

GSI Global Sustainable Focused Value Fund

This Supplement dated 27 January, 2022 contains specific information in relation to the GSI Global Sustainable Focused Value Fund (the "**Fund**"), a fund of GemCap Investment Funds (Ireland) plc (the "**Company**") which is an open-ended umbrella investment company with variable capital incorporated with limited liability and segregated liability between Funds.

This Supplement forms part of the Prospectus dated 4 November, 2021 and should be read in the context of and together with the Prospectus including the general description of

- **the Company and its management and administration;**
- **its general management and fund charges;**
- **the taxation of the Company and of its Shareholders; and**
- **its risk warnings.**

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

The Company, in respect of the Fund, may invest in financial derivative instruments ("FDIs") for investment and efficient portfolio management purposes (as detailed in the Prospectus under the heading "Efficient Portfolio Management" and below under the heading "Investment Policy") where applicable.

Dividends in respect of Class A Distributing Shares may be declared out of the capital of the Fund in order to preserve cash flow to Shareholders. In any such case, there is a greater risk that capital may be eroded, that the Fund's ability to sustain future capital growth may be diminished and distribution will be achieved in a manner that foregoes the potential for future capital growth of your investment. This cycle may continue until all capital is depleted. Dividends declared out of the capital of a Fund must be understood as a type of capital reimbursement and may have different tax consequences to distributions of income and the Directors recommend that investors seek their own tax advice in this regard.

The Directors of the Company, whose names appear under the section headed "Management and Administration" 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 (as complemented, modified or supplemented) is in accordance with the facts and does not omit anything likely to affect the importance of such information. The Directors accept responsibility accordingly.

1. Classes:

Class A Distributing Shares, Class I Accumulation Shares, Class J Distributing Shares and Class K Accumulation Shares of the Fund are being offered. Class A Distributing Shares, Class I Accumulation Shares and Class J Distributing Shares are denominated in Sterling (GBP) and Class K Accumulation Shares is denominated in Euro (EUR).

The Investment Manager will not hedge any foreign currency exposure in any Class. As a result, the Net Asset Value of the Shares of each Class are subject to exchange rate risk in relation to the Base Currency. A currency conversion will take place on subscriptions, repurchases, exchanges and distributions at prevailing exchange rates. The Company reserves the right to mitigate the effect of significant non-Base Currency subscriptions, repurchases, exchanges and distributions on the Class Net Asset Value by requiring the applicant or relevant Shareholder, rather than the Company, to pay a charge to cover any expenses or losses on currency

conversion on relevant subscriptions, repurchases, exchanges and distributions – in effect the applicant or relevant Shareholder being required to bear the costs of foreign exchange into or out of the Fund.

2. Dealing Days for Subscriptions and Redemptions:

Every Business Day meaning a day on which banks in Ireland and the United Kingdom, and the New York Stock Exchange are open for normal banking business and in any other financial centre that the Directors may determine to be relevant for the operations of the Fund, and such additional Business Day or Business Days as the Directors may determine, and notify in advance to Shareholders.

3. Dealing Deadline and Valuation Point:

The Dealing Deadline is 12.00pm Irish time on the Dealing Day or such other time as the Directors may determine and notify in advance to Shareholders provided always that the Dealing Deadline is not later than the Valuation Point.

The Valuation Point is the close of business of the relevant market on the Dealing Day.

4. Base Currency:

The base currency of the Fund is US Dollars.

5. Dividends:

The Class I Accumulation Shares and Class K Accumulation Shares in the Fund are accumulating Classes and therefore it is not currently intended to distribute dividends to the Shareholders of the Class I Accumulation Shares and Class K Accumulation Shares. The income, earnings, and gains of the Class I Accumulation Shares and Class K Accumulation Shares will be accumulated and reinvested on behalf of Shareholders.

It is the current intention of the Directors to declare dividends in respect of the Class A Distributing Shares and Class J Distributing Shares (the **Distributing Shares**). Such dividends in respect of Distributing Shares, at the sole discretion of the Directors, may be paid out of net income together with the net realised and unrealised capital gains (net of realised and unrealised losses) of the Fund. Such dividends may also be declared out of the capital of the Fund. Such dividends will usually be declared semi-annually on the last Business Day in May and November (or at a time and frequency to be determined at the discretion of the Directors following prior notification to the Shareholders). Dividends will be automatically reinvested in additional Shares of the same Class unless the Shareholder has specifically elected on the Application Form or subsequently notified the Administrator in writing of its requirement to be paid in cash sufficiently in advance of the declaration of the next distribution payment. Where the amount of money due to any Shareholder for any given account is less than £100, the amount will be automatically reinvested and not paid out in cash.

Cash payments will be made by electronic transfer to the account of the Shareholder specified in the Application Form or, in the case of joint holders, to the name of the first Shareholder appearing on the register, within six (6) weeks of their declaration and in any event within four months of the year end.

Any distribution which is unclaimed six (6) years following the date it became payable shall be forfeited and shall revert to the Fund.

If the dividend policy of a Class should change, full details will be provided in an updated Supplement and all Shareholders will be notified in advance.

6. Investment Objective and Policy:

6.1 Investment Objective

The investment objective of the Fund is to achieve long-term total return.

6.2 Investment Policy

The Fund seeks to pursue this objective by purchasing a diverse portfolio of equities of companies listed and/or traded on exchanges in "Developed Markets" (i.e. any of the markets included in Schedule I) which the Investment Manager deems eligible. Under normal circumstances, the Fund invests the majority (more than 50%) of its net assets in ordinary shares of companies listed and/or traded on exchanges located in Developed Markets, which at times could represent up to 100% of the Fund's Net Asset Value. It is intended that the Fund will be managed to operate in normal circumstances within a range of 100% long exposure and 0% short exposure. The Fund may also invest in preference shares and depositary receipts to provide exposure to equities.

The Fund is considered to be actively managed in reference to Solactive GBS Developed Markets Large and Mid Cap Index NTR (the "**Benchmark**") by virtue of the fact that it uses the Benchmark for performance comparison purposes and certain of the Fund's securities may be components of and may have similar weightings to the Benchmark. However, the Benchmark is not used as a performance target and the Fund may deviate materially from the Benchmark and the Investment Manager may use its discretion to invest in companies or sectors not included in the Benchmark.

The Fund intends to invest in a broad and diverse group of readily marketable equities of companies listed and/or traded on principal exchanges in Developed Markets. No more than 20% of the Fund's net assets will be invested in equities of companies listed and/or traded on an emerging market (i.e. exchanges located in a country which is not a Developed Market).

The Fund may invest up to 10% of its net assets in shares of exchange-traded funds ("**ETFs**") and other collective investment schemes (including money market funds) to provide exposure to equities which the Investment Manager considers will give returns to investors consistent with the investment objective of the Fund.

The Fund may for ancillary purposes hold cash and/or cash equivalents (such as cash deposits, certificates of deposit, bankers' acceptances and money market funds) including to cover corporate actions such as rights issues initiated by companies in which the Fund invests, pending equity or foreign exchange settlements, to cover Fund expenses and Shareholder subscription requests (temporarily while investment decisions are being made and implemented) and repurchase requests.

The Fund may employ the techniques and instruments as set out below for investment purposes in accordance with the limits and conditions imposed by the Central Bank. The financial derivative instruments ("**FDI**") used may be exchange-traded or over-the-counter, provided that the Fund may only utilise FDI which are provided for in the Fund's Risk Management Process filed with the Central Bank. The Fund may also use FDI for efficient portfolio management and/or hedging purposes as outlined below in the 'EPM, Borrowing and Leverage' section of the Supplement.

Equity futures and options

Equity futures and options may be used to manage the Fund's exposure to fluctuations in equity markets and may also be used to invest cash held by the Fund on a short-term basis. Equity futures and options may be used for capital protection purposes and assisting in creating investments that provide equity-like returns which help the Fund achieve its investment objective.

Warrants and rights

The Fund may to a limited extent hold warrants and rights that it may receive passively, as a result of corporate actions, through the Fund's existing holdings in equity or other securities issued by the warrants/rights issuer.

The use of FDI for the purposes outlined above will expose the Fund to the risks disclosed under the section of the Prospectus entitled "Risk Factors".

The Fund shall not engage in any Securities Financing Transactions or Total Return Swaps and this section will be updated in accordance with the Central Bank Requirements and the disclosure requirements of SFTR in advance of any change in this regard.

6.3 Investment Strategy

The Investment Manager employs a proprietary systematic approach to investing, which determines the companies in which the Fund invests and the amount to be invested in each company.

The systematic approach used by the Investment Manager employs current equity prices and fundamental company data of companies within the Fund's eligible universe (i.e. equities of companies listed and/or traded on exchanges in Developed Markets) purchased from data providers (one such provider by way of example is Factset, a specialist data and technology company that provides daily share prices and detailed fundamental data on listed companies). Using this data the Investment Manager applies internal filters to exclude companies, for example, the Investment Manager ranks companies using their growth/value characteristics and systematically excludes a proportion of growth companies focusing on value. In doing so, the Investment Manager takes into consideration each company's valuation characteristics, which include its price-to-book ratio, a composite measure of relative profitability, and net distribution-to-price ratio, when determining the eligibility of a company and the amount to be invested in that company. In addition, the Investment Manager categorises a company based on its market capitalisation, the relative size of the company's sector, and the country in which it is listed. The Investment Manager does not intend to short the securities of any companies.

The Investment Manager will also bias the portfolio towards companies that are assessed to have higher scores with respect to environmental, social and governance ("ESG") criteria in determining the weight of that company in the portfolio. ESG criteria cover companies' exposure to and management of the following: Environmental issues: such as climate change and carbon emissions, air and water pollution, and energy efficiency; Social issues: such as gender and diversity, human rights, and labour standards; Governance issues: such as board composition, executive compensation, and audit committee structure.

Furthermore, the Investment Manager will exclude from the portfolio companies that fail to comply with the United Nations Global Compact principles for business or derive a significant part of their revenues from activities that are not aligned with the United Nations sustainable development goals. These include, but are not limited to, product involvement in adult entertainment, animal testing, controversial weapons, gambling, palm oil, pesticides, and tobacco.

The ESG scoring process addresses environmental, social and governance issues across a range of topics selected for their relevance from a business and sustainability perspective. ESG data is principally sourced from one or more specialist third party ESG data providers (one such provider by way of example is Sustainalytics, a Morningstar group company and a leading independent ESG research and data provider with over two decades of ESG industry involvement).

The ESG data sourced is derived from various (cross-industry and industry specific) indicators covering different ESG topics which may be grouped into four pillars as follows:

- Preparedness: An assessment is made of how each company's management systems and policies are designed to mitigate material ESG risks. Examples include: health and safety programmes, programmes and targets for hazardous waste.

- Disclosure: Assessment of the degree of company transparency on material ESG issues towards investors and other stakeholders. Examples include: tax transparency per country and scope of greenhouse gas emissions.
- Quantitative Performance: Evaluation of a company's ESG performance based on targets and quantitative commitments. Examples include: employee turnover rate, carbon intensity and number of fatalities.
- Qualitative Performance: Monitoring and assessing a company's involvement in incidents and controversies, which may highlight inadequate company preparedness to manage its ESG risks.

Each indicator is scored from 0-100 and weighted according to an industry-specific weight matrix.

The ESG data and scores will be supplemented by internal research from information available to the Investment Manager. For example, not all data may be equally useful or a comprehensive range of ESG indicators may not be available, so ratings will be based on the information that in the opinion of the Investment Manager best represents a company's ability to manage key ESG issues. Raw ESG ratings may therefore be adjusted by the Investment Manager for regional, sector and size effects. This way, after ESG scores have been integrated with companies' value characteristics, the Fund retains its target exposures to regions, sectors and smaller companies. Furthermore, from time to time, events concerning a specific company may happen faster than can be incorporated and delivered by a third party provider. In these circumstances, the Investment Manager may modify the ESG scores to reflect current events which have yet to be reflected in the data provided externally.

Four main characteristics (as discussed further below) are used to determine how to allocate funds in the portfolio. This investment process is applied across all eligible companies. These criteria which the Investment Manager uses for assessing value characteristics may change from time to time if future research identifies a better measure than those listed in this Supplement and any such change will be reflected in this Supplement when it is next updated. Should information be required in respect of the latest criteria for value assessment utilised by the Investment Manager, such information will be available from the Company upon request by the Shareholder.

The Fund typically invests in large, mid-cap, and small companies. Notwithstanding this, the Investment Manager seeks to ensure that the portfolio is broadly diversified across large, medium and small companies. The Investment Manager also aims to further diversify the Fund by allocating assets amongst a variety of equity segments, including sectors and countries.

For companies which the Investment Manager deems eligible in accordance with the Fund's Investment Policy, there are four main characteristics that determine how much the Fund will invest in a company: its market capitalisation, its sector, its value score (which is derived from the Investment Manager's analysis of each company's value characteristics as described above) and its ESG score. These characteristics sometimes work in concert, however, the approach used by the Investment Manager seeks to take into account these different company characteristics, along with the characteristics of the overall portfolio and the costs of trading, to decide what weight relative to the Fund's portfolio to allocate to each company in accordance with the overall objective of the Fund.

The systematic approach used by the Investment Manager seeks to balance these potentially competing factors. To do so, the approach takes into consideration each company's normal market weight, the expected level of portfolio turnover, and any other factor that the Investment Manager determines to be appropriate, such as refinements or advances in published academic research in securities markets (general market research which is not specific to any company) that the Investment Manager believes would be relevant to the management of the Fund.

At least quarterly, the Investment Manager generates a target portfolio of investments. The Investment Manager aims to invest the assets of the Fund broadly based on the most recently generated target portfolio of investments.

The Investment Manager may modify Fund allocations after considering other factors which the Investment Manager determines to be appropriate, such as price momentum, best execution and liquidity management, as well as other factors the Investment Manager determines to be appropriate to prevailing market conditions e.g. regulatory changes affecting a particular industry, major turmoil in a particular sector, significant economic turmoil in a particular country or a major business issue for a specific company. Price momentum, best execution, and liquidity management are included to protect the value of Shareholders' funds. Price momentum is the phenomenon where significant changes in price tend to continue over a period of time. For example, the Investment Manager would tend to delay buying shares in a company whose share price has fallen significantly until it believed that the price had stabilised. Best execution and liquidity management refer to the costs in getting cash invested (or raised). To avoid significant market impact in trading the shares of smaller companies, the Investment Manager may spread the trades over a number of days. This achieves best execution by carefully managing the investment into less liquid companies (i.e. liquidity management).

The Investment Manager aims to incorporate a factor-based investment process while preserving the risk and return characteristics of the investment strategy. The Investment Manager considers incorporation of ESG considerations into the investment process as a long-term investment strategy. The Investment Manager aims to consider ESG on the basis of inclusion-based investing (i.e. by applying sustainability criteria to the eligible investment universe through adjusting the weights of the constituents by increasing investment in more sustainable companies and reducing investment in less sustainable investments) and exclusion-based investing (i.e. screening out firms that do not satisfy the relevant ESG criteria set out by the Investment Manager) as detailed above.

The Fund has not designated a reference benchmark for the purpose of attaining the environmental or social characteristics promoted by the Fund.

Sustainability Risks

The management of sustainability risk forms an integral part of the due diligence process implemented by the Investment Manager. When assessing the sustainability risk associated with underlying investments, the Investment Manager is assessing the risk that the value of such underlying investments could be materially negatively impacted by an environmental, social or governance event or condition ("ESG Event").

The Investment Manager uses data sourced from specialist third party ESG data providers, who employ both quantitative and qualitative processes to identify and quantify sustainability risk. This data is used by the Investment Manager to manage sustainability risk in the following way:

Prior to acquiring investments on behalf of the Fund, the Investment Manager reviews the data from the third-party providers to evaluate the sustainability risks. This process begins with an exclusion policy where companies are removed from the investment universe on the basis that they pose too great a sustainability risk to the Fund. The remaining companies are deemed to have a suitable sustainability risk rating to be included in the investment universe.

In the next stage of the process, the Investment Manager's integrates the sustainability risk scores with the fundamental company data, as described in section headed "Investment Strategy". The resulting information from this process is used by the Investment Manager to determine whether to acquire a holding in an issuer and the amount to acquire.

During the life of the investment, sustainability risk is monitored through review of ESG data sourced from specialist third party ESG data providers to determine whether the level of sustainability risk has changed for the investment. Generally, each investment is subject to review no less than once a year but typically quarterly. Where the sustainability risk associated with a particular investment has changed significantly, the Investment

Manager may consider changing the Fund's exposure to the relevant investment, taking into account the best interests of the Shareholders of the Fund.

The Investment Manager has determined that the Sustainability Risk (being the risk that the value of the Fund could be materially negatively impacted by an ESG Event) faced by the Fund is low.

Taxonomy

While the Fund promotes environmental characteristics in the manner described above, it does not currently commit to investing in "sustainable investments" with an environmental objective within the meaning of SFDR. Accordingly, the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities.

6.4 Investment Restrictions

The investment restrictions set out in the Prospectus are deemed to apply at the time of purchase of an investment. If such limits are exceeded for reasons beyond the control of the Company, or as a result of the exercise of subscription rights, the Company must adopt, as a priority objective, the remedying of the situation, taking due account of the interests of Shareholders.

Subject to the Prospectus and the UCITS Regulations, the Directors may at their absolute discretion from time to time change investment restrictions for each Fund as they shall determine shall be compatible with or in the interests of the Shareholders, including in order to comply with the laws and regulations of the countries where Shareholders are located provided that the general principle of diversification in respect of the Fund's assets is adhered to. Such investment restrictions shall be set out in an updated Supplement for the Fund.

6.5 Leverage, Borrowing and EPM

The Fund may employ the techniques and instruments as set out below for efficient portfolio management ("**EPM**") purposes and/or hedging purposes subject to the limits and conditions imposed by the Central Bank, as set out in section 6 of the Prospectus entitled "Efficient Portfolio Management". The use of such techniques and instruments is generally for one or more of the following reasons:

- (a) the reduction of risk;
- (b) the reduction of cost; or
- (c) the generation of additional capital or income for the Fund with an appropriate level of risk, taking into account the risk profile of the Fund and the risk diversification rules set out in the Central Bank Requirements.

The FDI used for EPM may be exchange-traded or over-the-counter, provided that the Fund may only utilise FDI which are provided for in the Fund's Risk Management Process filed with the Central Bank. The following FDI may be used for EPM purposes:

Equity futures and options

Equity futures and options may be used to manage the Fund's exposure to fluctuations in equity markets and for capital protection purposes.

Currency forwards and futures

Currency forwards and futures may be used to increase or reduce exposure to currency price movements.

The use of such techniques and instruments must be realised in a cost-effective way and must not result in a change to the investment objective of the Fund or add substantial supplementary risks not covered herein.

Direct and indirect operational costs/fees arising from EPM techniques may be deducted from the revenue delivered to the Fund. Only direct operational fees arising from EPM techniques charged by third parties unrelated to the Investment Manager will be deducted from any such revenues. Any such direct and indirect operational costs arising from EPM techniques do not include hidden revenue for the Investment Manager or parties related to it, although fees may be payable to counterparties and/or the Investment Manager and/or the Depositary and/or entities related to them in relation to such techniques. The Fund will disclose in the financial statements the identity of the entity(ies) to which the direct and indirect costs and fees are paid and indicate if these are related parties to the Company, the Investment Manager or the Depositary. All gains or losses generated from EPM techniques, net of direct or indirect operational costs, will be returned to the Fund, if any such techniques are used.

The Directors are empowered to borrow monies from time to time to facilitate repurchase payments or for other temporary purposes, with borrowings permissible up to a maximum of 10% of Net Asset Value of the Fund.

The Fund may be leveraged to the extent it utilises (1) equity futures and options, warrants and rights for investment purposes, and (2) equity futures and options and currency forwards and futures for EPM purposes and/or hedging purposes. The Fund's global exposure is calculated using the commitment approach and leverage will not exceed 100% of its net assets at any time. Simple leverage is calculated as being global exposure divided by the Fund's Net Asset Value. The Investment Manager reviews the Fund's global exposure and leverage daily.

The Company on behalf of the Fund has filed with the Central Bank its risk management policy which enables it to accurately measure, monitor and manage the various risks associated with the use of FDI. The Company will, on request, provide supplementary information to Shareholders relating to the risk management methods employed, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

The use of FDI and EPM techniques for the purposes outlined above will expose the Fund to the risks disclosed under the section of the Prospectus entitled "Risk Factors".

6.6 Investor Profile

The Fund is suitable for investors seeking long-term total return through direct and/or indirect investment in a diversified portfolio of global equities, who are prepared to accept a high degree of volatility.

7 Investment Manager and Investment Adviser for the Fund:

7.1 Investment Manager

The Investment Manager of the Fund is Global Systematic Investors LLP, having its registered office at 75 King William Street, London EC4N 7BE, United Kingdom. The Investment Manager is an asset management firm which is authorised and regulated by the UK Financial Conduct Authority (registration number 572537). The Investment Manager provides clients with diversified core equity exposure both on a global and regional basis. The Investment Manager uses a disciplined and systematic approach to stock selection which is tightly risk controlled and very scalable.

The Investment Manager's approach rests on the belief that market-weighted portfolios are not optimal and are often concentrated at the stock, sector and country level. The firm believes that portfolios can be designed that are more efficient and diversified than market-weighted portfolios while preserving high capacity, low turnover and low transaction costs. Moreover, there is evidence that there are priced factors beyond the market factor (beta), e.g. value and size as well as several others. These factor effects are generally stronger in small and mid-cap stocks than in large cap. In addition, the Investment Manager will bias the portfolio towards

companies that are assessed to have higher scores with respect to ESG criteria.

As a result, the Investment Manager's objective is to design and deliver scalable portfolios in a transparent and straightforward manner with a higher reward-to-risk ratio than market weighted indices after transaction costs by avoiding the inefficiencies inherent in market-weighted strategies while preserving high capacity, low turnover and low transaction costs. The Investment Manager aims to deliver higher levels of diversification across stocks, sectors and countries than market-weighted portfolios using intuitive and transparent portfolio construction.

The Investment Manager makes investment decisions for the Fund and continuously reviews, supervises and administers the Fund's investment programme. The Manager supervises the Investment Manager and establishes policies that the Investment Manager must follow in its management activities.

Pursuant to the amended and restated investment management agreement dated 4 June 2020, as amended by the amendment agreement dated 1 December 2020 (and as may be further amended and/or supplemented from time to time), between the Investment Manager, the Manager and the Company (the "**Investment Management Agreement**"), the Investment Manager has been appointed to provide investment management services to the Fund.

The Investment Management Agreement states that the appointment of the Investment Manager shall continue unless and until terminated by either party giving not less than 90 calendar days' notice. In certain circumstances set out in the Investment Management Agreement, either party may terminate the Investment Management Agreement upon the occurrence of certain events, such as the insolvency or liquidation of either party. The Investment Management Agreement contains certain indemnities in favour of the Investment Manager, which are restricted to exclude matters to the extent that they are attributable to the negligence, bad faith, recklessness, wilful default or fraud of the Investment Manager.

7.2 Investment Adviser

The Investment Manager has appointed Vident Investment Advisory LLC (the "**Investment Adviser**") to provide non-discretionary investment advice in relation to the Fund's investments to the Investment Manager. The Investment Adviser is an asset management firm which is registered with the SEC as an investment adviser (SEC file number 801-80534, CRD no. 171004), having its registered office at Suite 330, 300 Colonial Parkway, Roswell, GA 30076, United States of America. The Investment Adviser is not paid out of the Fund assets and is instead paid out of the Investment Manager's fee.

8. Issue of Shares:

Class A Distributing Shares, Class I Accumulation Shares, Class J Distributing Shares and Class K Accumulation Shares in the Fund are available on each Dealing Day at Net Asset Value per Share.

All applications for Shares must be received by the Dealing Deadline (as defined above) in the manner set out in the Prospectus. For further information, please see section 4.1 "Application Procedure" and sub-sections 4.1.1 "Applications" and 4.1.2 "Settlement" in this Prospectus.

The minimum initial subscription is

£1,000,000 for Class A Distributing Shares, in the Fund,

£100,000,000 for Class I Accumulation Shares, and Class J Distributing Shares in the Fund and €1100,000,000 for Class K Accumulation Shares in the Fund.

However, minimum initial subscriptions which do not meet these thresholds may be accepted by the Directors. The minimum subsequent subscription is

£1,000 for Class A Distributing Shares, Class I Accumulation Shares, and Class J Distributing Shares is £1,000 and €1,000 for Class K Accumulation Shares

and the minimum shareholding is

£500,000 for Class A Distributing Shares,

£100,000,000 Class I Accumulation Shares, and Class J Distributing Shares is £500,000 and €500

€100,000,000 for Class K Accumulation Shares.

Subscriptions must be in GBP for Class A Distributing Shares, Class I Accumulation Shares, and Class J Distributing Shares and EUR for Class K Accumulation Shares. These amounts may be reduced or waived at the discretion of the Directors, who may delegate such discretion to any one Director and/or the Investment Manager. No partial repurchase requests may be received which would leave a shareholding of less than the minimum shareholding set out above and any partial repurchase which does not satisfy this requirement shall be treated as a request by the Shareholder to redeem all of its Shares in the relevant Class.

The price at which Shares will be issued on any particular Dealing Day will be the Subscription Price per Share calculated in the manner described under the Prospectus section headed "Calculation of Net Asset Value". The Company may issue fractional shares, expressed as four decimal place fractions of a Share. Application monies representing smaller fractions of a Share will be retained by the Company.

9. Redemption of Shares:

Shares in the Fund may be redeemed on every Dealing Day at the Net Asset Value per Share of the relevant Class subject to the procedures, terms and conditions set out in the Prospectus under the section heading "How to Sell Shares in a Fund". All requests for the redemption of Shares must be received by the Dealing Deadline (as defined above) in the manner set out in the Prospectus.

Redemption monies will normally be paid within 5 Business Days of the relevant Dealing Day for redemptions.

Prior to redemption proceeds being paid, on any Dealing Day when there are net redemptions, an anti-dilution levy of up to 2.00% may be deducted from redemption proceeds before the remainder is paid to the Shareholder. The anti-dilution levy is intended to cover dealing costs and to preserve the value of the underlying assets of the Fund. Shareholders will be notified if an anti-dilution levy is to be applied to their redemption on any Dealing Day and may be given the option to reduce or cancel their redemption request in order to avoid an anti-dilution levy being applied. Anti-dilution levies will be retained by the Fund.

10. Fees and Expenses:

The following fees and expenses are payable out of the assets of the Fund. Details of how the fees and expenses are accrued and paid as well as details of other general management, the Depository's fees and fund charges are set out in the Prospectus under the heading "Fees and Expenses".

Management Fee

The Manager shall be entitled to receive out of the assets of the Fund a fee of 0.10% per annum of the Net Asset Value of the Fund payable monthly in arrears subject to a minimum annual fee of €75,000. The Manager will also be entitled to be reimbursed out of the assets of the Fund for all reasonable, vouched out-of-pocket expenses incurred by it on behalf of the Fund.

Investment Management Fees

The Investment Manager will be paid a fee from the Company monthly in arrears at the following rates per annum of the Net Asset Value of the relevant Class on the Valuation Point:

- Class A Distributing Shares: 0.40%
- Class I Accumulation Shares: 0.28%
- Class J Distributing Shares: 0.28%
- Class K Accumulation Shares: 0.28%

Reasonable out-of-pocket expenses incurred by the Investment Manager in the performance of its duties will be reimbursed by the Company as may be approved from time to time by the Director.

The Investment Manager may waive or rebate all or part of its investment management fee to the Shareholders of a Class, it being acknowledged that such waiver or rebate, if any, may differ between Shareholders in different Classes and that the Investment Manager will have ultimate discretion in this matter.

The Administrator's Fee (Fund Accounting, Financial Reporting and Transfer Agent Fees)

The Administrator is entitled to receive out of the assets of the Fund (with VAT thereon, if any) an annual fee of up to 0.0210% on a tiered basis (as outlined in the below table) of the Net Asset Value of the Fund which will be accrued and payable monthly in arrears, subject to a total of all of the minimum annual fees for the Fund of €25,000.

Fund Asset Value (EUR)	Fee Rate (bps per annum)
First 100 million	2.10 bps
Next 150 million	1.55 bps
Next 250 million	1.00 bps
Above 500 million	0.80 bps

The Administrator shall be reimbursed out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it.

Formation and Organisation Costs

The costs of forming the Fund, including the fees and expenses of legal advisers, product development fees and expenses, regulatory and listing fees and expenses and any other fees and expenses arising on the formation and launch of the Fund which are not expected to exceed €35,000 will be borne by the Fund and amortised over five years.

11. Risk Warnings:

Investment in the Fund carries with it a degree of risk including, but not limited to, the risks described in the "Risk Factors" section of the Prospectus. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no guarantee or assurance that the Fund will achieve its investment objective.

In addition to the "Risk Factors" in the Prospectus, the following risk factor is relevant to investment in the Fund:

Small and Medium Sized Company Risk

The Fund may invest a proportion of its assets in small and medium sized companies. Investments in small and medium sized companies generally involve greater risk and price volatility than larger, more established companies because they tend to have younger and more limited product lines, markets and financial resources and may be dependent on a smaller management group than large capitalisation companies. In addition, equity and other securities issued by such companies are typically less liquid than securities issued by larger capitalisation companies. As a result, certain securities may be difficult or impossible to sell at the time and the price that the Fund would like. The Fund may have to lower the price, sell other securities instead or forego an investment opportunity. Any of these could have a negative effect on the management or performance of the Fund.

Counterparty Risk

The Fund's foreign exchange, futures and other transactions may involve counterparty credit risk and expose the Fund to unanticipated losses to the extent that counterparties are unable or unwilling to fulfil their contractual obligations in a timely manner or at all. There will be contractual remedies upon any default pursuant to the agreements related to the transactions. Such remedies could be inadequate, however, to the extent that the collateral or other assets available are insufficient.

Pandemic Risk

In March 2020, the World Health Organisation declared COVID 19 a pandemic. While the full impact is not yet known, COVID 19 may result in continued market volatility and a period of economic decline globally. It may also have a significant adverse impact on the value of a Fund's investments and the ability of the Investment Manager to access markets or implement the Fund's investment policy in the manner originally contemplated. Government interventions or other limitations or bans introduced by regulatory authorities or exchanges and trading venues as temporary measures in light of significant market volatility may also negatively impact on the Investment Manager's ability to implement a Fund's investment policy. Funds' access to liquidity could also be impaired in circumstances where the need for liquidity to meet redemption requests may rise significantly. Services required for the operation of the Fund may in certain circumstances be interrupted as a result of the pandemic.

Sustainability Risk Warning

The Fund may be exposed to the risk of an environmental, social or governance event or condition (an "**ESG Event**") which, if it occurs in relation to an investment of the Fund, could cause an actual or a potential material negative impact on the value of that investment ("**Sustainability Risks**").

12. Listing:

Class A Distributing Shares of the Fund issued and available for issue, are admitted to the Official List and to trading on the Regulated Market of the Irish Stock Exchange plc (trading as Euronext Dublin).

Schedule I

Developed Markets

Subject to the provisions of the Central Bank Requirements and with the exception of permitted investments in unlisted securities, the Fund will only invest in securities listed or traded on the following stock exchanges and regulated markets which meets with the regulatory criteria (regulated, operate regularly, be recognised and open to the public):

Any stock exchange which is located in:

Australia
Austria
Belgium
Canada
Denmark
Finland
France
Germany
Hong Kong
Ireland
Italy
Japan
Luxembourg
Netherlands
New Zealand
Norway
Portugal
Spain
Sweden
Switzerland
United Kingdom
United States

Any stock exchange included in the following list:

Singapore – Singapore Exchange;
South Korea – Korea Exchange – Stock Market Division; and
Israel – Tel Aviv Stock Exchange