significant losses to an account and a proportionately higher reduction in the Net Asset Value of an account than if the account's capital had been spread among a wider number of positions.

## **Offsetting Investments**

The Fund may, at times, contain economically offsetting positions. In this event, no gain may be realized with respect to such positions despite incurrence of expenses.

## **Trading Costs**

The Fund may engage in a high rate of trading activity resulting in correspondingly high brokerage costs, exchange fees, regulatory fees, clearing costs or other trading related costs being incurred. These high expenses could lower the overall investment performance of the Fund.

## **Computer Systems Failures**

The Program generates a high volume of trades that can only be processed using a fully automated trading infrastructure. The Program is thus highly dependent on the proper functioning of the IT systems and processes of the Trading Advisor, the Counterparties, any administrator, any clearing brokers, exchanges, data providers, service providers, market infrastructure etc. Computers systems failures (software errors, system errors, trade errors, etc.) and in addition such strategies are highly dependent on establishing reliable electronic communication links between the above parties.

Accordingly, any IT or communication systems failure at any of the above parties or their respective contractors could lead to errors, delays or disruptions in the trading process. Any such errors, consequential errors, delays or inability to trade (even for a short period), could, in certain market conditions, cause an account to experience significant losses or to miss significant trading opportunities.

In addition, any IT or communication systems failure could lead to materially detrimental consequences for an account trading the Fund including holding erroneous positions, experiencing significant trading losses, failing to comply with trading limits and regulations as well as failing to comply with risk limits.

## **Changes in the Trading Advisor's Program**

The Trading Advisor has discretion to make certain changes to its Program without the approval of the investors in the Fund (provided these changes do not result in a change to the investment objective of the Fund or a material change in investment policy of the Fund). A change of the Program may involve a risk due to the difficulties in anticipating the future performance of the modified Program. There may also be risks with implementing new information technology required to operate such Program. There are several risks in implementing a Program, risk systems, software and/or IT systems, including risks due to programming and/or technical errors. New or updated trading systems, risk systems, software or IT systems may not function as anticipated. Investors may be subject to substantial losses, in the case such risks materialize.

## **Risk Management and Risk Controls**

Recent events, including the bankruptcy and other adverse financial results of major financial institutions, have focused attention upon the necessity for firms to maintain adequate risk controls and compliance procedures. Although the Trading Advisor has spent significant resources on developing its risk management procedures

and systems, no assurance may be given that such systems and procedures will be adequate or that any proprietary technology implementing a risk management system will accurately measure and/or capture risks or prevent losses.

### **Tax and Regulatory Change**

The tax consequences to an investor, the ability of the Trading Advisor to make investments for an account as a foreign investor in certain markets, and the ability of the Trading Advisor to repatriate assets including any income and profit earned on assets are based on existing regulations, which are subject to change through legislative, judicial or administrative action in the various jurisdictions in which the Program may operate. The markets and instruments in which the Trading Advisor trades in the Fund are undergoing significant regulatory change in various jurisdictions. Changes in any of these regulations, incompatibility of changes between jurisdictions, restrictions on certain trading strategies, or increased licensing and reporting obligations could negatively affect the ability of the Trading Advisor to continue the Program or could adversely affect the return to investors of the Fund. In particular, high-frequency, algorithmic trading and over the counter derivatives have been the subject of increased regulatory scrutiny which could result in restrictive regulations that could adversely affect the Trading Advisor and the Fund. NO ADVICE IS BEING PROVIDED AND NO REPRESENTATIONS HAVE BEEN OR ARE BEING MADE (AND NONE SHALL BE INFERRED) BY THE TRADING ADVISOR OR ANY OF ITS AFFILIATES WITH RESPECT TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE FUND OR OF ANY INVESTMENTS OR TRANSACTIONS ENTERED INTO BY THE TRADING ADVISOR FOR THE ACCOUNT. AN INVESTOR MUST SEEK AND RELY ON THE ADVICE OF HIS OWN TAX ADVISOR BEFORE OPENING AN ACCOUNT AS TO THE POTENTIAL TAX CONSEQUENCES OF AN INVESTMENT.

### **Counterparty Risks**

The Fund may be a party to brokerage, clearing and swap agreements with the broker, executing broker or other counterparties (herein collectively "Counterparties"). The default of any Counterparty on any obligation to an account could have material adverse consequences. Some of the markets in which the Program effects its transactions are "over-the-counter" or "interdealer" markets. For example, swaps, are subject to the risk of non-performance by the swap counterparty. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This may expose an account to the 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 a client to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where an account has concentrated its transactions with a single or small group of counterparties. In addition, an account may also be subject to the risk of the failure of any of the exchanges on which a futures contract trades or of the related clearinghouses.

Because the performance of forward contracts on currencies is not guaranteed by an exchange or clearinghouse, forward trading may be subject to the risk of the inability or refusal to perform with respect to such contracts on the part of the principal or agents through which the Trading Advisor may trade.



## **Conflicts of Interest**

The Trading Advisor will not be devoting its time exclusively to the management of the Fund. In addition, the Trading Advisor will perform similar or different services for other clients and may sponsor or establish other investment vehicles as well as act as an investor in other funds. The Trading Advisor, therefore, will have conflicts of interest in allocating management time, services and functions between its clients. The Trading Advisor will, however, endeavor to achieve a fair allocation of its management time, services, functions and investment opportunities between its clients.

The Trading Advisor may have conflicts of interest when allocating investment opportunities among clients. However, when making investments where a conflict of interest may arise, the Trading Advisor will endeavor to act in a fair and equitable manner amongst its clients. Specifically, when several clients of the Trading Advisor seek to purchase or sell the same futures, the Trading Advisor will allocate such transactions in compliance with CFTC rules. The Trading Advisor has included trade allocation functions in the design of its automated trading systems to seek to fairly allocate trades across all of its clients participating in the Program.

## **Risks of Foreign Exchange Trading**

The risk of loss in foreign exchange (“forex”) trading can be substantial. You should therefore carefully consider whether such trading is suitable for you in light of your financial condition. In considering whether to trade or to authorize someone else to trade for you, you should also be aware of the following additional risks of forex trading:

- c. Forex transactions are not traded on an exchange, and those funds deposited with the counterparty for forex transactions may not receive the same protections as funds used to margin or guarantee exchange-traded futures contracts. If the counterparty becomes insolvent and you have a claim for amounts deposited or profits earned on transactions with the counterparty, your claim may not receive a priority. Without a priority, you are a general creditor and your claim will be paid, along with the claims of other general creditors, from any monies still available after priority claims are paid. Even customer funds that the counterparty keeps separate from its own operating funds may not be safe from the claims of other general and priority creditors.
- d. The high degree of leverage that is often obtainable in forex trading can work against you as well as for you. The use of leverage can lead to large losses as well as gains.

## **Interpretation and Changes of Law and Regulations**

The Program, the Trading Advisor, as well as the service providers of the Trading Advisor are subject to numerous laws and regulations in multiple jurisdictions that may be difficult to interpret and that may be subject to change. Any change or change in the interpretation of existing laws and regulations may have a materially adverse effect on an investment in the Program. In particular, both the US and the European Union are in the process of implementing several new regulations in relation to trading in financial instruments and derivatives which may materially impact the Fund’s ability to achieve its investment objective, significantly increase costs of operating the Fund.

### **Trading for Multiple Clients**

The Trading Advisor acts as trading advisor for several different clients. While it believes that it allocates trades and opportunities in accordance with law and fairness, there may be occasions when the allocations are not pro rata or an allocation cannot be made to all clients. Further, the Trading Advisor will most likely have to aggregate the positions of all of its clients when determining the applicability of speculative position limits, which could limit the potential trading more than if the Trading Advisor only managed the Fund's portfolio.

### **Effect of Substantial Subscriptions/Redemptions**

Substantial changes in the allocation of the Fund's assets could require the Trading Advisor to adjust the Fund's positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Fund.

## SUPPLEMENT 7

### InRIS Perdurance Market Neutral

**Dated 19 February, 2019  
to the Prospectus issued for InRIS UCITS PLC**

This Supplement (which replaces the Supplement dated 20 August, 2018) contains information relating specifically to the InRIS Perdurance Market Neutral (the “**Fund**”), a sub-fund of InRIS UCITS PLC (the “**Company**”), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the “**Central Bank**”) on 19 July, 2013 as a UCITS pursuant to the UCITS Regulations.

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

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 19 February, 2019 (the “Prospectus”).**

The launch of various Classes within the Fund may occur at different times and therefore at the time of the launch of given Class(es), the pool of assets of the Fund to which a given Class relates may have commenced to trade. Financial information in respect of the Fund will be published from time to time, and the most recently published audited and unaudited financial information will be available to potential investors upon request following publication.

**The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.**

**The Fund may, at any one time, be significantly invested in financial derivative instruments. The Fund may use financial derivative instruments for efficient portfolio management purposes (including for hedging purposes) and/or investment purposes. Leverage will be generated by the Fund through the leverage inherent in some derivative instruments. For more information on the use of derivative instruments please refer to the “*Financial Instruments Derivatives*” section of this Supplement.**

**The Fund may invest substantially in deposits and money market instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.**

Investors should read and consider the section entitled “*Risk Factors*” in the Prospectus and this Supplement before investing in the Fund.

**Profile of a Typical Investor:** A typical investor has an investment horizon of 3 years or more and is prepared to accept a high level of volatility.

## 1. Interpretation

The expressions below shall have the following meanings:

<b>“Administrator”</b>	means State Street Fund Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.
<b>“Business Day”</b>	means any day, except Saturday, Sunday, or public holidays in Dublin and Luxembourg or such other day or days as may be determined by the Directors and notified in advance to Shareholders.
<b>“Depository”</b>	means State Street Custodial Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.
<b>“Dealing Day”</b>	means every Business Day and/or such other day or days as the Directors may from time to time determine and notify to Shareholders in advance provided there will be at least one Dealing Day per fortnight.
<b>“MSCI World Index”</b>	the MSCI World Index is a broad global equity benchmark that represents large and mid-cap equity performance across the following developed markets countries: Canada, United States, Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Israel, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, United Kingdom, Australia, Hong Kong, Japan, New Zealand and Singapore.
<b>“Redemption Dealing Deadline”</b>	means for all redemption requests sent to the Transfer Agent, 11 am Irish time 2 Business Days preceding the relevant Dealing Day or such other time as the Directors may determine and notify the Shareholders in advance provided always that the Dealing Deadline is no later than the relevant Valuation Point.
<b>“Subscription Dealing Deadline”</b>	means for all subscription documents sent to the Transfer Agent, 11am Irish time 2 Business Days preceding the relevant Dealing Day, or such other time as the Directors may determine and notify the

Shareholders in advance provided always that the Dealing Deadline is no later than the relevant Valuation Point.

**“Trading Advisor”** means Perdurance Asset Management Limited whose principal place of business is at 4<sup>th</sup> Floor, Forum 4, Grenville Street, St Helier, Jersey JE2 4UF, United Kingdom.

**“Trading Advisory Agreement”** means the Trading Advisory Agreement made between the Investment Manager and the Trading Advisor dated 11 October, 2017, as may be amended from time to time.

**“Transfer Agent”** means CACEIS Ireland Limited whose principal place of business is at, One Custom House Plaza, IFSC, Dublin D01 C2C5, Ireland.

**“Valuation Point”** means 10pm (Irish Time) on the relevant Valuation Day.

**“Valuation Day”** means the Business Day immediately preceding the Dealing Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

## 2. Classes of Shares

<b>Class</b>	<b>Currency of Denomination</b>
Class C Euro	EUR
Class C USD hedged	USD
Class D Euro	EUR
Class F Euro	EUR
Class I CHF hedged	CHF
Class I Euro	EUR
Class I GBP hedged	GBP
Class ID GBP hedged	GBP
Class I USD hedged	USD
Class NC Euro	EUR
Class NI Euro	EUR
Class NI GBP hedged	GBP
Class NID GBP hedged	GBP
Class NI USD hedged	USD

In relation to hedged Classes, it is the intention of the Investment Manager to hedge (or cause a third party FX hedging provider to hedge) the currency exposure at Class level between the denominated currency of the relevant Class and Euro (the Base Currency of the Fund). Further, where the Investment Manager acting in respect of the Fund seeks to hedge against such currency hedging fluctuations at Class level, while not

intended, could result in over-hedged or under-hedged positions and may arise due to factors outside of the control of the Fund.

The conditions in relation to the use of such hedging strategies are described in the section of the Prospectus entitled "Hedging of Currency Exchange in Relation to Some Classes of Shares". Investors' attention is also drawn to the risks relating to the adoption of currency hedging strategies, which are described in the section of the Prospectus entitled "Share Currency Designation Risk".

### **3. Base Currency**

The Base Currency of the Fund shall be Euro.

### **4. Trading Advisor**

The Investment Manager has appointed Perdurance Asset Management Limited as Trading Advisor to manage the assets of the Fund in accordance with the investment objective and policy of the Fund.

The Trading Advisor is an independent asset management company regulated by the Jersey Financial Services Commission and operating in Jersey, Channel Islands. Its founder, Ivan Briery, co-founded and co-managed Voltaire Asset Management Limited from 1998 to 2005. The Trading Advisor specializes in a fundamental stock picking approach to European equities and prefers to manage concentrated portfolios.

The Trading Advisory Agreement between the Investment Manager and the Trading Advisor may be terminated at any time by the Investment Manager upon written notice to the Trading Advisor and on thirty (30) days' written notice by the Trading Advisor. In the case of certain specified material events, including the change of control of the Trading Advisor, the Trading Advisory Agreement may be automatically terminated.

### **5. Investment Objective**

The investment objective of the Fund is to produce long term capital growth by investing in a market neutral portfolio of primarily European equities while delivering low correlation to equity markets.

### **6. Investment Policy**

The Fund will seek to achieve its investment objective by taking long and short positions in equity securities of all types of market capitalization. The Fund may invest directly in equities such as common and preferred stocks listed or traded on a Recognised Exchange in developed European countries and from time to time in other developed markets comprised in the MSCI World Index (as defined in Section 1). The Fund may also seek indirect exposure to equity markets by investing in futures on equity indices, swaps on equity indices, contracts for differences, swaps on single listed stocks, OTC swaps on customised equity portfolios ("**Baskets**"), currency forwards and total return swaps as further described in the section below entitled "*Financial Instruments Derivatives*". The Fund may also invest in collective investment schemes and hold cash and other liquid assets for cash management purposes as further described below.

### **Investment Strategy**

The Fund will employ an equity market neutral strategy. This strategy relies primarily on fundamental stock picking, seeking to take advantage of the under-valuation of companies relative to the STOXX Europe 600 ex-UK Index (as described under the heading “*Indices*” below) whilst hedging out market risk. Accordingly, the Fund seeks to benefit from buying stocks that it expects to outperform the STOXX Europe 600 ex-UK Index, and seeks to reduce market risk by synthetically shorting Baskets and/or a suitable index or indices as described below in the section entitled “*Financial Derivative Instruments*”. Positive returns are generated if the Fund’s long positions perform better than the Fund’s short positions.

The Fund will usually focus on 500 companies in Europe-ex-UK, and will select around 20-25 stocks as long positions. Some of the factors considered by the Fund in its selection of investments are (i) the relative valuation of a company, (ii) the liquidity of that company; and (iii) the contribution that the stock would make to the conceptual diversification (and sectors, styles and geographies) of the portfolio as further detailed below:

(i) *Valuation*

The Fund will adopt a bottom-up research process and conduct detailed financial analysis when researching and selecting undervalued stocks. This entails analysis of multiple years of company reports, generating a valuation comparison against peers, meeting the management of the company if possible, and understanding the valuation outlook ascribed by third party analysts.

(ii) *Liquidity*

The Fund will not invest in companies that the Trading Advisor believes have very limited market liquidity. In order to determine the liquidity of a company, the Trading Advisor analyses the total time to liquidate shares in a company by taking 20% of the average daily trading volume over the last 30 days.

(iii) *Diversification*

The Fund will seek market and macro-economic neutrality. In order to try and accomplish a market and macro-economic neutrality for the overall portfolio, the Fund will target a diversity of:

- equity market sectors including healthcare, financials, industrials, technology, energy and utilities (meaning that investments will be unlikely to be concentrated in only one or two sectors such as healthcare or industrials for instance, and will instead be spread across a number of sectors);
- investment styles such as (i) growth (investing in companies which exhibit above-average growth even if they appear expensive relative to the market), (ii) value (investing in companies that appear to trade for less than their intrinsic value); or (iii) momentum (investing in companies that have experienced recent appreciation in relation to their share price or other metrics); and
- geographies across Europe ex-UK.

The Fund intends to keep a low correlation with the market and with the main macro-economic factors such as oil, gold or inflation. The best environment for the Fund is when there is high dispersion across stock returns in a market where price movements are driven by the fundamental valuation of companies. This kind of environment should reward the active stockpicking of the Fund.

Since the Fund may invest in instruments quoted in other currencies than Euro, currency forwards and currency spot transactions may be used to hedge the currency risk as described below under the heading entitled “*Efficient Portfolio Management*”.

The investment strategy of the Fund does involve the use of leverage as detailed below under the heading entitled “*Financial Derivative Instruments*” which will be monitored and limited in accordance with the requirements of the Central Bank. This may result in the Fund having a leveraged exposure to certain assets.

It is expected that the total gross long positions will not exceed 150% of the Net Asset Value of the Fund and the total gross short positions will not exceed 150% of the Net Asset Value of the Fund. However, the total gross long positions and the total short positions may exceed or fall below these percentages depending on how the strategy described above is implemented from time to time. Long positions may be held through a combination of direct investment in equities and/or FDI while short positions will be held through FDI only. The Fund will use futures on equity indices, swaps on equity indices, contracts for differences, swaps on single listed stocks, OTC swaps on Baskets and total return swaps to execute its equity market neutral strategy. A description of each of these FDI is set out in the section “*Financial Derivative Instruments*” below.

### **Efficient Portfolio Management**

Where considered appropriate, the Fund may also utilize instruments such as spot transactions and currency forwards for efficient portfolio management and/or to protect against exchange risks within the conditions and limits laid down by the Central Bank from time to time. Efficient portfolio management transactions relating to the assets of the Fund may be entered into by the Trading Advisor with one of the following aims: (a) a reduction of risk (including currency exposure risk); (b) a reduction of cost (with no increase or minimal increase in risk); and (c) generation of additional capital or income for the Fund with a level of risk consistent with the risk profile of the Fund and the diversification requirements in accordance with the Central Bank’s UCITS Regulations and as disclosed in Appendix I to the Prospectus. In relation to efficient portfolio management operations, the Fund will look to ensure that the instruments used are economically appropriate in that they will be realized in a cost-effective way. Notwithstanding the foregoing, efficient portfolio management will be used primarily for currency hedging purposes and forward foreign currency exchange contracts may be used for such purposes. Because currency of the assets held by the Fund may not correspond with the currency of the obligations of the Fund, performance may be influenced by movements in foreign exchange rates.

The Fund may enter into forward currency contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. The Fund may enter into these contracts to hedge against changes in currency exchange rates arising as a result of the fluctuation between the denominated currency of the Fund, Euro, and the currencies in which the Fund’s investments are denominated.

### **Investment in Cash and Ancillary Liquid Assets**

As the use of FDI is an important part of the approach of the Fund and because FDI can generate or leave access to cash, which may be used as margin / collateral to support the exposures generated through the use of FDI, the Fund may at any one time have significant cash balances to invest. For example, investing in long and short equity swaps in equal measure on a margin basis may leave a positive cash balance. Such cash



balances may be invested in government bonds, money market funds and money market instruments, including, but not limited to, certificates of deposit, fixed or floating rate notes and fixed or variable rate commercial paper (which are considered investment grade or above as rated by the principal rating agencies) and in cash deposits denominated in such currency or currencies as the Investment Manager may determine. The Fund's assets may also be invested in term and time deposits of banks (which are considered investment grade or above by the principal rating agencies). The residual maturity of each investment described in this paragraph may not exceed one year. Such investment is made in order to manage the cash held by the Fund which is required for investment in derivatives outlined above. It is for this purpose that the instruments discussed in this paragraph will be used. Investments in money market funds (which are classified as collective investment schemes) shall be subject to the limits set out in the section below entitled "*Investments in Collective Investment Schemes*".

### **Investments in Collective Investment Schemes**

The Fund may invest in collective investment schemes for cash management purposes. Investment in collective investment schemes shall not exceed 10% of the Net Asset Value of the Fund. The Fund shall not invest in collective investment schemes which are not authorized as UCITS.

### **Total Return Swaps and Securities Financing Transactions**

As noted above, the Fund may enter into total return swaps, including any contracts for difference which are deemed to constitute total return swaps for the purposes of the SFT Regulations.

All types of assets which may be held by the Fund in accordance with its investment objectives and policies may be subject to a total return swap (including any contracts for difference as detailed above).

The maximum proportion of the Fund's assets under management which can be subject to total return swaps is 100%. The expected proportion of the Fund's assets under management which will be subject to total return swaps is between 0% and 50%. The proportion of the Fund's assets under management which are subject to total return swaps at any given time will depend on prevailing market conditions and the value of the relevant investments. The amount of assets engaged in total return swaps, expressed as an absolute amount and as a proportion of the Fund's assets, as well as other relevant information relating to the use of total return swaps shall be disclosed in the annual report and semi-annual report of the Company.

For the purposes of the above, a total return swap is any OTC derivative contract in which one counterparty transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty.

Further information relating to total return swaps and contracts for difference is set out in Section 1 – "*The Company*" of the Prospectus at sub-sections entitled "*Investment in Financial Derivative Instruments – Contracts for Difference*" and "*Investment in Financial Derivative Instruments – Total Return Swaps*".

There is no current intention for the Fund to engage in securities financing transactions within the meaning of the SFT Regulations.

## Financial Derivative Instruments

The Fund may invest in Financial Derivatives Instruments (“**FDIs**”) for investment and/or hedging purposes. It is anticipated that the Fund will be able to have a long or synthetic short exposure to equities or equity related instruments through the use of FDIs.

Depending on market conditions, the Fund may invest in all the FDIs listed below or may select one or more FDIs to invest in from the list below as determined at the discretion of the Trading Advisor. The FDIs used by the Fund will consist, as described above and further detailed below, of futures on equity indices, swaps on equity indices, contracts for differences, swaps on single listed stocks, OTC swaps on equity Baskets, currency forwards and total return swaps.

*Contracts for Differences and Total Return Swaps:* The Trading Advisor may enter into total return swaps and contracts for differences as a means of gaining long or short exposure to equities. It may also enter into total return swaps or contracts for differences to hedge the equity exposure of the Fund.

*Currency Forwards:* The Trading Advisor may employ currency forwards as a means of gaining long or short exposure to foreign exchange rate movements. The Trading Advisor may also employ currency forwards for the purpose of hedging the foreign exchange exposure of Fund.

*Equity Index Futures:* The Trading Advisor may enter into equity index futures as a means of gaining long or short exposure to equity indices. It may also enter into equity index futures to hedge the underlying equity exposure of the Fund.

*Equity Index Swaps:* The Trading Advisor may enter into equity index swaps as a means of gaining long or short exposure to equities indices. It may also enter into equity index swaps to hedge against changes in the values of securities held by the Fund or markets to which the Fund is exposed, directly or indirectly.

*Single Stock Swaps:* The Trading Advisor may enter into listed or OTC single stock swaps as a means of gaining long or short exposure to equities. It may also enter into single stock swaps to hedge the equity exposure of the Fund.

*Equity Basket Swaps:* The Trading Advisor may enter into equity Basket swaps as a means of gaining long or short exposure to equities, sectors, countries or other market segments. It may also enter into equity Basket swaps to hedge against changes in the values of securities held by the Fund or markets to which the Fund is exposed, directly or indirectly. The Baskets will comprise widely diversified equity securities that are likely to represent whole sectors (for example, healthcare or banking) or countries (for example Germany or Finland) of the Europe-ex-UK stock markets. The Basket constituents will be selected by the Trading Advisor to be representative of those sectors or countries.

*Indices:* The Fund may gain or reduce exposure to market capitalization weighted indices by using futures. Market capitalization based indices mean that the weight of each component of the index is established as a function of each company’s market capitalization and rebalanced as such on a periodic basis in accordance with the requirements of the Central Bank e.g. on a weekly, monthly, quarterly, semi-annual or annual basis. The costs associated with gaining exposure to an index will be impacted by the frequency with which the

relevant index is rebalanced. Where the weighting of a particular constituent in the index exceeds the investment restrictions set down in the UCITS Regulations the Trading Advisor will as a priority objective look to remedy the situation taking into account the interests of Shareholders of the Fund. Such indices shall comply with UCITS Regulations, Central Bank UCITS Regulations and the ESMA Guidance on ETFs and other UCITS issues.

The Fund may gain exposure to these indices in order to primarily deploy the Fund's strategy, but may also do so for hedging and for speculative purposes, to access various markets and sectors.

Indices which the Fund may gain exposure to, through the use of futures or swaps, include the S&P500, the EuroStoxx, the DAX, the CAC and SMI indices.

The S&P500 is widely regarded as a gauge of large capitalization US equities and includes 500 companies, capturing 80% of available market capitalization. Information on this index may be found at <http://www.spindices.com/indices/equity/sp-500>.

The Eurostoxx is Europe's blue-chip index for the Eurozone, providing a Blue-chip representation of sector leaders in the European Union. Additional information on this index may be found at <http://www.stoxx.com>.

The DAX Index tracks the largest and most important companies (blue chip) on the German equities markets. It is comprised of the 30 largest and most liquid companies on the Frankfurt Stock Index in the prime standard segment. The index represents around 80% of the aggregated prime standard's market capitalization. Additional information on this index may be found at <http://dax-indices.com/EN/MediaLibrary/Document/Factsheet%20DAX%20USD.pdf>.

The CAC tracks the 40 largest French stocks based on market capitalization at the Paris stock exchange. Additional information on this index may be found at <https://www.euronext.com/en/indices/directory>.

The SMI is a blue chip index which is comprised of the 20 largest Swiss stocks. The SMI represents about 85% of the total capitalisation of the Swiss equity market. It is a free-float-adjusted index. Additional information on this index may be found at [http://www.six-swiss-exchange.com/indices/data\\_centre/shares/smi\\_en.html](http://www.six-swiss-exchange.com/indices/data_centre/shares/smi_en.html).

The STOXX Europe 600 ex UK Index represents large, mid and small capitalization companies across the European region, excluding those of the United Kingdom and includes the following countries: Austria, Belgium, Czech Republic, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Norway, Portugal, Spain, Sweden and Switzerland. Additional information on this index may be found at <https://www.stoxx.com/index-details?symbol=SXXF>.

It is not possible to list comprehensively all the actual indices to which exposure may be taken, as they will change from time to time, but the annual accounts of the Company will include details of the indices to which exposures are taken during the relevant period. Shareholders may also obtain information on the actual indices to which exposure may be taken upon request from the Investment Manager.

Counterparties to the total return swaps that the Fund may enter into would be counterparties authorised in accordance with the process set forth in the section of the Prospectus entitled "*Investment in Financial*

*Derivative Instruments*” and *“Eligible Counterparties”*. The Fund will only enter into total return swaps on behalf of the Fund with counterparties which are subject to prudential supervision and are within categories approved by the Central Bank as set down in the UCITS Regulations, the Central Bank UCITS Regulations or otherwise provided for in the Prospectus. It is not possible to comprehensively list in this Supplement all of the counterparties as they may change from time to time. Counterparties would typically be required to have strong capability and expertise in the the type of FDI traded and have high credit worthiness as defined by the financial ratios of the firm, credit spread, debt rating, stock performance, etc. The credit risk attributable to such counterparties is monitored by the Investment Manager to ensure that any degradation of the credit of a counterparty is identified and that, whenever possible, relevant actions are taken in a timely manner. Since the underlying of the FDIs will either be single stocks or Baskets, the counterparty to a total return swap will not have any discretion over the composition or the management of the Fund.

The global exposure of the Fund, including FDIs, is calculated by an absolute VaR approach. The use of exchange-traded and OTC equity derivatives forms an important part of the investment policy of the Fund and will result in the Fund being leveraged. Market risk exposure is monitored through the use of absolute VaR. The market risks generated by the Fund through the use of instruments will be measured through the use of a Value At Risk (**“VaR”**) measure. Absolute VaR is measured over a holding period (of 20 days) and should not be greater than 20% of the Net Asset Value of the Fund. The VaR will be calculated daily using a one-tailed 99% confidence level and the historical observation period will not be less than one year. Leverage will be generated by the Fund through the leverage that is inherent in the FDIs and shall be calculated as the sum of the notional amounts of the FDIs used. Under normal market conditions, the Fund is expected to employ leverage of approximately 300% of the NAV of the Fund, which includes the leverage that shall be created via exposure to FDIs on the indices listed above. However, the Fund may exceed or fall below this level at times. The expected level of leverage may be exceeded in times of rising volatility in the markets where the Trading Advisor may increase (or decrease) its use of FDIs (from the list of FDIs set out above) or vary its exposure to any such FDIs to hedge specific risks within the portfolio, resulting in an increase (or decrease) in the volume of FDIs used and a higher (or lower) leverage. The use of derivatives entails certain risks to the Fund including those set out under *“Risk Factors”* in this Supplement. Investors are also encouraged to read the section of the Prospectus entitled *“Financial Derivative Instrument”* which describes the types of derivatives which the Company may use, the purposes of their intended use and their effect.

Instruments in which the Fund may invest may be traded over the counter or shall be listed or traded on a Recognised Exchange, as set out in Appendix II to the Prospectus.

## **7. Collateral Management Policy**

The collateral management policy employed by the Investment Manager in respect of the Fund arising from OTC financial derivative transactions provides that cash and non-cash will be permitted collateral for each proposed financial derivative transaction. The level of collateral required by the Investment Manager in respect of each financial derivative transaction varies in accordance with each FDI’s liquidating value, and collateral payments are claimed whenever such collateral amount reaches USD250,000 or more. Please refer to the section of the Prospectus entitled *“The Company”*, sub-paragraph *“Collateral Management”* for additional details of the collateral management policy applicable to the Fund.

## 8. Risk Management Process

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

## 9. Offer

### *Initial Offer*

The Initial Offer Period in respect of Class I USD Hedged, Class C Euro, Class I Euro, Class NC Euro and Class NI Euro has now closed.

Subject to the paragraph below entitled "Closure of Classes", Shares in all other Classes of the Fund will be offered from 8:00am (Irish time) on 12 October, 2017 to 11:00am (Irish time) on 20 August, 2019 and/or the Closing Date (as defined below), whichever occurs first (the "**Initial Offer Period**"), at the Initial Offer Price set out below (plus any applicable duties or charges) and subject to acceptance of applications for the Shares by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Closing Date means the date on which the Minimum Class Size is received in respect of the relevant Class. Investors should note that if the Minimum Class Size is not received before the close of the Initial Offer Period, the Directors may in their sole discretion return subscription proceeds to investors.

### *Closure of Classes*

The Directors may close some or all of the Classes in the Fund to subscriptions from existing and/or new Shareholders. The Directors may subsequently re-open some or all of the Classes in the Fund to further subscriptions from existing and/or new Shareholders at their discretion and the process of closing and potentially, re-opening the Classes may be repeated thereafter as the Directors may determine from time to time.

Shareholders may ascertain the closed or open status of the Classes of the Fund and if those Classes are open to existing and/or new Shareholders by contacting the Transfer Agent. Closing the Fund to new subscriptions will not affect the redemption rights of Shareholders and Shareholders will be permitted to convert into other Classes as outlined in the Prospectus of the Company.

### *Initial Offer Price*

<b>Class</b>	<b>Initial Offer Price</b>
Class C USD hedged	USD 100
Class D Euro	EUR 100

Class F Euro	EUR 100
Class I CHF hedged	CHF 100
Class I GBP hedged	GBP 100
Class ID GBP hedged	GBP 100

The Initial Offer Period may be extended or shortened by the Directors. The Central Bank will be notified in advance of any such extension if subscriptions for Shares have been received during the Initial Offer Period and otherwise on a yearly basis.

#### *Subsequent Offer*

Subject to the paragraph above entitled "Closure of Classes", after closing of the Initial Offer Period, the Shares of the Fund will be issued at their Net Asset Value per Share (plus any applicable duties or charges).

#### *Share Class Restrictions*

Class C Shares are available to all investors but are more specifically designed for investors in relation to which the Distributor or its delegates have acted.

Class D Shares are available to all investors but are more specifically designed for investors in relation to which the Distributor or its delegates have acted.

Class F Shares are available to all investors but are more specifically designed for the Distributor's partners and asset management companies.

Class I Shares are available to all investors but are more specifically designed for institutional investors and collective investment schemes.

Class NC Euro, , Class NI Euro, Class NI GBP hedged, Class NID GBP hedged and Class NI USD hedged are currently closed to further subscriptions.

## **10. Minimum Subscription**

The Directors are entitled to impose minimum subscription requirements in respect of each Class of Shares as follows:

<b>Class of Shares</b>	<b>Minimum Subscription Inclusive of the Initial Charge) and Minimum Holding</b>	<b>Minimum Amount for Subsequent Subscriptions</b>
Class C Euro	EUR 5,000	None
Class C USD hedged	One share	None
Class D Euro	EUR 5,000	None

Class F Euro	One share	None
Class I CHF hedged	CHF 2,000,000	None
Class I Euro	EUR 2,000,000	None
Class I GBP hedged	GBP 2,000,000	None
Class ID GBP hedged	GBP 2,000,000	None
Class I USD hedged	USD 2,000,000	None
Class NC Euro	EUR 5,000	None
Class NI Euro	EUR 500,000	None
Class NI GBP hedged	GBP 500,000	None
Class NID GBP hedged	GBP 500,000	None
Class NI USD hedged	USD 500,000	None

The Directors have the right in their discretion, with respect to any investor, to waive or reduce the Minimum Subscription, Minimum Holding and Minimum Amount for Subsequent Subscriptions requirements outlined in the table above (if any) at any time; provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

These minimum subscription requirements are in addition to Minimum Class Size requirements, as follows:

<b>Class of Shares</b>	<b>Minimum Class Size</b>
Class C Euro	EUR 2,000,000
Class C USD hedged	USD 2,000,000
Class D Euro	EUR 2,000,000
Class F Euro	EUR 2,000,000
Class I CHF hedged	CHF 2,000,000
Class I Euro	EUR 2,000,000
Class I GBP hedged	GBP 2,000,000
Class ID GBP hedged	GBP 2,000,000
Class I USD hedged	USD 2,000,000
Class NC Euro	EUR 2,000,000
Class NI Euro	EUR 2,000,000
Class NI GBP hedged	GBP 2,000,000
Class NID GBP hedged	GBP 2,000,000
Class NI USD hedged	USD 2,000,000

The Minimum Class Size requirements as described above may be varied by the Directors at their discretion; provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

## 11. Application for Shares

Subject to the paragraph above entitled “*Closure of Classes*”, applications in respect of the Fund received by the Transfer Agent prior to the Subscription Dealing Deadline before the relevant Dealing Day will be dealt with on that Dealing Day. If any application is received after the Subscription Dealing Deadline, it will be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. The Directors may, at their

discretion, resolve to accept applications received after the Subscription Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

Initial applications should be made by sending an original signed Application Form to Transfer Agent but may, if the Company so determines, be made by telefax subject to prompt transmission to the Transfer Agent of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Transfer Agent.

Subsequent applications to purchase Shares following the initial subscription may be made to the Transfer Agent by telefax or such other means as may be permitted by the Directors and agreed with the Transfer Agent in accordance with the requirements of the Central Bank, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Transfer Agent.

Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

No redemptions will be paid until the original Application Form and such other papers as may be required by the Transfer Agent have been received and all anti-money laundering procedures have been completed.

Shareholders may be subject to a maximum sales charge of up to 5% of the subscription amount. The Directors have the right in their discretion, with respect to any investor, to waive or reduce the sales charge provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

For further information on the application procedure investors' attention is drawn to the section of the Prospectus entitled "*The Shares*" and the sub-section therein entitled "*Application Procedure*" which outlines further information on the application procedure to be followed.

### **Fractions**

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than 0.001 of a Share.

Subscription monies, representing less than 0.001 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

### **Method of Payment**

Subscription payments net of all bank charges should be paid by SWIFT or electronic transfer to the bank account specified in the Application Form. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.



## **Currency of Payment**

Subscription monies are payable in the currency of denomination of the relevant Class. The Company will not accept applications for Shares in currencies other than the currency of denomination of the relevant Class in which the applicant has elected to apply for Shares.

## **Timing of Payment**

Payment in respect of subscriptions must be received in cleared funds by the Transfer Agent no later than two (2) Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Company or its delegate may cancel the subscription. The Company reserves the right to cancel, or to instruct its delegate to cancel, without notice any contract for which payment has not been received by the settlement date and to recover any losses incurred. The Company may charge the applicant or, if the applicant is a Shareholder, redeem or sell all or part of his holding of Shares and use the proceeds thereof to satisfy and make good any loss, cost, expense or fees suffered by the Company as a result of non-receipt of such funds. In addition, settlement is conditional upon all the appropriate documentation being received by the Company or its delegate prior to the Dealing Deadline in the required format with all details correct and with valid authorisation. Investors are invited to carefully review the risk factor entitled "*Non-Payment of Subscription Monies*", under the section "*Risk Factors*" of the Prospectus.

## **Confirmation of Ownership**

Written confirmation of each purchase of Shares will normally be sent to Shareholders within two (2) Business Days of the relevant Dealing Day. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued.

## **12. Redemption of Shares**

### **Redemption of Shares**

Shareholders may redeem their Shares on any Dealing Day at the Net Asset Value per Share on the relevant Dealing Day (less any applicable duties or charges) (save during any period when the calculation of Net Asset Value is suspended). Redemption requests for Shares received by the Transfer Agent before the Redemption Dealing Deadline will be dealt with on that Dealing Day. Redemption requests received after the Redemption Dealing Deadline will, at the discretion of the Directors, be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. Investors' attention is drawn to the section of the Prospectus entitled "*The Shares*" and the sub-section therein entitled "*Redemption of Shares*" which outlines further information on the redemption procedure to be followed. The Directors may, at their discretion, resolve to accept redemption requests received after the Redemption Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

The redemption price per Share shall be the applicable Net Asset Value per Share.

### **Method of Payment**

Redemption payments will be made to the bank account detailed on the Application Form or as subsequently notified to the Transfer Agent in writing. Redemption payments following processing of instructions received by telefax will only be made to the account of record of a Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the currency of denomination of the Class from which the Shareholder has redeemed Shares.

### **Timing of Payment**

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days of the relevant Dealing Day (and in any event should not exceed ten (10) Business Days from the relevant Dealing Deadline) provided that all the required documentation has been furnished to and received by the Transfer Agent.

### **Withdrawal of Redemption Requests**

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

### **Compulsory/Total Redemption**

Shares of the Fund may be compulsorily redeemed and all the Shares may be redeemed in the circumstances described in the Prospectus under the sub-headings "*Compulsory Redemption of Shares*" and "*Total Redemption of Shares*".

## **13. Conversion of Shares**

Subject to the Minimum Subscription requirements of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading "*Conversion of Shares*". Requests for conversion of Shares should be made to the Transfer Agent by the Dealing Deadline by facsimile, written communication or electronically (in such format or method as shall be agreed in writing in advance with the Transfer Agent and subject to and in accordance with the requirements of the Transfer Agent and the Central Bank) or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Transfer Agent.

## **14. Dividend Policy**

Under the Articles, the Directors are entitled to declare dividends (and other distributions of income) on any Class at such times as they think appropriate and as appear justified out of the net income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses of the Fund. It is the current intention of the Directors that dividends may be declared annually (as of 31

December in each year) out of the net income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses of the Class D Euro, Class ID GBP Hedged and Class NID GBP hedged, as determined by the Directors to be available for distribution. At the election of the Shareholders, distributions shall be paid by bank transfer at the risk and expense of Shareholders to the account on record. Such distributions shall be paid within 3 months of the relevant declaration date or by such other period as the Directors may determine and notify Shareholders in advance.

It is not the current intention of the Directors that dividends be declared on the other Classes of the Fund. If dividends are to become payable on the other Classes, Shareholders in these Classes will be notified in advance and full details will be provided in an updated Supplement for the Fund.

For more information, please refer to the sections of the Prospectus entitled “*Dividend Policy*” and “*Dividends and Distributions*”.

## **15. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described in the Prospectus under the heading “*Suspension of Valuation of Assets*”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

## **16. Fees and Expenses**

The fees and operating expenses of the Company are set out in detail under the heading “*Fees and Expenses*” in the Prospectus. In addition, the following fees and expenses are specific to the Fund:

### **Establishment Expenses**

The Fund shall bear its attributable portion of the fees and operating expenses of the Company and the fees and expenses relating to the establishment of the Fund which are not expected to exceed €100,000 and which may be amortised over the first three Accounting Periods of the Fund or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair.

### **Financial Management Fee**

The Fund shall pay to the Distributor, the Investment Manager, the Trading Advisor and the Consultant out of its own assets, the following maximum aggregate annual financial management fees, together with any VAT, if applicable, which shall accrue at each Valuation Point.

- Class C: 1.50% of the NAV of each of Class C Euro and Class C USD hedged;
- Class D: 1.50% of the NAV of Class D Euro;

- Class F: 1.75% of the NAV of Class F Euro;
- Class I: 1.00% of the NAV of each of Class I CHF hedged, Class I Euro, Class I GBP hedged, Class ID GBP hedged and Class I USD hedged;
- Class NC: 1.25% of the NAV of Class NC Euro;
- Class NI: 0.75% of the NAV of each of Class NI Euro, Class NI GBP hedged, Class NID GBP hedged and Class NI USD hedged.

The portion of the financial management fee payable to the Distributor and the Consultant shall be paid quarterly and the portion of the fee payable to the Investment Manager and the Trading Advisor shall be paid monthly. The Investment Manager shall pay the fees and expenses of the Platform Advisor out of its own assets. The NAV used for calculation and daily accrual of the financial management fee shall be a NAV calculated before the accrual of all other expenses and fees of the Fund. Accruals, for the purposes of the performance fees, are made on each Valuation Day.

The Investment Manager shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

The Trading Advisor shall be entitled to be repaid out of the assets of the Fund for fees incurred by the Trading Advisor and properly vouched for middle office services provided by The Northern Trust Company in respect of the Fund. Such fees shall not exceed 0.04% of the NAV of the Fund per annum and shall be subject to an annual minimum fee of \$60,000.

In addition, the Investment Manager shall be entitled to charge a fee of up to an amount not exceeding 0.06% of the NAV of the currency-hedged Share Classes in respect of Share Class hedging for those Share Classes.

#### **Consultant Fee**

In addition to the fees outlined above, the fees of the Consultant will be paid out of the assets of the Fund, subject to a maximum fee of EUR 300,000 per annum for the Company which shall be accrued on each Valuation Point and paid quarterly out of the assets of each Fund of the Company, in proportion to their respective NAV.

#### **Administrator and Depositary Fees**

The Fund shall pay to the Administrator and to the Depositary, out of its own assets for services to be provided in relation to administration and accounting, and in relation to trustee services, the following maximum fees which shall be accrued and calculated as at the relevant Valuation Point together with any VAT, if applicable, payable monthly in arrears:

<b>NAV of the Fund</b>	<b>Administration and Depositary Fee</b>
From \$0 to \$499,999,999	0.13%
From \$500,000,000 to \$ 749,999,999	0.11%
From and above \$750,000,000	0.09%

subject to a minimum fee of \$75,000 for the first twelve months following the Fund's launch, \$112,500 for the period between the twelfth and twenty-fourth months, and \$150,000 per annum thereafter (the "**Minimum Fee**").

The Administrator shall be further entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses properly incurred by it in respect of the Fund in the performance of its duties and responsibilities under the Administration Agreement which shall include technology costs related to internet services to be provided to the Fund, transaction costs, legal expenses, courier and telecommunication costs.

The Depositary shall also be entitled to be repaid all of its reasonable out-of-pocket expenses properly incurred by it in the performance of its duties and responsibilities under the Depositary Agreement in respect of the Fund which shall include courier costs and filing fees.

Additionally, the Depositary will charge to the Fund safekeeping charges incurred by its sub-custodians in respect of the Fund which shall be at normal commercial rates plus transaction fees to include stamp duties, registration fees and special taxes plus the usual ad hoc administration costs.

#### **Transfer Agent's Fees**

The Fund shall pay to the Transfer Agent for services to be provided in relation to transfer agency and registrar services, a maximum aggregate fee of 0.025% per annum of the NAV of the Fund, accrued and calculated as at the relevant Valuation Point, together with any VAT, if applicable, payable monthly in arrears.

The Transfer Agent shall also be entitled to be repaid all of their reasonable out-of-pocket expenses properly incurred by each of them respectively, in the performance of their respective duties and responsibilities under the Transfer Agency Agreement in respect of the Fund, which shall include courier costs and filing fees.

#### **Performance Fee**

The Trading Advisor shall be entitled to receive a performance fee out of the assets of the Fund attributable to each Class of Shares in the Fund.

The performance fee will be calculated as a percentage (**20%**) of New Net Appreciation (as defined below) attributable to each Share Class as of the end of the relevant Calculation Period (as defined below).

"**New Net Appreciation**" shall mean the NAV of each Share Class in excess of the Aggregated Hurdle Amount (as defined below) and the High Water Mark (as defined below).

The "**Calculation Period**" for the purposes of calculating the performance fee of a Share Class will commence

on the Business Day immediately following the close of the Initial Offer Period for that Class or on the most recent 1<sup>st</sup> January following a positive New Net Appreciation for the previous December 31<sup>st</sup>. The Calculation Period will end on:

- (a) the close of business on 31st December; or
- (b) in respect of Shares which are redeemed, the Dealing Day on which such Shares are being redeemed; or
- (c) in the event of the termination of the Trading Adviser, the date of termination of the Trading Advisory Agreement; or
- (d) in the event that the Company or the Fund may be liquidated or cease trading, such date as may be determined by the Directors.

**“High Watermark”** means, for each relevant Share Class, the highest NAV attained by that Share Class being either the (i) Initial Offer Price; or (ii) the NAV on any subsequent December 31<sup>st</sup> in relation to which a performance fee was crystallised and paid. When a subscription is made, the High Watermark is adjusted upwards by the amount of the subscription for that Share Class, when a redemption is made, the High Watermark is adjusted downwards by the amount of the change in NAV for that Share Class and when a distribution is made, the High Watermark is adjusted downwards by the amount of the distribution for that Share Class.

**“Aggregated Hurdle Amount”** shall mean the sum of the Hurdle Amount (as defined below) for the Calculation Period.

**“Hurdle Amount”** shall mean the Daily Hurdle Rate (as defined below) multiplied by the High Watermark.

**“Daily Hurdle Rate”** for each day of the Calculation Period means the higher of:

- (a) zero (0); or
- (b) the Euro Overnight Index Average (“**EONIA**”) as at 3pm London time on 31<sup>st</sup> December in the preceding year, divided by 365.

If a redemption is made from the relevant Share Class as of a date other than 31<sup>st</sup> December, a performance fee (if accrued as of the date of such redemption) shall be crystallised in respect of the Shares being redeemed. Crystallised performance fees shall remain in the relevant Share Class until paid to the Trading Advisor, and shall not be used or made available to satisfy redemptions or pay any fees and expenses of the relevant Share Class.

If any Share Class experiences net losses after the payment of a performance fee in respect of such Share Class, the Trading Advisor will retain all performance fees previously paid to it in respect of such Share Class but will not receive a new performance fee in respect of such Share Class until New Net Appreciation is

achieved by such Share Class.

The NAV used for calculation and daily accrual of the performance fee shall be a NAV calculated after the accrual of all other expenses and fees of the Fund but before accrual of the performance fee. Accruals, for the purposes of the performance fees, are made on each Valuation Day, but shall only become due and payable, if and when applicable, at the end of a Calculation Period.

The performance fee for all Classes of Shares will be calculated by the Administrator and verified by the Depositary.

Net realised and unrealised capital gains and net realised and unrealised capital losses will be included, for all Classes of Shares, in the performance fee calculation as at the end of a Calculation Period. As a result a performance fee may be paid on unrealised gains that may subsequently never be realised.

#### Anti Dilution Levy / Duties and Charges

The Company reserves the right to impose an 'anti dilution levy' representing a provision for market spreads (the differences between the prices at which assets are valued and/or bought or sold), and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the Fund, in the event of receipt for processing of net subscriptions and/or redemptions, including subscriptions and redemptions which would be effected as a result of requests for conversion from one Fund into another Fund. Any such provision may be added to the price at which Shares will be issued in the case of net subscription requests exceeding 10% of the Net Asset Value of the Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 10% of the Net Asset Value of a Fund, including the price of Shares issued or redeemed as a result of requests for conversion. Any such anti-dilution levy shall not exceed 3% of the value of each relevant subscription or redemption transaction. The application of any provision will be subject to the overall direction and discretion of the Company.

## **17. Risk Factors**

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund:

### **General**

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. They are additional to the normal risks inherent in investing in securities. In addition owing to the investment objectives and policies of the Fund, investment in the Fund may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium to high volatility.

Investors in the Fund must recognize that, due to the inherent characteristics of the markets in which the Fund invests, directly or indirectly, the value of their investment can go down as well as up, and that they may not receive back the monies originally invested.

The liquidity in markets can vary and it may not always be possible for the Fund to disinvest or invest in any particular market.

### **Performance Fee Risk**

The payment of the performance fee as described under “Fees and Expenses - Performance Fees” to the Trading Advisor based on the performance of the Fund may provide the Trading Advisor with an incentive to cause the Fund to make more speculative investments than might otherwise be the case. The Trading Advisor will have discretion as to the timing and the terms of the Fund’s transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees.

### **Investment in Cash and Money Market Instruments**

The Fund may invest in deposits with credit institutions and/or in money market instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

### **Investment in Equity and Equity-Related Securities**

The Fund, as well as the collective investment schemes in which the Fund invests, may invest in equity and equity-related securities traded on national securities exchanges and over-the-counter markets. Equity securities will be subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity and equity-related interests are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in the equity markets generally. As a result, the Fund may suffer losses if it invests in equity securities of issuers where performance falls below market expectations or if equity markets in general decline or the Fund has not hedged against such a general decline. Futures on equity securities or indices are subject to all the foregoing risks, in addition to the risks particularly associated with futures and derivative contracts.

### **Hedging Transactions**

The Fund may utilise financial instruments such as forward contracts both for investment purposes and to seek to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates. Hedging against a decline in the value of the portfolio positions does not eliminate fluctuations in the values of portfolio positions nor prevent losses if the value of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the value of those positions. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is generally anticipated, if the Fund or the relevant collective investment scheme is not able to enter into a



hedging transaction at a price sufficient to protect the Fund from the decline in value of the portfolio position anticipated, as a result of such a fluctuation. While the Fund may enter into such transactions to seek to reduce currency, exchange rate and interest rate risks, unanticipated changes in currency, interest rates and equity markets may result in a poorer overall performance of the Fund. For a variety of reasons, the Fund (or relevant collective investment schemes investment managers) may not seek to establish (or may not otherwise obtain) a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss.

### **Derivatives Trading Risk**

Substantial risks are involved in alternative strategies. The Fund may enter into OTC derivative transactions such as swaps to gain economic exposure to securities, currencies or other assets or rates.

Trading risks include both counterparty risk and the risk that the financial institution used as an intermediary or counterparty might default, notably as a result of insolvency, and risks derived from the nature of transactions themselves or market risk.

Additionally, substantial risks are involved in trading financial derivatives in which the Fund intends to trade. The value of positions in derivatives is influenced by, among other things, changing supply, and demand for underlying assets, or by trade, fiscal and monetary policies of governments, foreign exchange controls as well as national and international political and economic events. In addition, governments from time to time may intervene, directly or by regulation, in certain markets. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction. Certain of the derivatives in which the Fund may invest are interest and foreign exchange rate sensitive, which means that their value and, consequently, the net asset value, will fluctuate as interest and/or foreign exchange rates fluctuate. The Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to the Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from the Fund's expectations may produce significant losses to the Fund.

Illiquid markets may also make it difficult for the Fund, the Investment Manager or the Trading Advisor, to get an order executed at a desired price.

In case of a default of a counterparty to a total return swap, investors should note that the Fund may lose any amount sent to the counterparty for margining, plus any mark-to-market gain that the total return swap has, but that had not yet been called back by the Fund. To mitigate this risk, the Investment Manager operates a strict cash management policy as described in the section of the Supplement entitled "Collateral Management Policy" that seeks to keep to a minimum the Fund's exposure to a counterparty default.

### **Trading Strategy**

The Trading Advisor looks to employ an investment approach that may result in the investment portfolio being actively traded over the short term. The Fund may turnover its investments with a short term holding period and therefore the investments held in the portfolio at one point in time may be significantly different to those held at another point of time. In addition, the Fund will be impacted by additional costs associated with higher trading

volumes, which will be reflected in the Total Expense Ratio calculated by the Fund and reported at the end of each accounting period.

### **Concentration of Investments**

At any given time, it is possible that the Trading Advisor may select positions that are concentrated in a particular market or industry or in a limited number or type of securities. Limited diversity could expose the Fund to losses disproportionate to general market movements if there are disproportionately greater adverse price movements in those positions. Since the Fund will not necessarily be widely diversified, the NAV of the Fund may be subject to larger variations than would be the case if the Fund maintained broader diversification among sectors, industries, companies, securities and types of securities.

### **Concentration of Large Investments**

Although the Trading Advisor will endeavor to maintain a portfolio that is compliant with UCITS diversification requirements, the Fund is likely to hold a few, relatively large equity positions, equity futures, OTC FDIs or currency positions in relation to the NAV of the Fund. Consequently, a loss in any such position could result in significant losses to the Fund.

### **Counterparty Risks**

The Fund may be a party to brokerage, clearing and swap agreements with the broker, executing broker or other counterparties (herein collectively "Counterparties"). The default of any Counterparty on any obligation to an account could have material adverse consequences. Some of the markets in which the Fund effects its transactions are "over-the-counter" or "interdealer" markets. For example, swaps and other custom instruments are subject to the risk of non-performance by the swap or custom instrument counterparty. This may expose the Fund to the 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 Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. In addition, the Fund may also be subject to the risk of the failure of any of the exchanges on which a futures contract trades or of the related clearinghouses.

Because the performance of forward contracts on currencies is not guaranteed by an exchange or clearinghouse, forward trading may be subject to the risk of the inability or refusal to perform with respect to such contracts on the part of the principal or agents through which the Trading Advisor may trade.

### **Currency Risk**

Assets of the Fund may be denominated in a currency other than the Base Currency and changes in the exchange rate between the Base Currency and the currency of the asset may lead to a depreciation of the value of the Fund's assets as expressed in the Base Currency. It may not be possible or practical to hedge against such currency exchange rate risk. The Investment Manager or Trading Advisor shall seek to mitigate this risk by using financial instruments.

The Fund may from time to time enter into currency exchange transactions either on a spot basis or by buying currency exchange forward contracts. Neither spot transactions nor forward currency exchange contracts eliminate fluctuations in the prices of the Fund's securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline. The performance of the Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by the Fund may not correspond with the securities positions held.

The Fund may enter into currency exchange transactions and/or use techniques and instruments to seek to protect against fluctuations in the relative value of its portfolio positions as a result of changes in currency exchange rates between the trade and settlement dates of specific securities transactions or anticipated securities transactions. Although these transactions are intended to minimise the risk of loss due to a decline in the value of a hedged currency, they also limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the relevant contract amounts and the value of the securities involved will not generally be possible because the future value of such securities will change as a consequence of market movements in the value of such securities between the date when the relevant contract is entered into and the date when it matures. The successful execution of a hedging strategy which matches exactly the profile of the investments of the Fund cannot be assured and is not an objective of the Fund. It may not be possible to hedge against generally anticipated exchange fluctuations at a price sufficient to protect the assets from the anticipated decline in value of the portfolio positions as a result of such fluctuations.

#### **FDI Correlation Risk**

The prices of financial derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded financial derivative instruments may also be subject to changes in price due to supply and demand factors.

#### **Futures Risk**

The Trading Advisors may engage in various portfolio strategies on behalf of the Fund through the use of futures. Due to the nature of futures, cash to meet margin monies will be held by a broker with whom each Fund has an open position. In the event of the insolvency or bankruptcy of the broker, there can be no guarantee that such monies will be returned to each Fund.

#### **Market Capitalisation Risk**

The securities of small-to-medium-sized (by market capitalisation) companies, or financial instruments related to such securities, may have a more limited market than the securities of larger companies and may involve greater risks and volatility than investments in larger companies. Accordingly, it may be more difficult to effect sales of such securities at an advantageous time or without a substantial drop in price than securities of a company with a large market capitalisation and broad trading market. In addition, securities of small-to-medium-sized companies may have greater price volatility as they are generally more vulnerable to adverse market factors such as unfavourable economic reports.

Companies with smaller market capitalisations may be at an earlier stage of development, may be subject to greater business risks, may have limited product lines, limited financial resources and less depth in management than more established companies. In addition, these companies may have difficulty withstanding competition from larger more established companies in their industries. The securities of companies with smaller market capitalisations may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than investing in securities of larger capitalisation companies. In addition, transaction costs in smaller capitalisation stocks may be higher than those of larger capitalisation companies.

### **Trading Advisor Risk**

The Trading Advisor is of relatively small size. As such, its reliance on a key individual may be more important than it would be in larger firms. To the extent that activities of the Trading Advisor relate to the operations of the Fund, such Fund may be adversely affected if a key individual cease to participate in the operation of the Trading Advisor. Accordingly, there may be times where continued service and availability of a key individual shaping the Trading Advisor and the Fund's investment policy are exposed to unforeseen events that could potentially disrupt the activities of the Trading Advisor and of the Fund (notably, the loss of a key individual's services (e.g. through death, disability, retirement or leaving the employ of the Trading Advisor) could cause the Fund to suffer losses).

### **Use of Leverage**

The Fund uses leverage as part of its investment strategy. This generally results in the Fund's market exposure being significantly higher than its equity. The Fund may acquire leverage through investment in FDIs. Leverage may enhance an investments return in the Fund. However, the use of leverage may expose the Fund to additional risks, including (i) greater losses from investments than would otherwise have been the case had the Fund not applied leverage, and (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions. In the event of a sudden, precipitous drop in the value of the Fund's investments, the Trading Advisor may not be able to liquidate assets quickly enough to repay its obligations, further magnifying losses.

### **18. French Share Savings Plan (PEA)**

The Fund may be held within the framework of a share savings plan (PEA) in France. The Company undertakes pursuant to Article 91 quater L of Annex II to the General Tax Code, to permanently invest at least 75% of the Fund's assets in the securities listed in (a) and (b) of I, 1° of Article L.221-31 of the French Monetary and Financial Code.

## **SUPPLEMENT 8**

### **InRIS Prentice**

**Dated 1 July, 2019**

**to the Prospectus issued for InRIS UCITS PLC**

This Supplement contains information relating specifically to InRIS Prentice (the “**Fund**”), a sub-fund of InRIS UCITS PLC (the “**Company**”), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the “**Central Bank**”) on 19 July, 2013 as a UCITS pursuant to the UCITS Regulations.

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

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 19 February, 2019, as may be amended from time to time, (the “Prospectus”).**

The launch of various Classes within the Fund may occur at different times and therefore at the time of the launch of given Class(es), the pool of assets of the Fund to which a given Class relates may have commenced to trade. Financial information in respect of the Fund will be published from time to time, and the most recently published audited and unaudited financial information will be available to potential investors upon request following publication.

**The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.**

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

**The Fund may, at any one time, be primarily invested in financial derivative instruments. The Fund may use financial derivative instruments for efficient portfolio management purposes (including for hedging purposes) and/or investment purposes. Leverage will be generated by the Fund through the leverage generally inherent in derivative instruments. For more information on the use of derivative instruments please refer to the “Financial Instruments Derivatives” section of this Supplement.**

**The Fund may invest substantially in money market instruments and deposits with credit institutions. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of,**

or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

Investors should read and consider the section entitled “Risk Factors” in the Prospectus and Supplement before investing in the Fund.

**Profile of a Typical Investor:** A typical investor has an investment horizon of 3 years or more and is prepared to accept a high level of volatility.

## 1. Interpretation

The expressions below shall have the following meanings:

“ <b>Administrator</b> ”	means State Street Fund Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.
“ <b>Business Day</b> ”	means any day, except Saturday, Sunday, or public holidays in Dublin, Luxembourg or New York or such other day or days as may be determined by the Directors and notified in advance to Shareholders.
“ <b>Depository</b> ”	means State Street Custodial Services (Ireland) Limited whose principal place of business is at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.
“ <b>Dealing Day</b> ”	means the first Business Day of the month and every Wednesday and if such Wednesday is not a Business Day the preceding Business Day and/or such other day or days as the Directors may from time to time determine and notify to Shareholders in advance provided there will be at least one Dealing Day per fortnight.
“ <b>Redemption Dealing Deadline</b> ”	means for all redemption requests sent to the Transfer Agent, 11 am Irish time four (4) Business Days preceding the relevant Dealing Day or such other time as the Directors may determine and notify the Shareholders in advance provided always that the Dealing Deadline is no later than the relevant Valuation Point.
“ <b>Subscription Dealing Deadline</b> ”	means for all subscription documents sent to the Transfer Agent, 11 am Irish time four (4) Business Days preceding the relevant Dealing Day, or such other time as the Directors may determine and notify the Shareholders in advance provided always that the Dealing Deadline is no later than the relevant Valuation Point.

<b>“Trading Advisor”</b>	means Prentice Capital Management, L.P. whose principal place of business is at 100 West Putnam Avenue, Greenwich, CT 06830.
<b>“Trading Advisory Agreement”</b>	means the Trading Advisory Agreement made between the Investment Manager and the Trading Advisor dated 1 July, 2019 as may be amended from time to time.
<b>“Transfer Agent”</b>	means CACEIS Ireland Limited, whose principal place of business is at, One Custom House Plaza, IFSC, Dublin D01 C2C5, Ireland.
<b>“Valuation Point”</b>	means 10 pm (Irish Time) on the relevant Valuation Day.
<b>“Valuation Day”</b>	means the Business Day immediately preceding the Dealing Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

## 2. Classes of Shares

<b>Class</b>	<b>Currency of Denomination</b>
Class C CHF hedged	CHF
Class C Euro hedged	EUR
Class C USD	USD
Class F Euro hedged	EUR
Class I CHF hedged	CHF
Class I Euro hedged	EUR
Class I GBP hedged	GBP
Class I USD	USD
Class M Euro hedged	EUR
Class M USD	USD
Class NC Euro hedged	EUR
Class NI Euro hedged	EUR
Class NI USD	USD

In relation to hedged Classes, it is the intention of the Investment Manager to hedge (or cause a third party FX hedging provider to hedge) the currency exposure at Class level between the denominated currency of the relevant Class and USD (the **“Base Currency”** of the Fund). Further, where the Investment Manager acting in respect of the Fund seeks to hedge against such currency exchange fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside of the control of the Investment Manager.

The conditions in relation to the use of such hedging strategies are described in the section of the Prospectus entitled **“Hedging of Currency Exchange in Relation to Some Classes of Shares”**. Investors’ attention is also drawn to the risks relating to the adoption of currency hedging strategies, which are described in the section of the Prospectus entitled **“Share Currency Designation Risk”**.

### **3. Base Currency**

The Base Currency shall be USD.

### **4. Trading Advisor**

The Investment Manager has appointed Prentice Capital Management, L.P. as Trading Advisor to manage the assets of the Fund in accordance with the investment objective and policy of the Fund.

The Trading Advisor is a limited partnership registered with the U.S. Securities and Exchange Commission (SEC), operating out of Greenwich, Connecticut, USA. Its founder, Michael Zimmerman, managed U.S. consumer portfolios within the Trading Advisor and his previous employers. The Trading Advisor specializes in a fundamental stock picking approach to U.S. public consumer sector equities and prefers to manage concentrated portfolios.

The Trading Advisory Agreement may be terminated at any time by the Investment Manager upon written notice to the Trading Advisor and on ninety (90) days' written notice by the Trading Advisor. The Investment Manager shall use commercially reasonable efforts to provide the Trading Advisor with a prior notice, which shall in no event be required to exceed 10 Business Days. In the case of certain specified material events, including the change of control of the Trading Advisor, the Trading Advisory Agreement may be automatically terminated.

### **5. Investment Objective**

The investment objective of the Fund is to achieve long-term capital appreciation by investing in the U.S. consumer goods sector, while delivering low correlation to equity markets.

### **6. Investment Policy**

The Fund is a U.S. consumer sector (as described below) equity long/short fund. This will involve buying equities and using financial derivative instruments ("FDI") to hedge or take positions on equities likely to add value. The Trading Advisor relies primarily on fundamental research, which includes reviewing a prospective company's balance sheet and/or economic forecasts. The Fund will take long positions in companies experiencing prolonged under-performance, or undergoing significant change and take synthetic short positions through FDIs in fully valued structurally declining companies, which are companies which, in the Trading Advisor's view, are facing business or financial difficulties. The Trading Advisor selects positions based on fundamental research and the use of primary data, such as company public disclosures, market share, market prices, production, consumption, price or credit data. The Trading Advisor's portfolio's concentration of long positions shall be high (typically 30-60 stocks) and the trading frequency shall be low due to the long investment horizon. The Fund will invest primarily in North American equities, and may also invest from time to time in other markets (including emerging markets), via the use of listed common stocks, Exchange Traded Funds (ETFs), American Depositary Receipts ("ADRs"), Global Depositary Receipts ("GDRs"), contracts for differences, swaps on single listed equity, swaps on single over-the-counter ("OTC") equity, swaps on equity indices and total return swaps, as further described in the section below entitled "Financial Instruments Derivatives". The Fund may invest up to 10% of its NAV in emerging markets.



The consumer sector relates to companies that manufacture products and provide services that consumers purchase on a discretionary basis, as well as companies that provide direct-to-consumer products that, based on consumer purchasing habits, are typically considered nondiscretionary. Examples include but are not limited to: apparel, textiles, food service/lodging, household furniture, appliances, leisure-related, printing and publishing, general retail, food products, beverages and soaps and toiletries.

When selecting equities, the Fund focuses on long-term outcome with the objective to make money on each position, whether long or synthetically short. The Fund has active long and short positions.

Single stocks included in the portfolio are the result of a bottom-up selection process. Although this selection process is the primary focus, portfolio monitoring and risk control, using FDIs to minimize losses, are also an integral part of the process. The Fund has a variable net exposure (meaning the value of long positions minus the value of short positions), which shall generally be between +30% to -10% of the Net Asset Value of the Fund and shall be derived from microeconomic data points. When the valuation of the market is low, the Fund will tend to hold more long positions than short positions. When the market reflects a higher valuation, the Fund will increase the short positions and thus reduce the net exposure.

The Fund may take both long and synthetic short positions in any of the asset classes set out in this Supplement in order to achieve its investment objective.

It is expected that the total gross long positions will not exceed 80% of the Net Asset Value of the Fund and the total gross short positions will not exceed 70% of the Net Asset Value of the Fund. However, the total gross long positions and the total gross short positions may exceed or fall below these percentages depending on how the strategy described above is implemented from time to time. Long positions may be held through a combination of direct investment in equities and/or FDI while short positions will be held through FDI only. A description of each of these FDI is set out in the section "*Financial Derivative Instruments*" below.

With the exception of permitted investment in unlisted transferable securities and money market instruments (as set out in Appendix I of the Prospectus), the Fund will only invest in transferable securities and money market instruments which are listed or traded on a Recognised Exchange, as set out in Appendix II of the Prospectus. With the exception of permitted investment in unlisted FDI, the Fund will only invest in FDI which are listed or traded on a stock exchange or market listed on a Recognised Exchange.

The Fund may also invest in collective investment schemes and hold cash and other liquid assets for cash management purposes, as described below.

## **7. Efficient Portfolio Management**

Where considered appropriate, the Fund may utilise techniques and instruments for efficient portfolio management (e.g. to protect against exchange risks), within the conditions and limits laid down by the Central Bank from time to time.

Efficient portfolio management transactions relating to the assets of the Fund may be entered into with one of

the following aims: (a) a reduction of risk (including currency exposure risk); (b) a reduction of cost (with no increase or minimal increase in risk); and (c) generation of additional capital or income for the Fund with a level of risk consistent with the risk profile of the Fund and the diversification requirements in accordance with the UCITS Regulations and the Central Bank UCITS Regulations and as disclosed in Appendix I to the Prospectus.

In relation to efficient portfolio management operations, the Fund will look to ensure that the instruments used are economically appropriate in that they will be realized in a cost-effective way. Notwithstanding the foregoing, efficient portfolio management will be used solely for currency hedging purposes. This will be achieved through the use of forward foreign currency exchange contracts.

### **Investment in Cash and Ancillary Liquid Assets**

As the use of FDI is an important part of the approach of the Fund and because FDI can generate or leave access to cash, which may be used as margin / collateral to support the exposures generated through the use of FDI, the Fund may at any one time have significant cash balances to invest. For example, investing in long and short equity swaps in equal measure on a margin basis may leave a positive cash balance. Such cash balances may be invested in government bonds (i.e. treasury bills), money market funds and money market instruments, including, but not limited to, certificates of deposit, fixed or floating rate notes and fixed or variable rate commercial paper (which are considered investment grade or above as rated by the principal rating agencies) and in cash deposits denominated in such currency or currencies as the Investment Manager may determine. The Fund's assets may also be invested in term and time deposits of banks (which are considered investment grade or above by the principal rating agencies). The residual maturity of each investment described in this paragraph may not exceed one year. Such investment is made in order to manage the cash held by the Fund which is required for investment in derivatives outlined above. It is for this purpose that the instruments discussed in this paragraph will be used. Investments in money market funds (which are classified as collective investment schemes) shall be subject to the limits set out in the section below entitled "Investments in Collective Investment Schemes".

The Fund may invest in fixed rate government bonds (i.e. treasury bills) which are considered to be investment grade, meaning they are rated BBB or above by Standard & Poor's or the equivalent by another major credit agency.

### **8. Investments in Collective Investment Schemes**

As set out above, the Fund may invest in collective investment schemes for cash management purposes. Investment in collective investment schemes will be in accordance with the Central Banks' requirements. Investment in collective investment schemes (including UCITS ETFs) shall not exceed 10% of the Net Asset Value of the Fund.

### **11. Total Return Swaps and Contracts for Difference**

As noted above, the Fund may enter into total return swaps including any contracts for difference which are deemed to constitute total return swaps for the purposes of the SFT Regulations.

All types of assets which may be held by the Fund in accordance with its investment objectives and policies

may be subject to a total return swap (including any contracts for difference as detailed below).

The maximum proportion of the Fund's assets which can be subject to total return swaps (including any contracts for difference) is 80% of the Net Asset Value of the Fund.

The expected proportion of the Fund's assets which will be subject to total return swaps (including any contracts for difference) is below 10% of the Net Asset Value of the Fund's assets. The proportion of the Fund's assets which are subject to total return swaps (including any contracts for difference) at any given time will depend on prevailing market conditions and the value of the relevant investments. The amount of assets engaged in total return swaps (including any contracts for difference), expressed as an absolute amount and as a proportion of the Fund's assets, as well as other relevant information relating to the use of total return swaps (including any contracts for difference) shall be disclosed in the annual report and semi-annual report of the Company.

For the purposes of the above, a total return swap is any OTC derivative contract in which one counterparty transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty.

Further information relating to total return swaps and contracts for difference is set out in the Prospectus at Section 1 – “*The Company*”, sub-sections “*Investment in Financial Derivative Instruments – Contracts for Difference*” and “*Investment in Financial Derivative Instruments – Total Return Swaps*”.

There is no current intention for the Fund to engage in securities financing transactions within the meaning of the SFT Regulations.

## **11. Financial Derivative Instruments**

The Fund may invest in Financial Derivatives Instruments (“FDIs”) for investment and/or hedging purposes. It is anticipated that the Fund will be able to have a long or short exposure to equities or equity related instruments, such as listed common stocks, ADRs, and GDRs, through the use of some or all of the below FDIs. Short positions shall only be taken synthetically through the use of FDI.

Depending on market conditions, the Fund may invest in all the FDIs listed below or may select one or more FDIs to invest in from the list below as determined at the discretion of the Trading Advisor. The FDIs used by the Fund will consist, as described above and further detailed below, of contracts for differences, swaps on single listed equity, swaps on single over-the-counter (“OTC”) equity, swaps on equity indices, total return swaps and forwards on foreign currency exchange.

*Contracts for Differences and Total Return Swaps:* The Trading Advisor may enter into total return swaps and contracts for differences as a means of gaining long or short exposure to equities. It may also enter into total return swaps or contracts for differences to hedge the equity exposure of the Fund.

*Swaps on single listed equity, Swaps on OTC equity and Equity Index Swaps:* The Trading Advisor may enter into swaps on single listed equity, swaps on OTC equity or equity index swaps as a means of gaining long or

short exposure to equities or equity indices. It may also enter into equity index swaps to hedge against changes in the values of securities held by the Fund or markets to which the Fund is exposed, directly or indirectly.

*Currency Forwards:* The Fund may employ currency forwards as a means of gaining long or short exposure to foreign exchange rate movements. The Investment Manager may also use currency forwards for the purpose of share class hedging.

Counterparties to the total return swaps that the Fund may enter into would be counterparties authorised in accordance with the process set forth in the section of the Prospectus entitled "*Investment in Financial Derivative Instruments*" and "*Eligible Counterparties*". The Fund will only enter into total return swaps on behalf of the Fund with counterparties which are subject to prudential supervision and are within categories approved by the Central Bank as set down in the UCITS Regulations, the Central Bank UCITS Regulations or otherwise provided for in the Prospectus. It is not possible to comprehensively list in this Supplement all of the counterparties as they may change from time to time. Counterparties would typically be required to have strong capability and expertise in the type of FDI traded and have high credit worthiness as defined by the financial ratios of the firm, credit spread, debt rating, stock performance, etc. The credit risk attributable to such counterparties is monitored by the Investment Manager to ensure that any degradation of the credit of a counterparty is identified and that, whenever possible, relevant actions are taken in a timely manner. Since the underlying of the FDIs will either be single stocks or index, the counterparty to a total return swap will not have any discretion over the composition or the management of the Fund.

## **Indices**

The Fund may gain exposure to financial indices through the use of FDI (listed above) where considered appropriate to the investment objective and investment policy of the Fund. The Fund may gain exposure to indices such as the S&P500. Indices to which the Fund may gain exposure shall comply with UCITS Regulations, Central Bank UCITS Regulations and the ESMA Guidance on ETFs and other UCITS issues. The Fund will generally gain exposure to such indices both for hedging and for speculative purposes, to access various markets and sectors.

The S&P500 is widely regarded as a gauge of large capitalization US equities and includes 500 companies, capturing 80% of available market capitalization. Information on this index may be found at <http://www.spindices.com/indices/equity/sp-500>.

It is not possible to list comprehensively all the indices to which exposure may be taken, as they will change from time to time, but the annual accounts of the Company will include details of the indices to which exposures are taken during the relevant period. Shareholders may also obtain information on the indices to which exposure may be taken (including the markets which they are representing) upon request from the Investment Manager.

The global exposure of the Fund, including FDIs, is calculated by an absolute VaR approach. The use of exchange-traded and OTC derivatives forms an important part of the investment policy of the Fund and will result in the Fund being leveraged. Market risk exposure is monitored through the use of absolute VaR. The market risks generated by the Fund through the use of instruments will be measured through the use of a Value at Risk ("**VaR**") measure. Absolute VaR is measured over a holding period (of 20 days) and should not be

greater than 20% of the Net Asset Value of the Fund. The VaR will be calculated daily using a one-tailed 99% confidence level and the historical observation period will not be less than one year. Leverage will be generated by the Fund through the leverage that is inherent in the FDIs and shall be calculated as the sum of the notional amounts of the FDIs used. Under normal market conditions, the Fund is generally expected to employ leverage up to 160% of Net Asset Value of the Fund, which includes the leverage that shall be created via exposure to FDIs on the indices listed above. However the Fund may exceed or fall below this level at times. The expected level of leverage may be exceeded in times of rising volatility in the markets where the Trading Advisor may increase (or decrease) its use of FDIs (from the list of FDIs set out above) or vary its exposure to any such FDIs to hedge specific risks within the portfolio, resulting in an increase (or decrease) in the volume of FDIs used and a higher (or lower) leverage. The Trading Advisor may also increase (or decrease) its use of FDIs in order to capture temporary opportunities in the market, which may also lead to a temporary increase (or decrease) in the leverage of the Fund.

**The use of derivatives entails certain risks to the Fund including those set out under “Risk Factors” in this Supplement.** Investors are also encouraged to read the section of the Prospectus entitled “Financial Derivative Instrument” which describes the types of derivatives which the Company may use, the purposes of their intended use and their effect.

## **12. Collateral Management Policy**

The collateral management policy employed by the Investment Manager in respect of the Fund arising from OTC financial derivative transactions provides that cash and non-cash will be permitted collateral for each proposed financial derivative transaction. The level of collateral required by the Investment Manager in respect of each financial derivative transaction varies in accordance with each FDI’s liquidating value, and collateral payments are claimed whenever such collateral amount reaches USD250,000 or more. Please refer to the section of the Prospectus entitled “*The Company*”, sub-paragraph “*Collateral Management*” for additional details of the collateral management policy applicable to the Fund.

## **13. Risk Management Process**

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

## **14. Offer**

### *Initial Offer*

Subject to the paragraph below entitled “Closure of Classes”, Shares for all Classes of the Fund will be offered from 8:00am (Irish time) on 2 July, 2019 to (a) 11:00am (Irish time) on 2 January, 2020 and/or (b) the Closing Date (as defined below), whichever occurs first (the “**Initial Offer Period**”) at the Initial Offer Price set out below

(plus any applicable duties or charges) and subject to acceptance of applications for the Classes by the Company and will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period. The Closing Date means the date on which the Minimum Class Size is received in respect of the relevant Class. Investors should note that if the Minimum Class Size is not received before the close of the Initial Offer Period, the Directors may in their sole discretion return subscription proceeds to investors.

#### *Closure of Classes*

The Directors may close some or all of the Classes in the Fund to subscriptions from existing and/or new Shareholders. The Directors may subsequently re-open some or all of the Classes in the Fund to further subscriptions from existing and/or new Shareholders at their discretion and the process of closing and potentially, re-opening the Classes may be repeated thereafter as the Directors may determine from time to time.

Shareholders may ascertain the closed or open status of the Classes of the Fund and if those Classes are open to existing and/or new Shareholders by contacting the Transfer Agent. Closing the Fund to new subscriptions will not affect the redemption rights of Shareholders and Shareholders will be permitted to convert into other Classes as outlined in the Prospectus of the Company.

#### *Initial Offer Price*

<b>Class</b>	<b>Initial Offer Price</b>
Class C CHF hedged	CHF 100
Class C Euro hedged	EUR 100
Class C USD	USD 100
Class F Euro hedged	EUR 100
Class I CHF hedged	CHF 100
Class I Euro hedged	EUR 100
Class I GBP hedged	GBP 100
Class I USD	USD 100
Class M Euro hedged	EUR 100
Class M USD	USD 100
Class NC Euro hedged	EUR 100
Class NI Euro hedged	EUR 100
Class NI USD	USD 100

The Initial Offer Period may be extended or shortened by the Directors. The Central Bank will be notified in advance of any such extension if subscriptions for Shares have been received during the Initial Offer Period and otherwise on a yearly basis.

#### *Subsequent Offer*

Subject to the paragraph above entitled “Closure of Classes”, after closing of the Initial Offer Period, the Classes of Shares of the Fund will be issued at their Net Asset Value per Share (plus any applicable duties or charges).

*Share Class Restrictions*

Class C Shares are available to all investors but are more specifically designed for investors in relation to which the Distributor or its delegates have acted.

Class F Shares are available to all investors but are more specifically designed for the Distributor’s partners and asset management companies.

Class I Shares are available to all investors but are more specifically designed for institutional investors and collective investment schemes.

Class M Shares are restricted to the Trading Advisor, its partners and employees, affiliates and the partners and employees of its affiliates as well as any fund organised for the purposes of a company savings plan for the benefit of the partners and employees of such entities and to partners, officers and employees of the Distributor and its affiliates, including funds organised for the purposes of the company savings plan. Class M Shares are only available up to a maximum net amount of subscriptions of USD100M in aggregate, thereafter Class M Shares will be closed to further subscriptions.

Class NI and NC Shares are only available during the first six (6) months after the first issuance of Shares in the Fund or up to a maximum aggregate amount of subscriptions in both class NI and NC Shares of US\$75m, whichever occurs first, thereafter Class NI and Class NC Shares will be closed to further subscriptions.

**15. Minimum Subscription**

The Directors are entitled to impose minimum subscription requirements in respect of each Class of Shares as follows:

<b>Class of Shares</b>	<b>Minimum Subscription (Inclusive of Sales Charge) and Minimum Holding</b>	<b>Minimum Amount for Subsequent Subscriptions</b>
Class C CHF hedged	One Share	None
Class C Euro hedged	EUR 5,000	None
Class C USD	One Share	None
Class F Euro hedged	One Share	None
Class I CHF hedged	CHF 2,000,000	None
Class I Euro hedged	EUR 2,000,000	None
Class I GBP hedged	GBP 2,000,000	None
Class I USD	USD 2,000,000	None

Class M Euro hedged	One Share	None
Class M USD	One Share	None
Class NC Euro hedged	EUR 5,000	None
Class NI Euro hedged	EUR 2,000,000	None
Class NI USD	USD 2,000,000	None

The Directors have the right in their discretion, with respect to any investor, to waive or reduce the Minimum Subscription, Minimum Holding and Minimum Amount for Subsequent Subscriptions restrictions outlined in the table above (if any) at any time, provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

These minimum subscription requirements are in addition to Minimum Class Size requirements, as follows:

<b>Class of Shares</b>	<b>Minimum Class Size</b>
Class C CHF hedged	CHF 2,000,000
Class C Euro hedged	Euro 2,000,000
Class C USD	USD 2,000,000
Class F Euro hedged	Euro 2,000,000
Class I CHF hedged	CHF 2,000,000
Class I Euro hedged	Euro 2,000,000
Class I GBP hedged	GBP 2,000,000
Class I USD	USD 2,000,000
Class M Euro hedged	Euro 100,000
Class M USD	USD 100,000
Class NC Euro hedged	Euro 2,000,000
Class NI Euro hedged	Euro 2,000,000
Class NI USD	USD 2,000,000

The Minimum Class Size requirements, as described above, may be varied by the Directors at their discretion, provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

## **16. Application for Shares**

Subject to the paragraph above entitled "*Closure of Classes*", applications in respect of the Fund received by the Transfer Agent prior to the Subscription Dealing Deadline before the relevant Dealing Day will be dealt with on that Dealing Day. If any application is received after the Subscription Dealing Deadline, it will be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. The Directors may, at their discretion, resolve to accept applications received after the Subscription Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

Initial applications should be made by sending an original signed Application Form to the Transfer Agent but may, if the Company so determines, be made by telefax subject to prompt transmission to the Transfer Agent of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Transfer Agent.



No redemptions will be paid until the original Application Form and such other papers as may be required by the Transfer Agent have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made to the Transfer Agent by telefax or such other means as may be permitted by the Directors and agreed with the Transfer Agent in accordance with the requirements of the Central Bank, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Transfer Agent. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Shareholders may be subject to a maximum sales charge of up to 5% of the subscription amount. The Directors have the right in their discretion, with respect to any investor, to waive or reduce the sales charge provided that Shareholders in the same position in the same Class shall be treated equally and fairly.

For further information on the application procedure investors' attention is drawn to the section of the Prospectus entitled "The Shares" and the sub-section therein entitled "Application Procedure" which outlines further information on the application procedure to be followed.

### **Fractions**

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than 0.001 of a Share.

Subscription monies, representing less than 0.001 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

### **Method of Payment**

Subscription payments net of all bank charges should be paid by SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the currency of denomination of the relevant Class. The Company will not accept applications for Shares in currencies other than the currency of denomination of the relevant Class in which the applicant has elected to apply for Shares.

### **Timing of Payment**

Payment in respect of subscriptions must be received in cleared funds by the Transfer Agent no later than the two (2) Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Company or its delegate may cancel the subscription. The Company reserves the right to cancel, or to instruct its delegate to cancel, without notice any contract for which

payment has not been received by the settlement date and to recover any losses incurred. The Company may charge the applicant or, if the applicant is a Shareholder, redeem or sell all or part of his holding of Shares and use the proceeds thereof to satisfy and make good any loss, cost, expense or fees suffered by the Company as a result of non-receipt of such funds. In addition, settlement is conditional upon all the appropriate documentation being received by the Company or its delegate prior to the Dealing Deadline in the required format with all details correct and with valid authorisation. Investors are invited to carefully review the risk factor entitled “Non-Payment of Subscription Monies”, under the section “Risk Factors” of the Prospectus.

### **Confirmation of Ownership**

Written confirmation of each purchase of Shares will normally be sent to Shareholders within 2 Business Days of the relevant Dealing Day. Title to Shares will be evidenced by the entering of the investor’s name on the Company’s register of Shareholders and no certificates will be issued.

## **17. Redemption of Shares**

### **Redemption of Shares**

Shareholders may redeem their Shares on any Dealing Day at the Net Asset Value per Share on the relevant Dealing Day (less any applicable duties or charges) (save during any period when the calculation of Net Asset Value is suspended). Redemption requests for Shares received by the Transfer Agent before the Redemption Dealing Deadline will be dealt with on that Dealing Day. Redemption requests received after the Redemption Dealing Deadline will, at the discretion of the Directors, be deemed to have been received in respect of the next Dealing Day and dealt with accordingly. Investors’ attention is drawn to the section of the Prospectus entitled “The Shares” and the sub-section therein entitled “Redemption of Shares” which outlines further information on the redemption procedure to be followed. The Directors may, at their discretion, resolve to accept redemption requests received after the Redemption Dealing Deadline but prior to the Valuation Point, in exceptional circumstances.

The redemption price per Share shall be the Net Asset Value per Share.

### **Method of Payment**

Redemption payments will be made to the bank account detailed on the Application Form or as subsequently notified to the Transfer Agent in writing. Redemption payments following processing of instructions received by telefax will only be made to the account of record of a Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the currency of denomination of the Class from which the Shareholder has redeemed Shares.

### **Timing of Payment**

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days of the relevant Dealing Day (and in any event should not exceed ten (10) Business Days from the relevant Dealing Deadline) provided that all the required documentation has been furnished to and received by the Transfer Agent.

### **Withdrawal of Redemption Requests**

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

### **Compulsory/Total Redemption**

Shares of the Fund may be compulsorily redeemed and all the Shares may be redeemed in the circumstances described in the Prospectus under the sub-headings “Compulsory Redemption of Shares” and “Total Redemption of Shares”.

## **18. Conversion of Shares**

Subject to the Minimum Subscription of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading “Conversion of Shares”. Requests for conversion of Shares should be made to the Transfer Agent by the Dealing Deadline by facsimile, written communication or electronically (in such format or method as shall be agreed in writing in advance with the Transfer Agent and subject to and in accordance with the requirements of the Transfer Agent and the Central Bank) or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Transfer Agent.

## **19. Dividend Policy**

Under the Articles of Association the Directors are entitled to declare dividends (and other distributions of income) on any Class at such times as they think appropriate and as appear justified out of the net income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses of the Fund. Dividends may be declared annually (as of 31 December in each year) out of the net income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses of the Classes of the Fund, as determined by the Directors to be available for distribution. At the election of the Shareholders, distributions shall be paid by bank transfer at the risk and expense of Shareholders to the account on record. Such distributions shall be paid within one month of the relevant declaration date or such other period as determined by the Directors at their discretion and as notified to relevant Shareholders in advance.

If dividends are to become payable on the Classes, Shareholders in these Classes will be notified in advance and full details will be provided in an updated Supplement for the Fund. For more information, please refer to the sections of the Prospectus entitled “Dividend Policy” and “Dividends and Distributions”.

## **20. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described in the Prospectus under the heading “Suspension of Valuation of Assets”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

## **21. Fees and Expenses**

The fees and operating expenses of the Company are set out in detail under the heading “Fees and Expenses” in the Prospectus. In addition, the following fees and expenses are specific to the Fund.

### **Establishment Expenses**

The Fund shall (i) bear its attributable portion of the fees and operating expenses of the Company and (ii) the fees and expenses relating to the establishment of the Fund which are not expected to exceed €100,000 and which may be amortised over the first three Accounting Periods of the Fund or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair.

### **Financial Management Fee**

The Fund shall pay to the Distributor, the Investment Manager, the Trading Advisor and the Consultant out of its own assets, the following maximum aggregate annual financial management fees, together with any VAT, if applicable, which shall accrue at each Valuation Point.

- Class C: 2% of the NAV of each of Class C CHF hedged, Class C Euro hedged, Class C USD;
- Class F: 2.25% of the NAV of Class F Euro hedged;
- Class I: 1.50% of the NAV of each of Class I CHF hedged, Class I Euro hedged, Class I GBP hedged and Class I USD;
- Class M: 0.25% of the NAV of each of Class M Euro hedged and Class M USD;
- Class NC: 1.60% of the NAV of Class NC Euro hedged;
- Class NI: 1.10% of the NAV of Class NI Euro hedged and Class NI USD.

The portion of the financial management fees payable to the Distributor and the Consultant shall be paid quarterly and the portion of the fee payable to the Investment Manager and the Trading Advisor shall be paid monthly. The Investment Manager shall pay the fees and expenses of the Platform Advisor out of its own assets.

The Investment Manager shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

In addition, the Investment Manager shall be entitled to charge a fee of up to an amount not exceeding 0.06% of the NAV of the currency-hedged Share Classes (i.e. Classes not denominated in the Base Currency) in respect of currency hedging of their Net Asset Value.

### **Consultant Fee**

In addition to the fees outlined above, the fees of the Consultant will be paid out of the assets of the Fund, subject to a maximum fee of EUR 300,000 per annum for the Company which shall be accrued on each Valuation Point and paid quarterly out of the assets of each sub-fund of the Company, in proportion to their respective NAV.

### **Administrator and Depositary Fees**

The Fund shall pay to the Administrator and to the Depositary, out of its own assets for services to be provided in relation to administration and accounting, and in relation to trustee services, the following maximum fees which shall be accrued and calculated as at the relevant Valuation Point together with any VAT, if applicable, payable monthly in arrears:

<b>NAV of the Fund</b>	<b>Administration and Depositary Fee</b>
From USD0 to USD249,999,999.99	0.096%
From USD250,000,000 to USD499,999,999.99	0.086%
From USD500,000,000 to USD749,999,999.99	0.076%
From USD750,000,000 to USD999,999,999.99	0.066%
From and above USD 1,000,000,000	0.056%

The Administration and Depositary Fee is subject to a minimum fee of USD50,000 for the period between the first and the twelfth months following the launch of the Fund, a minimum fee of USD75,000 for the period between the twelfth and twenty-fourth months following the launch of the Fund, and USD100,000 per annum thereafter (the "**Minimum Fee**"). The actual amount of the Minimum Fee payable by the Fund may be obtained from the Investment Manager upon request.

The Administrator shall be further entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses properly incurred by it in respect of the Fund in the performance of its duties and responsibilities under the Administration Agreement which shall include technology costs related to internet services to be provided to the Fund, transaction costs, legal expenses, courier and telecommunication costs.

The Depositary shall also be entitled to be repaid all of its reasonable out-of-pocket expenses properly incurred by it in the performance of its duties and responsibilities under the Depositary Agreement in respect of the Fund which shall include courier costs and filing fees.

Additionally, the Depositary will charge to the Fund safekeeping charges incurred by its sub-custodians in respect of the Fund which shall be at normal commercial rates plus transaction fees to include stamp duties, registration fees and special taxes plus the usual ad hoc administration costs.

### **Transfer Agent's Fees**

The Fund shall pay to the Transfer Agent for services to be provided in relation to transfer agency and registrar services, a maximum aggregate fee of 0.025% per annum of the NAV of the Fund, accrued and calculated as at the relevant Valuation Point, together with any VAT, if applicable, payable monthly in arrears.

The Transfer Agent shall also be entitled to be repaid all of their reasonable out-of-pocket expenses properly incurred by each of them respectively, in the performance of their respective duties and responsibilities under the Transfer Agency Agreement in respect of the Fund, which shall include courier costs and filing fees.

### **Performance Fee**

In addition, the Trading Advisor shall be entitled to receive a performance fee in respect of each Class of Shares.

The performance fee for all Share Classes shall be 20% of the New Net Appreciation (as defined below) attributable to each Share Class as of the end of the relevant Calculation Period (as defined below).

Accruals, for the purposes of the performance fees (the "**Accruals**"), are made on each Valuation Day, but shall only become due and payable, if and when applicable, on the Calculation Day.

The Performance Fee will be calculated and accrued on each Valuation Day as an expense of the relevant Share Class and will be payable in arrears, at the end of the Calculation Period. The Performance Fee shall be payable by reference to the NAV of each Share Class in excess of that Share Class' High Water Mark (as defined below) (the "**New Net Appreciation**").

The '**Calculation Day**' for the purposes of calculating the performance fee means:

- (a) the last Business Day of the Calculation Period (as defined below);
- (b) in respect of Shares which are redeemed, the Redemption Day on which such Shares are being redeemed;
- (c) in the event of the termination of the Trading Advisory Agreement, the date of termination of the Trading Advisory Agreement; or
- (d) such other date on which the Company or the Fund may be liquidated or cease trading.

"**Calculation Period**" shall mean the period beginning on January 1<sup>st</sup> each year and ending on 31 December each year. However, the first Calculation Period in respect of any Class of Shares will be the period commencing on the Business Day immediately following the close of the Initial Offer Period for that Share Class and ending on 31 December in that same year. The first value used in determining the first Performance Fee

shall be the Initial Offer Price. The Performance Fee for each Classes of Shares is payable annually in arrears in respect of each Calculation Period.

All Classes of Shares will not have the same NAV. The Performance Fee will be calculated as a percentage (20%) of New Net Appreciation attributable to each Share Class.

For the purposes of the Performance Fee calculation, the **High Water Mark** attributable to each Share Class shall mean the highest NAV attained by that Share Class being either the (i) Initial Offer Price; or (ii) the NAV on any subsequent December 31<sup>st</sup> in relation to which a performance fee was crystallised and paid. When a subscription is made, the High Water Mark is adjusted upwards by the amount of the subscription for that Share Class, when a redemption is made, the High Water Mark is proportionately adjusted downwards in proportion to the change in NAV and when a distribution is made, the High Water Mark is proportionately adjusted downwards in proportion to the change in NAV.

If a redemption is made from the relevant Share Class as of a date other than 31 December, a Performance Fee (if accrued as of the date of such redemption) shall be crystallised in respect of the Shares being redeemed. Crystallised Performance Fees shall remain in the relevant Share Class until paid and shall not be used or made available to satisfy redemptions or pay any fees and expenses of the relevant Share Class.

If any Share Class experiences net losses after the payment of a Performance Fee in respect of such Share Class, the Trading Advisor will retain all Performance Fees previously paid to it in respect of such Share Class but will not receive a new Performance Fee in respect of such Share Class until additional New Net Appreciation is achieved by such Share Class.

The Performance Fee for all Classes of Shares will be calculated by the Administrator and the calculation of the Performance Fee shall be verified by the Depositary.

Net realised and unrealised capital gains and net realised and unrealised capital losses will be included, for all Classes of Shares, in the performance fee calculation as at the end of each Calculation Period. As a result a performance fee may be paid on unrealised gains that may subsequently never be realised.

#### Anti Dilution Levy / Duties and Charges

The Company reserves the right to impose an 'anti dilution levy' representing a provision for market spreads (the differences between the prices at which assets are valued and/or bought or sold), and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the Fund, in the event of receipt for processing of net subscriptions and/or redemptions, including subscriptions and redemptions which would be effected as a result of requests for conversion from one Fund into another Fund. Any such provision may be added to the price at which Shares will be issued in the case of net subscription requests exceeding 10% of the Net Asset Value of the Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 10% of the Net Asset Value of a Fund, including the price of Shares issued or redeemed as a result of requests for conversion. Any such anti-dilution levy shall not exceed 3% of the value of each relevant subscription or redemption transaction. The application of any provision will be subject to the overall direction and discretion of the Company.

## **22. Risk Factors**

The attention of investors is drawn to the “Risk Factors” section in the Prospectus. In addition, the following Risk Factors are specific to the Fund:

### **General**

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. They are additional to the normal risks inherent in investing in securities. In addition owing to the investment objectives and policies of the Fund, investment in the Fund may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a high volatility.

Investors in the Fund must recognize that, due to the inherent characteristics of the markets in which the Fund invests, directly or indirectly, the value of their investment can go down as well as up, and that they may not receive back the monies originally invested.

The liquidity in markets can vary and it may not always be possible for the Fund to disinvest or invest in any particular market.

### **No Guarantee of Profit**

No assurance may be given that the Fund will provide a positive return to investors. No assurance may be either given that a fund following the trading strategy will not incur substantial losses.

### **Speculative Nature of the Trading Strategy**

The strategy is speculative and involves a high degree of risk. There is no assurance that the technical and risk management techniques utilized by the Trading Advisor, as well as the investment decisions made by the Trading Advisor, will not expose an account trading the strategy to risk of significant losses. In addition, the analytical techniques used by the Trading Advisor cannot provide any assurance that the trading strategy will not be exposed to the risk of significant trading losses if the underlying patterns of market behavior studied by the Trading Advisor and which provide the basis for its statistical models change in ways not anticipated by the Trading Advisor.

### **Investment Risk**

The strategy is subject to systemic risk, which is the risk inherent to the entire market or an entire market segment and which may adversely affect the performance of an investment. The Trading Advisor cannot predict or control the general market or economic conditions, which can have a material effect on the liquidity on the market, the overall performance of the market participants and the performance of the investing strategies that the Fund seeks to follow.



## **Recession**

The Trading Advisor's investing strategies may be adversely impacted and may be significantly less likely to achieve its objectives during economic recession and/or a general slowdown in the overall economy. The Trading Advisor cannot predict whether any economic recession and/or general economic slowdown will occur, continue, remain steady or worsen and no prediction, nor can anticipation be made as to the duration of such conditions or to any structural economic changes in the near-to mid-term future. Continued and/or prolonged overall economic slowdown and recession and/or any such changes as may result could have a materially adverse effect on the performance of the Fund.

## **Market Disruptions**

The strategy may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. In addition, the financing available from banks, dealers and other counterparties is typically reduced in disrupted markets. Such a reduction may result in substantial losses to the Fund. Market disruptions may cause dramatic losses for the Fund, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

## **Use of Leverage**

The strategy generally uses leverage as part of its investment strategy. This generally results in the Fund's market exposure being significantly higher than its equity. The Fund may acquire leverage through investment in FDIs. Leverage may enhance an investments return in the Fund. However, the use of leverage may expose the Fund to additional risks, including (i) greater losses from investments than would otherwise have been the case had the Fund not applied leverage, and (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions. In the event of a sudden, precipitous drop in the value of the Fund's investments, the Trading Advisor may not be able to liquidate assets quickly enough to repay its obligations, further magnifying losses.

## **Performance Fee Risk**

The payment of the performance fee as described under "Fees and Expenses - Performance Fees" to the Trading Advisor based on the performance of the Fund may provide the Trading Advisor with an incentive to cause the Fund to make more speculative investments than might otherwise be the case. The Trading Advisor will have discretion as to the timing and the terms of the Fund's transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees.

## **Investment in Cash and Money Market Instruments**

The Fund may invest in deposits with credit institutions and/or in money market instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

## **Investment in Equity and Equity-Related Securities**

The Fund, as well as the collective investment schemes in which the Fund invests, may invest in equity and equity-related securities traded on national securities exchanges and over-the-counter markets. Equity securities will be subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity and equity-related interests are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in the equity markets generally. As a result, the Fund may suffer losses if it invests in equity securities of issuers where performance falls below market expectations or if equity markets in general decline or the Fund has not hedged against such a general decline. Indices are subject to all the foregoing risks, in addition to the risks particularly associated with derivative contracts.

## **Hedging Transactions**

The Fund may utilise financial instruments such as equity index swaps and forward contracts to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in prices of equities. Hedging against a decline in the value of the portfolio positions does not eliminate fluctuations in the values of portfolio positions nor prevent losses if the value of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the value of those positions. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. While collective investment schemes in which the Fund invests may enter into such transactions to seek to reduce equity risk, unanticipated changes in equity markets may result in a poorer overall performance of the relevant collective investment schemes and hence the Fund. For a variety of reasons, the Fund may not seek to establish (or may not otherwise obtain) a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the relevant collective investment schemes to risk of loss.

## **Derivatives Trading Risk**

Substantial risks are involved in alternative strategies. The Fund may enter into listed derivatives and OTC derivative transactions such as swaps to gain economic exposure to securities.

Trading risks include both counterparty risk and the risk that the financial institution used as an intermediary or counterparty might default, notably as a result of insolvency, and risks derived from the nature of transactions themselves or market risk.

Additionally, substantial risks are involved in trading financial derivatives in which the Fund intends to trade. The value of positions in derivatives is influenced by, among other things, changing supply, and demand for underlying assets, or by trade, fiscal and monetary policies of governments, foreign exchange controls as well as national and international political and economic events. In addition, governments from time to time may intervene, directly or by regulation, in certain markets. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction. Certain of the derivatives in which the Fund may invest are interest and foreign exchange rate sensitive, which means that their value and, consequently, the net asset value, will fluctuate as interest and/or foreign exchange

rates fluctuate. The Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to the Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from the Fund's expectations may produce significant losses to the Fund.

Illiquid markets may also make it difficult for the Fund, the Investment Manager or the Trading Advisor, to get an order executed at a desired price.

### **Spread and Arbitrage Trading**

Certain strategies pursued by the strategy involve spread positions between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. Such positions, however, do entail a substantial risk that the price differential could change unfavorably causing a loss to the spread position. The Fund's trading operations may involve arbitraging between or among two or more financial instruments (e.g., by means of "statistical arbitrage," which depends heavily on the ability of market prices to return to a historical or predicted normal). This means, for example, that the Fund may purchase (or sell) financial instruments (i.e., on a current basis) and take offsetting positions in the same or related financial instruments. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. These offsetting positions entail substantial risk that the price differential could change unfavourably causing a loss to the position.

The arbitrage business is extremely competitive and many of the major participants in the business are large investment banking firms with substantially greater financial resources, larger research staffs and more traders than will be available to the Trading Advisor. Arbitrage activity by other larger firms may tend to narrow the spread between the price at which a financial instrument may be purchased by the Fund and the price it expects to receive upon consummation of a transaction.

### **Past Performance**

Past performance of the Trading Advisor is not necessarily indicative of future results. No assurances can be made that the strategy will generate returns also in the future and that the methods of the Trading Advisor will perform also in future market conditions.

### **Concentration of Investments**

At any given time, it is possible that the Trading Advisor may select positions that are concentrated in a particular market or industry or in a limited number or type of securities. Limited diversity could expose the Fund to losses disproportionate to general market movements if there are disproportionately greater adverse price movements in those positions. Since the Fund will not necessarily be widely diversified, the NAV of the Fund may be subject to larger variations than would be the case if the Fund maintained broader diversification among sectors, industries, companies, securities and types of securities.

### **Concentration of Large Investments**

Although the Trading Advisor will endeavor to maintain a portfolio that is compliant with UCITS diversification requirements, the Fund is likely to hold a few, relatively large equity positions, or OTC FDIs in relation to the NAV of the Fund. Consequently, a loss in any such position could result in significant losses to the Fund.

### **Offsetting Investments**

The Fund may, at times, contain economically offsetting positions. In this event, no gain may be realized with respect to such positions despite incurrence of expenses.

### **Trading Costs**

The Fund may engage in a high rate of trading activity resulting in correspondingly high brokerage costs, exchange fees, regulatory fees, clearing costs or other trading related costs being incurred. These high expenses could lower the overall investment performance of the Fund.

### **Risk Management and Risk Controls**

Recent events, including the bankruptcy and other adverse financial results of major financial institutions, have focused attention upon the necessity for firms to maintain adequate risk controls and compliance procedures. Although the Trading Advisor has spent significant resources on developing its risk management procedures and systems, no assurance may be given that such systems and procedures will be adequate or that any proprietary technology implementing a risk management system will accurately measure and/or capture risks or prevent losses.

### **Tax and Regulatory Change**

The tax consequences to an investor, the ability of the Trading Advisor to make investments for an account as a foreign investor in certain markets, and the ability of the Trading Advisor to repatriate assets including any income and profit earned on assets are based on existing regulations, which are subject to change through legislative, judicial or administrative action in the various jurisdictions in which the strategy may operate. The markets and instruments in which the Trading Advisor trades in the Fund are undergoing significant regulatory change in various jurisdictions. Changes in any of these regulations, incompatibility of changes between jurisdictions, restrictions on certain trading strategies, or increased licensing and reporting obligations could negatively affect the ability of the Trading Advisor to continue the strategy or could adversely affect the return to investors of the Fund. In particular, high-frequency, algorithmic trading and over the counter derivatives have been the subject of increased regulatory scrutiny which could result in restrictive regulations that could adversely affect the Trading Advisor and the Fund. NO ADVICE IS BEING PROVIDED AND NO REPRESENTATIONS HAVE BEEN OR ARE BEING MADE (AND NONE SHALL BE INFERRED) BY THE TRADING ADVISOR OR ANY OF ITS AFFILIATES WITH RESPECT TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE FUND OR OF ANY INVESTMENTS OR TRANSACTIONS ENTERED INTO BY THE TRADING ADVISOR FOR THE ACCOUNT. AN INVESTOR MUST SEEK AND RELY ON THE ADVICE OF HIS OWN TAX ADVISOR BEFORE OPENING AN ACCOUNT AS TO THE POTENTIAL TAX CONSEQUENCES OF AN INVESTMENT.

## **Counterparty Risks**

The Fund may be a party to brokerage, clearing and swap agreements with the broker, executing broker or other counterparties (herein collectively “Counterparties”). The default of any Counterparty on any obligation to an account could have material adverse consequences. Some of the markets in which the Fund effects its transactions are “over-the-counter” or “interdealer” markets. For example, swaps and other custom instruments are subject to the risk of non-performance by the swap or custom instrument counterparty. This may expose the Fund to the 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 Fund to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties.

Because the performance of forward contracts on currencies is not guaranteed by an exchange or clearinghouse, forward trading may be subject to the risk of the inability or refusal to perform with respect to such contracts on the part of the principal or agents through which the Trading Advisor may trade.

## **FDI Correlation Risk**

The prices of financial derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded financial derivative instruments may also be subject to changes in price due to supply and demand factors.

## **Market Capitalisation Risk**

The securities of small-to-medium-sized (by market capitalisation) companies, or financial instruments related to such securities, may have a more limited market than the securities of larger companies and may involve greater risks and volatility than investments in larger companies. Accordingly, it may be more difficult to effect sales of such securities at an advantageous time or without a substantial drop in price than securities of a company with a large market capitalisation and broad trading market. In addition, securities of small-to-medium-sized companies may have greater price volatility as they are generally more vulnerable to adverse market factors such as unfavourable economic reports.

Companies with smaller market capitalisations may be at an earlier stage of development, may be subject to greater business risks, may have limited product lines, limited financial resources and less depth in management than more established companies. In addition, these companies may have difficulty withstanding competition from larger more established companies in their industries. The securities of companies with smaller market capitalisations may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than investing in securities of larger capitalisation companies. In addition, transaction costs in smaller capitalisation stocks may be higher than those of larger capitalisation companies.

## **Trading Advisor Risk**

The Trading Advisor is of relatively small size. As such, its reliance on a key individual may be more important than it would be in larger firms. To the extent that activities of the Trading Advisor relate to the operations of the Fund, such Fund may be adversely affected if a key individual cease to participate in the operation of the Trading Advisor. Accordingly, there may be times where continued service and availability of a key individual shaping the Trading Advisor and the Fund's investment policy are exposed to unforeseen events that could potentially disrupt the activities of the Trading Advisor and of the Fund (notably, the loss of a key individual's services (e.g. through death, disability, retirement or leaving the employ of the Trading Advisor) could cause the Fund to suffer losses).

### **Conflicts of Interest**

The Trading Advisor will not be devoting its time exclusively to the management of the Fund. In addition, the Trading Advisor will perform similar or different services for other clients and may sponsor or establish other investment vehicles as well as act as an investor in other funds. The Trading Advisor, therefore, will have conflicts of interest in allocating management time, services and functions between its clients. The Trading Advisor will, however, endeavor to achieve a fair allocation of its management time, services, functions and investment opportunities between its clients.

The Trading Advisor may have conflicts of interest when allocating investment opportunities among clients. However, when making investments where a conflict of interest may arise, the Trading Advisor will endeavor to act in a fair and equitable manner amongst its clients. The Trading Advisor has included trade allocation functions in the design of its automated trading systems to seek to fairly allocate trades across all of its clients participating in the strategy.

The Trading Advisor acts as trading advisor for several different clients. While it believes that it allocates trades and opportunities in accordance with law and fairness, there may be occasions when the allocations are not pro rata or an allocation cannot be made to all clients. Further, the Trading Advisor will most likely have to aggregate the positions of all of its clients when determining the applicability of speculative position limits, which could limit the potential trading more than if the Trading Advisor only managed the Fund's portfolio.

### **Interpretation and Changes of Law and Regulations**

The strategy, the Trading Advisor, as well as the service providers of the Trading Advisor are subject to numerous laws and regulations in multiple jurisdictions that may be difficult to interpret and that may be subject to change. Any change or change in the interpretation of existing laws and regulations may have a materially adverse effect on an investment in the strategy. In particular, both the US and the European Union are in the process of implementing several new regulations in relation to trading in financial instruments and derivatives which may materially impact the Fund's ability to achieve its investment objective, significantly increase costs of operating the Fund.

### **Effect of Substantial Subscriptions/Redemptions**

Substantial changes in the allocation of the Fund's assets could require the Trading Advisor to adjust the Fund's positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Fund.

**COUNTRY SUPPLEMENT**  
**InRIS UCITS PLC (THE "COMPANY")**

---

**ADDITIONAL INFORMATION FOR INVESTORS IN THE FEDERAL REPUBLIC OF GERMANY**

This Country Supplement forms part of, and should be read in conjunction with the Prospectus for the Company and the Supplements for InRIS CFM Diversified, InRIS CFM Trends and InRIS Perdurance Market Neutral dated 19 February, 2019, the Supplement for InRIS Parus dated 12 June, 2019 and the Supplement for InRIS Prentice dated 1 July, 2019 (together the "Prospectus").

This Country Supplement amends the Table of Contents in the Prospectus for the Company such that reference is specifically made to this Country Supplement.

All capitalised terms contained herein shall have the same meaning in this Country Supplement as in the Prospectus unless otherwise indicated.

The Directors of the Company, whose names appear under the heading "Management and Administration" are the persons responsible for the information contained in the Prospectus and accept responsibility accordingly. 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 the information.

The Bundesanstalt für Finanzdienstleistungsaufsicht ("Federal Agency for Financial Services Supervision") has been notified pursuant to § 310 Kapitalanlagegesetzbuch ("Investment Code") of the intention to distribute the following share classes of the Company's InRIS Parus, InRIS CFM Diversified, InRIS CFM Trends, InRIS Perdurance Market Neutral and InRIS Prentice (together the "Funds", each the "Fund") in the Federal Republic of Germany:

<b>Fund</b>	<b>Class Name</b>	<b>Currency</b>
<b>InRIS Parus</b>	Class C USD	USD
	Class I USD	USD
	Class C Euro Hedged	Euro
	Class C Euro Unhedged	Euro
	Class I Euro Hedged	Euro
	Class I Euro Unhedged	Euro
<b>InRIS CFM Diversified</b>	Class C Euro	Euro
	Class F Euro	Euro
	Class I Euro	Euro
	Class I2 Euro	Euro
	Class C USD Hedged	USD
	Class I USD Hedged	USD
	Class NI Euro	Euro
	Class NC Euro	Euro
	Class SI Euro	Euro
Class SI USD Hedged	USD	
<b>InRIS CFM Trends</b>	Class C Euro Hedged	Euro

	Class C USD	USD
	Class I Euro Hedged	Euro
	Class I USD	USD
	Class NC Euro Hedged	Euro
	Class NI Euro Hedged	Euro
	Class NI USD	USD
<b>InRIS Perdurance Market Neutral</b>	Class C Euro	Euro
	Class I Euro	Euro
	Class NC Euro	Euro
	Class NI Euro	Euro
<b>InRIS Prentice</b>	Class C Euro hedged	Euro
	Class C USD	USD
	Class I Euro hedged	Euro
	Class I USD	USD
	Class NC Euro hedged	Euro
	Class NI Euro hedged	Euro
	Class NI USD	USD

The Company ensures that it is able to remit payments to investors in the Federal Republic of Germany and redeem and switch the Shares of the Funds in the Federal Republic of Germany. CACEIS Ireland Limited (“Transfer Agent”) will redeem and switch Shares and – through correspondent banks – make any payments to shareholders in the Federal Republic of Germany by using the bank account details provided by the shareholder in their application form which must be in the name of the registered shareholder. CACEIS Bank S.A., Germany Branch with its registered office at Lilienthalallee 36, D-80939, Munich, Germany has been appointed as German information agent of the Company in the Federal Republic of Germany (“German Information Agent”). Requests for the redemption and switching of Shares of the Funds, may be submitted to the German Information Agent, who shall ensure that it transmits same to the Transfer Agent. Redemption proceeds and dividends, if any, will be paid to Shareholders by the Transfer Agent.

The Prospectus and the Supplement for each Fund, the Key Investor Information Documents, the Memorandum and Articles of Association of the Company and the annual and semi-annual reports of the Company, each in paper form, as well as the Net Asset Value per Share, issue and redemption prices and any switching prices are available and may be obtained free of charge at the German Information Agent.

The issue and redemption prices will be published in the Federal Republic of Germany in the Börsen-Zeitung and on <https://www.am.eu.rothschildandco.com/>. Any other documents and information in respect of the Company and/or the Funds which must be published under Irish law will be published in Germany by way of a durable medium and on <https://www.am.eu.rothschildandco.com/>. In accordance with § 298 (2) of the Investment Code investors in Germany shall be informed by way of investor letter (durable medium) and a publication on <https://www.am.eu.rothschildandco.com/> under the following circumstances:

- suspension of the redemption of a Fund's Shares,
- termination of the management or winding-up of a Fund,
- amendments of the Memorandum and Articles which are inconsistent with the previous investment principles, which affect material investor rights or which relate to remuneration and reimbursements of expenses that may be paid out of a Fund,
- merger of a Fund in form of merger information, which must be prepared according to Article 43 of the directive 2009/65/EC,



- conversion of a Fund to a feeder fund or the changes to a master fund in form of information, which must be prepared according to Article 64 of the Directive 2009/65/EC.

**NOTE: It should be noted that for the further funds, namely, InRIS Intrinsic Value Europe and InRIS 2020, no notification has been filed according to § 310 Investment Code and that the shares of these funds may not be distributed to investors within the scope of applicability of the Investment Code.**

### **Taxation**

For questions on the tax impact of an investment in the Shares of the Funds please contact your tax advisor.

### **Fees and Expenses**

The attention of investors is also drawn to the section of the Prospectus of the Company entitled “Fees and Expenses”. The fees of the German Information Agent will be paid by the Company and shall be at normal commercial rates.

**DATED: 2 August, 2019**