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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 22<sup>nd</sup> June, 2020 (the “Prospectus”), accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **UK VALUE OPPORTUNITIES FUND**

(a Fund of Polar Capital Funds public limited company)

### **SUPPLEMENT**

**DATED 9<sup>th</sup> MARCH, 2021**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>FTSE All-Share Total Return Index (Bloomberg: ASXTR)</p> <p>The FTSE All-Share Total Return Index, as currently constituted, represents the performance of all eligible companies listed on the London Stock Exchange’s main market, which pass screening for size and liquidity. The Index captures 98% of the UK’s market capitalisation. The index is quoted in sterling. Further details of the Index may be found on <a href="http://www.ftse.com">www.ftse.com</a>.</p>
“Official List”	the Official List and regulated market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Fund being Class R GBP Accumulation Shares, Class I GBP Accumulation Shares, Class I GBP Distribution Shares, Class S GBP Accumulation Shares, Class S GBP Distribution Shares and Class Z GBP Accumulation Shares.
“SFDR”	means the Sustainable Finance Disclosure Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019.
“Valuation Point”	12 Noon (Irish Time) on the relevant Dealing Day.

**UK VALUE OPPORTUNITIES FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund (terminated), the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Financials Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund (terminated), the European Income Fund (terminated), the European ex UK Income Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund, the China Stars Fund, the Global Absolute Return Fund and the Healthcare Discovery Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to Official List and trading on the regulated market Euronext Dublin.

Additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should be viewed as medium to long term.**

The base currency of the Fund is British pounds.

**Profile of a Typical Investor: Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement and believe that the investment is suitable based upon their investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

**INVESTMENT OBJECTIVE**

The Fund’s investment objective is to achieve long term capital appreciation.

## INVESTMENT POLICIES

The Fund will seek to achieve its investment objective by primarily investing in a diversified portfolio of equity securities listed in the UK. The securities in which the Fund will invest will primarily include equity securities including, but not limited to ordinary and preference shares and equity warrants. Details of additional asset classes in which the Fund may invest are detailed below.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund will aim to outperform the Index by investing in undervalued companies or shares, whilst striving to reduce the volatility of the Fund's return by investing in a diversified portfolio.

The Investment Manager will use a bottom up, fundamental investment approach (based on its proprietary analysis) to derive a portfolio of undervalued investments which may comprise large, medium or small capitalisation companies.

The Investment Manager seeks to identify shares trading below their intrinsic value. The Investment Manager defines two different value buckets; shares that are cheap relative to their tangible asset base - called "bargain assets" and shares cheap relative to their returns - "cheap value creators". Exposure to the two buckets will change over time depending on market conditions.

The Investment Manager has created and maintains a proprietary model database of UK listed equities. These company models are screened for adherence with the Investment Manager's investment criteria, namely, cheap valuation, sustainability of intrinsic value and a strong financial position/balance sheet. In addition to the Investment Manager's in-house model, company meetings are an important part of the investment process. The Investment Manager continually monitors its database for new investment opportunities and the Fund itself for adherence with the outlined investment criteria.

The financial derivative instruments which the Fund may use are futures, forwards, swaps, equity index options and FX options (details of which are set out below and in the Prospectus under the section headed "Financial Derivative Instruments and Techniques for Efficient Portfolio Management"), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way (for example, costs of investing may be lower via a financial derivative instrument) exposure to equity securities than would otherwise be obtained by direct investment in accordance with the investment objective and policies above over a long term basis. The leveraged exposure of the Fund through the use of derivatives will not exceed 100% of the Net Asset Value of the Fund, as measured using the commitment approach in accordance with the Regulations.

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

The Fund may engage in stock-lending and enter into repurchase and reverse repurchase agreements only for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank's UCITS Regulations.

While it is intended that the Fund be fully invested as detailed above, the Investment Manager is permitted to significantly invest in cash and/ or money market funds (subject to a 10% investment limit in aggregate in money market funds) for ancillary liquidity asset purposes and government debt securities where this is considered in the best interest for the Shareholders of the Fund; for example, during periods of market uncertainty where such investment is important for defensive purposes.

The Fund is considered to be actively managed in reference to the Index by virtue of the fact that (i) it uses the Index for performance comparison purposes and (ii) the performance fees payable to the Investment Manager are calculated based on the performance of the Fund against the Index. The Index is considered to be consistent with the investment policy of the Fund. However the Index is not used to define the portfolio composition of the Fund nor as a performance target and the Fund may be wholly invested in securities which are not constituents of the Index.

## **SECURITIES FINANCING TRANSACTIONS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, "SFTs"), and equity swaps as described above within the Investment Policy and in the Prospectus under "Efficient Portfolio Management" and "Financial Derivative Instruments". The types of assets that will be subject to securities financing transactions/equity swaps will be equity securities.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of equity swaps, shall be a maximum gross exposure of 100%. However, the Investment Manager does not anticipate that a Fund's exposure to SFTs will exceed 20% of the Net Asset Value of a Fund and with regard to equity swaps net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund. The collateral supporting SFTs will be valued daily at mark-to-market prices in accordance with the requirements of the Central Bank, and daily variation margin used if the value of collateral falls (due for example to market movements) below the required collateral coverage requirements in respect of the relevant transaction.

In respect of SFTs, collateral received and any investment of such collateral must meet the requirements of the Central Bank as set out in the Central Bank UCITS Regulations and as further detailed under the section below headed 'Management of Cash Collateral'.

Additional detail on SFTs, namely the policy on sharing of returns and the associated risks, is given under the headings of the Prospectus "Efficient Portfolio Management", and "Risk Factors", to include counterparty risks that may apply to the Fund.

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### **Futures**

Exchange traded futures are contracts to buy or sell a standard quantity of a specific asset (or, in some cases, receive or pay cash based on the performance of an underlying asset, instrument or equity index that reflects the investment policy of the Fund) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange.

The Investment Manager may enter into equity futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment.

## **FX Forwards**

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

Performance may be strongly influenced by movements in FX rates due to the large exposure to non base currency securities.

## **Swaps**

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity swaps may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment.

## **Equity Warrants**

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Equity warrants may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

## **Options**

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity index options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

## **FX Options**

A foreign exchange option (**FX option**) is a derivative financial instrument that gives the right but not the obligation to exchange money denominated in one currency into another currency at a pre-agreed exchange rate on a specified date.

FX Options will be used for hedging purposes.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

Notwithstanding the investment and borrowing restrictions set out in Appendix II with regard to investment in collective investment schemes, the Fund may not invest more than 10% of its Net Asset Value in aggregate in units/shares of collective investment schemes.

## **INTEGRATION OF SUSTAINABILITY RISKS WITHIN THE INVESTMENT PROCESS**

### **Sustainability Risks**

Pursuant to Article 6 of the SFDR, the Company is required to disclose the extent to which sustainability risks are integrated into the investment decision making process and the anticipated impacts of those risks on the financial returns of the Fund.

Sustainability risks are defined in the SFDR as environmental, social or governance events or conditions that, if they were to occur, could have actual or potential material negative impacts on the value of the investments of the Fund.

### **Integration of Sustainability Risks within the Investment Decision Making Process**

The Investment Manager integrates sustainability risks within its investment decision making process for the Fund, both at the initial due-diligence stages and as part of its ongoing monitoring.

Prior to investing in a security for the Fund, the Investment Manager considers the sustainability risks posed to the issuer of the security by carrying out quantitative analysis on the issuer of each security. These quantitative metrics are chosen for their potential impact on revenue of the business, costs, and long-term profit generation.

From an environmental perspective, quantitative analysis is focused on the issuer's carbon emissions, use of renewable energy, and any historical environment related fines. From a social perspective, the quantitative metrics analysed include gender diversity and staff turnover. Finally, from a governance perspective, particular attention is paid by the Investment Manager to risk factors that could affect the issuer's long-term performance such as independence of remuneration and audit committees. Additionally, proprietary analysis is performed to assess evidence of aggressive accounting measures that could be harmful for long term profits.

Qualitative assessments are made on how sustainability may affect future performance. In particular, focus is given to changing consumer preferences, thematic growth, potential enhanced regulation.

The Investment Manager will consider these risks in conjunction with the financial analysis it undertakes on the security and will take a balanced approach with regarding to the merits of investing in the relevant security.

During the period that the Fund holds a security, the Investment Manager will monitor the issuer's exposure to sustainability risks with reference to the risks specifically outlined above, as well as any other sustainability risks that emerge during the holding period of the security and that the Investment Manager considers relevant to the security. Where, in the view of the Investment Manager, the issuer's exposure to sustainability risks

greatly increases, this will cause a review of the Fund's position in the security, which may or may not cause the Investment Manager to sell the security.

The sustainability risks relating to securities within the investment universe of the Fund are measured through financial modelling and with reference to third party data providers ratings of the relevant issuer, by financial modelling and by extensive company engagement, as well as through consideration of the disclosures in issuers' annual reports.

### **Impact of Sustainability Risks on the Returns of the Fund**

It is anticipated that the occurrence of the sustainability risks could have a low impact on the financial returns of the Fund. The anticipated impact has been assessed through reference to the collective sustainability rating of the Fund's holdings by third party providers, analysis of issuers' balance sheets and analysis of issuers' Greenhouse Gas Emissions and Carbon Beta.

The Investment Manager acknowledges that the Fund's exposure to sustainability risks is changeable in the current environment and shall keep the Fund's exposure to these risks under periodic review. Where the Investment Manager considers, as a result of such a review, that the Fund's exposure to sustainability risks has materially changed, these disclosures will be updated accordingly.

### **PRINCIPAL ADVERSE IMPACT REPORTING**

As permitted under Article 4 of the SFDR, the Company does not consider the adverse impacts of investment decisions on sustainability factors at an entity level (described in the SFDR as a "principal adverse impact") on the basis that it is not a financial market participant that is required to do so. This is because the Company does not have an average number of employees exceeding 500 during the financial year. The Company may choose at a later date to publish and maintain the consideration of principal adverse impacts of investment decisions on sustainability factors at an entity level.

### **DISCLOSURE PURSUANT TO THE TAXONOMY REGULATION**

This Fund does not have as its objective sustainable investment, nor does it promote environmental or social characteristics. As a result, the Fund does not fall within the scope of Regulation (EU) 2020/852 of the European Parliament and of the Council on the establishment of a framework to facilitate sustainable investment. The investments underlying this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

### **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

#### **Investment Manager**

Polar Capital LLP, the promoter of the Company, has been appointed as Investment Manager (the "Investment Manager") to the Company. The managers at Polar Capital LLP with responsibility for the Fund will be Georgina Hamilton and George Godber.

**Georgina Hamilton** - joined Polar Capital in October 2016 to set up the UK Value Team. Prior to this, she was with Miton Group where she managed the CF Miton UK Value Opportunities Fund and the Miton Undervalued Assets Fund. Previously, Georgina was a lead analyst for the Undervalued Assets Fund at Matterley Asset Management. Georgina holds a double first in Biological Anthropology and Natural Sciences from Jesus College, Cambridge and is a CFA charterholder.

**George Godber** - joined Polar Capital in April 2017 to manage the Polar Capital UK Value Opportunities Fund with Georgina Hamilton. Prior to this, George managed the CF Miton UK Value Opportunities Fund and the Miton Undervalued Assets Fund at Miton Group. Previously, George co-founded Matterley Asset Management in 2008 and was co-manager of the group's Undervalued Assets Fund. Before founding Matterley, George was a Director of Equity Sales at Credit Suisse. George holds a BSc in Economics from Bristol University.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

### **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in GBP. The Net Asset Value will be calculated by the Administrator as at the Valuation Point on a Dealing Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

### **DIVIDEND POLICY**

#### **Distribution Share Classes**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend, payable out of net income (including interest and dividends) in respect of each of the Fund's Share Classes, provided there is sufficient income available to declare an annual dividend. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.

#### **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares, unless a Shareholder otherwise elects to receive cash.

Any dividend paid on a Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make an annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class R Shares***

There is no minimum subscription requirement for Class R Shares.

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

There is no minimum subscription requirement for Class I Shares.

### ***Class S Shares***

The Class S Shares are subject to a minimum subscription and minimum holding requirement of 10 million British pounds (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class S Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **Class Z Shares**

The Class Z Shares are each subject to a minimum subscription and minimum holding requirement of 150 million British pounds.

The Class Z Shares will only be available to investors who hold at least 150 million British pounds in the Share Class (subject to the discretion of the Directors to determine otherwise).

Subject to the discretion of the Company and the Investment Manager, the Class Z Shares, which are denominated in Sterling (GBP), are intended for purchase primarily by institutions or individuals who can invest the minimum subscription amount as stated above and who have a separate fee arrangement in place with the Investment Manager.

It is intended that the Class Z Shares will be closed to *new* investors upon the receipt of subscription monies into the Fund at a level determined by the Directors, at their discretion.

## **SUBSCRIPTIONS**

### **Procedure**

Before applying for Shares, applicants must first open an account by completing an account opening form and sending this, and such other papers (including documentation relating to money laundering prevention checks) as may be required by the Company or its delegate, to the Administrator.

Once the applicant has received confirmation from the Administrator that its account has been opened and the applicant has received its account number, the applicant can subscribe for Shares by completing the application form prescribed by the Directors in relation to the Fund ("**Application Form**"). Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the latest Key Investor Information Document for the relevant Share Class prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the current issue of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) is updated periodically and the latest issue will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

During the Initial Offer Period for a Class of Shares, applicants for Shares of that Class must send their completed Application Form by post, facsimile or by electronic means, provided such means are in accordance with the requirements of the Central Bank, so as to be received by the Administrator no later than 5:00pm on the date of closing of the Initial Offer Period. Following the closing of the Initial Offer Period for Applicants for Shares must send their completed Application Form by post, facsimile or by electronic means, provided such means are in accordance with the requirements of the Central Bank, so as to be received by the Administrator no later than 11.59.59am (Irish Time) on the relevant Dealing Day. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than two Business Days following the relevant Dealing Day.

**Shares in the Company will only be issued to an investor when full supporting documentation in relation to anti-money laundering prevention checks has been received to the satisfaction of the Company and the Administrator.**

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the then current relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order, and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

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 subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation") will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5% of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies - Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 11.59.59am. (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest-bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming their entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

## **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 11.59.59am. (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

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

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

The Investment Management fee will accrue daily and will be payable monthly in arrears as follows:

**Class R Shares:** 1.35% per annum of the Net Asset Value of the Class I Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Class I Shares:** 0.75% per annum of the Net Asset Value of the Class I Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Class S Shares:** 0.60% per annum of the Net Asset Value of the Class S Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Class Z Shares:** The Investment Manager shall not be entitled to receive an investment management fee out of the assets of the Fund in respect of the Class Z Shares.

## **Performance Fee**

### **Class R Accumulation Shares**

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 British pounds shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class R GBP Accumulation Share exceeds the Indexed Net Asset Value per Class R GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class R GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R GBP Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### **Class I Distribution Shares**

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Distribution Shares. The performance fee will accrue

on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 British pounds shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Distribution Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class I GBP Distribution Share exceeds the Indexed Net Asset Value per Class I GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Distribution Share is calculated by adjusting the Net Asset Value per Class I GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I Accumulation Shares***

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 British pounds shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class I GBP Accumulation Share exceeds the Indexed Net Asset Value per

Class I GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class I GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S Distribution Shares***

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 British pounds shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Distribution Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class S GBP Distribution Share exceeds the Indexed Net Asset Value per Class S GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Distribution Share is calculated by adjusting the Net Asset Value per Class S GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S Accumulation Shares***

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 British pounds shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class S GBP Accumulation Share exceeds the Indexed Net Asset Value per Class S GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class S GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class Z Accumulation Shares***

#### *Performance Fee*

The Investment Manager shall not be entitled to receive a performance fee out of the assets of the Fund in respect of the Class Z Shares.

### **Establishment Expenses**

All fees and expenses relating to the establishment of the Fund (including listing costs), and the fees of the advisers to the Company, who are involved in the establishment of the Fund, will be borne by the Fund and amortised over the first five years of the Fund or such other period as the Directors may determine. If the effect of this accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. The establishment expenses are expected to amount to approximately €25,000. An element of such establishment costs may be payable to the Investment Manager in respect of costs incurred by the Investment Manager in respect of the establishment of the Fund.

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.