

The directors of Eaton Vance International (Ireland) Funds plc (the “Directors”) listed in the Prospectus under “The Company” accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

EATON VANCE INTERNATIONAL (IRELAND)

PARAMETRIC EMERGING MARKETS FUND

(A Sub-Fund of Eaton Vance International (Ireland) Funds plc, an umbrella fund (with segregated liability between sub-funds) authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended))

SUPPLEMENT DATED 24 FEBRUARY 2020

TO THE PROSPECTUS DATED 24 FEBRUARY 2020

MANAGER

EATON VANCE GLOBAL ADVISORS LIMITED

This Supplement forms part of, and should be read in the context of, and together with, the Prospectus dated 24 February 2020 (the “Prospectus”) in relation to Eaton Vance International (Ireland) Funds plc (the “Company”) and contains information relating to the Eaton Vance International (Ireland) Parametric Emerging Markets Fund (the “Fund”) which is a separate portfolio of the Company. The other portfolios established by the Company are the Eaton Vance International (Ireland) Global Macro Fund, the Eaton Vance International (Ireland) Hexavest All-Country Global Equity Fund, the Eaton Vance International (Ireland) Hexavest Global Equity Fund, the Eaton Vance International (Ireland) U.S. High Yield Bond Fund, the Eaton Vance International (Ireland) U.S. Value Fund, the Eaton Vance International (Ireland) Global High Yield Bond Fund, the Eaton Vance International (Ireland) Parametric Global Defensive Equity Fund, the Eaton Vance International (Ireland) Emerging Markets Local Income Fund, the Eaton Vance International (Ireland) Emerging Markets Debt Opportunities Fund and the Eaton Vance International (Ireland) Emerging Markets Debt Fund (the “Sub-Funds”), information in respect of which can be found in the Relevant Supplements.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

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DEFINITIONS

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Fund is established pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) ("UCITS Regulations"), and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

For the purposes of Share dealings and valuations of the Fund, "Dealing Day" shall mean a day which is a bank business day in Ireland and on which the New York Stock Exchange is also open for business and such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided however that the Valuation Point shall always be after the Dealing Deadline.

For the purposes of Share dealings and valuations of the Fund, "Valuation Point" shall mean the close of regular trading on the New York Stock Exchange (which is normally 4:00 p.m. New York time) on each Dealing Day, or such other time as the Directors shall at their sole discretion determine and notify in advance to the Shareholders and to the Central Bank.

For the purposes of this Supplement, a "Recognised Market" means any of the exchanges or markets listed in Appendix 1 to the Prospectus.

The Base Currency for the Fund shall be U.S. Dollars or such other currency as the Directors shall from time to time determine and notify to the Shareholders. Investments held for the account of the Fund may be acquired in currencies other than the Base Currency.

The Fund may be referred to as the "Eaton Vance Parametric Emerging Markets Fund" or the "Parametric Emerging Markets Fund" in certain marketing materials, advertisements, fund information websites or other publications.

INVESTMENT OBJECTIVE AND POLICIES

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

The Fund is actively managed and seeks to achieve its objective by investing in a diversified portfolio of common stocks of companies which are domiciled in or which derive more than 50% of their revenues or profits from emerging market countries. The Fund may also invest in other transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under "Investment Objectives and Policies" in the Prospectus.

The Fund will invest at least two-thirds of its total assets in equity securities of companies which are domiciled in or which derive more than 50% of their revenues or profits from emerging market countries. Equity securities, for the purposes of this two-thirds policy, will be limited to common and preferred stocks; equity interests in trusts, partnerships, joint ventures and other unincorporated entities or enterprises; special classes of shares available only to foreign investors in markets that restrict ownership by foreign investors to certain classes of equity securities (e.g. India, Kuwait, Thailand); and participation notes. A participation note is an instrument, generally not rated, designed to provide a return which is directly linked to the performance of a particular equity security or basket of securities. Participation notes are technically promissory notes from an issuer agreeing to provide a return according to the return on the underlying equity security or basket of securities. The Fund may also invest in convertible preferred stocks and other convertible instruments (including, without limitation, a mixture of fixed and floating rate convertible bonds) and debt securities but will generally do so only when received through corporate actions and such investment will generally not exceed 5% of the Fund's net assets. The convertible instruments and debt securities in which the Fund will invest will generally not be rated and will typically be equivalent in credit quality to below investment grade securities. Investment by the Fund in convertible debt securities rated, or which the Investment Adviser determines as having an implied rating, below investment grade will not exceed 20% of the Fund's net assets. Investment grade securities are those which are rated at least Baa by Moody's or BBB by S&P, or otherwise rated in the four highest rating categories assigned by any other recognised rating agency, or securities determined by the Investment Adviser to be of equivalent investment quality). The investment

by the Fund in equity interests in trusts, partnerships and other unincorporated entities or enterprises will be subject to the restrictions set out in paragraph (iii) of the section headed "INVESTMENT OBJECTIVES AND POLICIES - Investment Restrictions" in the Prospectus. The Fund may invest in securities traded on the Russian securities markets - the RTS Stock Exchange and the Moscow Interbank Currency Exchange ("MICEX") provided for in Appendix 1 to the Prospectus. The reference in Appendix 1 of the Prospectus to investment on these markets in equity securities only will not apply. See "Russian Markets Risk" hereunder. The Fund will not have any particular sectoral or industry focus.

Emerging market countries are generally countries not considered to be developed market countries, and therefore not included in the Morgan Stanley Capital International (MSCI) World Index. The Morgan Stanley Capital International (MSCI) World Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets. Further information in respect of the emerging market countries in which the Fund will invest is available on request from the Distributor.

In response to European legal developments and investor preferences with regard to investing in companies directly involved in the development, production, maintenance or trade of so-called "controversial weapons," the Fund has adopted a policy of excluding such investments from its portfolio. Controversial weapons include, without limitation, the following categories: anti-personnel mines, cluster munitions, biological and chemical weapons, white phosphorus, depleted uranium ammunition and nuclear weapons and such other weapons as may from time to time be deemed controversial weapons by the Investment Adviser without notice to shareholders. The Fund uses a third-party service provider to identify and avoid such investments. In addition, the Fund will exclude investments based on criteria consistent with the UN Global Compact (see below) and the Norges Bank exclusion list. In terms of which companies are excluded, the Fund will give consideration to the severity of company behaviour, pervasiveness within and/or materiality to the business, and management's responsiveness to the issues.

UN Global Compact

As set out above, the Investment Adviser will exclude investments based on criteria consistent with the UN Global Compact and its ten principles (as detailed below) and its underlying conventions and treaties. This process focuses on the most severe controversies and incidents related to violations of human rights, labour rights, the environment and corruption.

The ten principles of the Global Compact are:

Human Rights

Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and

Principle 2: Make sure that they are not complicit in human rights abuses.

Labour

Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

Principle 4: The elimination of all forms of forced and compulsory labour;

Principle 5: The effective abolition of child labour; and

Principle 6: The elimination of discrimination in respect of employment and occupation.

Environment

Principle 7: Businesses should support a precautionary approach to environmental challenges¹;

Principle 8: Undertake initiatives to promote greater environmental responsibility; and

1. *This principle requires that where there are threats of serious or irreversible damage, lack of full scientific certainty shall not be used as a reason for postponing cost-effective measures to prevent environmental degradation. For further information, please see <https://www.unglobalcompact.org/what-is-gc/mission/principles>*

Principle 9: Encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

Norges Bank Exclusion List

As set out above, the Investment Adviser will exclude investments in companies based on criteria consistent with the Norges Bank exclusion list. The Norges Bank exclusion list includes companies which produce weapons that violate fundamental humanitarian principles through their normal use, companies which produce tobacco and companies which sell weapons or military materiel to specified states. Companies may be put under observation or excluded if there is an unacceptable risk that the company contributes or is responsible for the following: (a) serious or systematic human rights violations (e.g. murder, torture, deprivation of liberty and forced labour); (b) serious violations of the rights of individuals in situations of war or conflict; (c) severe environmental damage; (d) acts or omissions that on an aggregate company level lead to unacceptable greenhouse gas emissions; (e) gross corruption; and (f) other particularly serious violations of fundamental ethical norms.

In considering whether a company should be placed on the Norges Bank exclusion list, factors such as the probability of future norm violations, the severity and extent of the violations and the connection between the violation and the company are taken into account. The actions of the company in reducing the risk of future violations within a reasonable time frame are also be considered.

A public list of companies included on the Norges Bank exclusion list is available at the following website: <https://www.nbim.no/en/responsibility/exclusion-of-companies/>

While the criteria may seem straightforward, investors should be aware that from time to time borderline cases arise where it is unclear whether a potential investment should be rejected or not or a current investment divested or not. In such cases, the Investment Adviser retains the right to exercise its best judgement.

The Investment Adviser's investment team monitors all investments in the Fund and receives reports on the compliance of its investee companies. In the event that the activities of a company in which the Fund has invested are reported to have changed, or if additional information becomes available such that the investment is considered to breach the above criteria, the Investment Adviser will consider whether to dispose of an existing investment and will have full discretion in relation to same. When disposing of an asset under such circumstances the Investment Adviser endeavours to dispose of the asset for the best price it reasonably can, taking into account liquidity and other market forces. It is possible therefore that disposal of such an investment could extend over a period of time.

The Fund will not take short positions.

At least 51% of the Fund's Net Asset Value will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

Pending investment of subscription proceeds or where market or other factors so warrant, the Fund may, subject to the investment restrictions set out in the Prospectus, hold cash and/or ancillary liquid assets such as money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers' acceptances) and cash deposits.

The Fund may invest in depositary receipts which are securities issued by a financial institution that evidence ownership interests in a security or pool of securities deposited with the financial institution. This may include, but is not limited to, American Depositary Receipts ("ADRs"), Global Depositary Receipts ("GDRs") and Non-Voting Depositary Receipts ("NVDRS"). In the case of the Fund, the ADRs, GDRs and NVDRS will evidence ownership in equity securities of emerging market issuers.

In accordance with the UCITS Regulations, no more than 10% of the Fund's net assets will be invested in transferable securities which are not listed or traded on a Recognised Market.

To the extent that any assets of the Fund are not invested in emerging markets countries, the Fund may invest such assets in a diversified portfolio of all types of equity securities listed, traded or dealt on Recognised Markets in developed markets and in investment grade and comparable unrated debt securities, including fixed or floating corporate bonds and other short-term securities, commercial paper and U.S. and non U.S. government debt obligations, denominated in U.S. dollars and other currencies, listed, traded or dealt on Recognised Markets in developed markets.

The Fund may invest in open-ended collective investment schemes, which provide exposure to common stocks, as well as other equity securities, of companies in emerging market countries. Investment in aggregate in collective investments schemes and investment in any one collective investment scheme will not exceed 10% of the Net Asset Value of the Fund. The Fund may invest in exchange-traded funds, which are typically open-ended funds or unit investment trusts, listed on a Recognised Market, and where such exchange-traded funds are classified as collective investment schemes, such investment will be subject to the limit set out in the preceding sentence.

The Fund's assets may be denominated in a number of different currencies. Exchange rates may fluctuate significantly over short periods of time causing the Fund's Net Asset Value to fluctuate as well. Save as specified below in respect of forward contracts and spot contracts, the Investment Adviser has no current intention to hedge the currency risk in the Fund. Costs are incurred in connection with conversions between various currencies.

There is no limit on the amount which the Fund may invest in warrants.

Investments in emerging market countries can be considered speculative, and therefore may offer higher potential for gains and losses than investments in developed markets of the world. **An investment in a fund which invests in emerging markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See "SPECIAL CONSIDERATIONS AND RISK FACTORS - Emerging Markets" in the Prospectus, as well as the risks disclosed herein.

Investors should note that there can be no guarantee that the Fund will achieve its investment objective. Where sales charges are imposed, the difference between the cost of purchase of Shares and their redemption price may mean that an investment should be viewed as medium to long term.

Risk factors for an investor in the Fund to consider are set out under "Special Considerations and Risk Factors" in the Prospectus and herein.

The Fund will invest in transferable securities listed, traded or dealt on Recognised Markets in accordance with the restrictions listed under "Investment Objectives and Policies" in the Prospectus. Save as outlined herein, it is not the current intention of the Company to employ derivative instruments for efficient portfolio management purposes or for investment purposes. It is not the current intention to enter into repurchase and reverse repurchase agreements, or securities lending agreements. If it is proposed to review this matter at any time in the future, the Directors of the Company will notify the Central Bank in advance, and will submit an updated risk management process to the Central Bank in accordance with the Central Bank UCITS Regulations prior to the Company engaging in using such other derivatives for efficient portfolio management purposes and/or for investment purposes on behalf of the Fund, and shall update this Supplement to reflect the change of intention.

Investors should note that the Fund may or may not use currency forward contracts and spot contracts to hedge currency exposure arising from the Fund's investments in assets denominated in currencies other than the Base Currency but currently intends to do so only to a very limited extent to hedge currency exposure between trade and settlement date. The Fund will not be leveraged over 100% of its net assets. The global exposure of the Fund will be calculated through the use of the commitment approach. With respect to the use of the above financial derivative instruments for these purposes, a risk management process which enables the Company to accurately measure, monitor and manage the various risks associated with

financial derivative instruments has been submitted to the Central Bank in accordance with the Central Bank UCITS Regulations.

Risks associated with Forward Currency Contracts

Forward currency contracts involve the possibility that the market for them may be limited with respect to certain currencies and, upon a contract's maturity, the possible inability to negotiate with the dealer to enter into an offsetting transaction. There is no assurance that an active forward currency contract market will always exist.

Economic and Political Risks

The economies of individual emerging market countries may differ favourably or unfavourably from the economy in industrialised countries in such respects as growth of gross domestic product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency, accounting standards and balance of payments position. Further, the economies of emerging market countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade.

With respect to any emerging market country, there is the possibility of nationalisation, expropriation or confiscatory taxation, political changes, government regulation, social instability or diplomatic developments (including war) which could affect adversely the economies of such countries or the value of the Fund's investments in those countries. In addition, it may be difficult to obtain and enforce a judgment in a court in those countries.

Securities Markets of Emerging Markets Countries

Trading volume in the securities markets of emerging markets countries is substantially less than that in industrialised countries. Further, securities of some companies in emerging markets are less liquid and more volatile than securities of comparable companies in industrialised countries. As a result, obtaining prices or portfolio securities from independent sources may be more difficult. In addition, brokerage expenses and other transaction costs generally are higher in emerging market countries than in industrialised countries. Securities markets, broker-dealers, and issuers in emerging markets generally are subject to less government supervision and regulation than in industrialised countries. Further, disclosure and reporting requirements are minimal and anti-fraud and insider trading legislation is generally rudimentary.

Settlement Mechanisms/Custodial Risk

The stock markets in emerging markets generally have settlement mechanisms that are less developed and reliable than those in more developed countries. In certain markets there have been times when settlements have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Delays in settlement could result in temporary periods when assets of the Fund are uninvested and no return is earned thereon. The inability of the Fund to make intended purchases due to settlement problems could cause it to miss attractive investment opportunities. Inability to dispose of securities due to settlement problems could result either in losses to the Fund due to subsequent declines in value of the security or, if it has entered into a contract to sell the security it could result in a possible liability of it to the purchaser. While the Fund will endeavour to ensure that it will not invest in a market, fund, or sub-fund unless adequate custodial arrangements are available, there is no assurance that settlement delays or difficulties will not occur. Delays in settlement may affect the ability of the Fund to invest its assets or to liquidate positions in a timely manner.

Lack of adequate custodial systems in some emerging market countries may prevent investment in a given country or may require the Fund to accept greater custodial risks than in developed countries in order to invest in such countries. In addition, the legal infrastructure and accounting, auditing and reporting standards in emerging market countries in which the Fund may invest may not provide the same degree of information to investors as would generally apply in more developed markets. In

particular, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liabilities and consolidation may be treated differently from accounting standards in more developed markets.

As the Fund may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Fund which are traded in such markets and which have been entrusted to sub-custodians where the use of such sub-custodians is necessary, may be exposed to the risk that loss will be suffered by the Fund or its Shareholders in circumstances where the Depositary has no liability because it has exercised due care and diligence in appointing such sub-custodians.

Investment and Repatriation Restrictions; Exchange Controls

Some emerging market countries impose substantial restrictions on investments in their financial markets, especially equity markets, by foreign investors. These restrictions may include a requirement of governmental approval, a limitation on the amount of investment in a company or in a market as a whole, or a prohibition on foreigners owning particular securities. Countries also may prohibit foreign investment in particular sectors, such as the media, telecommunications or financial sectors.

Some emerging markets now or in the future may impose limitations on the ability of foreign investors to repatriate investment income or the proceeds from the sale of securities. These countries also may limit the Fund's ability to exchange income or proceeds into U.S. Dollars or other freely convertible currencies.

Foreign Taxation

With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of cash or other assets of the Fund, political or social instability or diplomatic developments that could affect investments in those countries.

Risks of Emerging Markets Investing

The Fund, through its equity investments in emerging markets securities, invests in emerging markets throughout the world. As a result, the Fund is subject to risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. Dollar and the various foreign currencies in which the Fund's investments will be denominated, and costs associated with conversion of investment principal and income from one currency into another and (ii) the possible imposition of withholding taxes on income received from or gains with respect to such securities. In addition, certain of these capital markets involve certain factors not typically associated with investing in established securities markets, including risks relating to (i) differences between markets, including potential price volatility in and relative illiquidity of some foreign securities markets, (ii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation and (iii) certain economic and political risks, including potential exchange control regulations and potential restrictions on foreign investment and repatriation of capital. The currency risk noted above is in addition to any currency risk attributable to the currency risk borne by Sterling Shares of the Fund, which is further explained under "Share Currency Designation Risk" below, such Sterling Shares are subject to the variances in the rate of exchange between the U.S. Dollar and Sterling because the Base Currency of the Fund is the U.S. Dollar.

Russian Markets Risk

There are significant risks inherent in investing in Russia. There is no history of stability in the Russian market and no guarantee of future stability. The economic infrastructure of Russia is poor and the country maintains a high level of external and internal debt. Tax regulations are ambiguous and unclear and there is a risk of imposition of arbitrary or onerous taxes. Banks and other financial systems are not well developed or regulated and as a result tend to be untested and have low credit ratings. Bankruptcy and insolvency are a commonplace feature of the business environment. Foreign investment is affected by restrictions in terms of repatriation and convertibility of currency.

The concept of fiduciary duty on the part of a company's management is generally non-existent. Local laws and regulations may not prohibit or restrict a company's management from materially changing the company's structure without shareholder consent. Foreign investors cannot be guaranteed redress in a court of law for breach of local laws, regulations or contracts. Regulations governing securities investment may not exist or may be applied in an arbitrary and inconsistent manner.

Equity securities in Russia are issued only in book entry form and ownership records are maintained by registrars who are under contract with the issuers. Although a Russian sub-custodian will maintain copies of the registrar's records ("Share Extracts") on its premises, such Share Extracts may not, however, be legally sufficient to establish ownership of securities. Further a quantity of forged or otherwise fraudulent securities, Share Extracts or other documents are in circulation in the Russian markets and there is therefore a risk that the Fund's purchases may be settled with such forged or fraudulent securities.

American Depositary Receipts, Global Depositary Receipts and Non-Voting Depositary Receipts

The Fund may purchase sponsored or unsponsored ADRs, GDRs and NVDRs (collectively "Depositary Receipts") typically issued by a bank or trust company which evidence ownership of underlying securities issued by a foreign corporation. Generally, Depositary Receipts in registered form are designed for use in the U.S. securities market and Depositary Receipts in bearer form are designed for use in securities markets outside the United States. Depositary Receipts may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. Depositary Receipts may be issued pursuant to sponsored or unsponsored programs. In sponsored programs, an issuer has made arrangements to have its securities traded in the form of Depositary Receipts. In unsponsored programs, the issuer may not be directly involved in the creation of the program. Although regulatory requirements with respect to sponsored and unsponsored programs are generally similar, in some cases it may be easier to obtain financial information from an issuer that has participated in the creation of a sponsored program. Accordingly, there may be less information available regarding issuers of securities underlying unsponsored programs and there may not be a correlation between such information and the market value of the Depositary Receipts.

Share Currency Designation Risk

A number of Classes of Shares of the Fund are designated in currencies other than the Base Currency. Changes in the exchange rate between the Base Currency and the relevant currency in which a Class is designated may lead to a depreciation of the value of such Shares. The Fund will not attempt to mitigate this currency risk.

In the case of non-U.S. Dollar Shares, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole, however, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant Shareholder to bear the cost of the conversion.

Profile of a Typical Investor

The Fund is suitable for long-term investors who are looking to receive capital appreciation by investing in the Fund. This typically means a minimum time horizon of 3 to 5 years but can be less depending upon individual risk profiles.

INVESTMENT ADVISER

The Manager has appointed Parametric Portfolio Associates, LLC, 1918 Eighth Avenue, Suite 3100, Seattle, WA 98101, USA ("PPA" or the "Investment Adviser") as sole investment adviser to the Fund. PPA has been actively involved in the investment advisory business since 1987. As at 31 July 2019, PPA and its affiliates had approximately U.S.\$ 252.4 billion in assets under management.

The Investment Advisory Agreement dated 1 February 2008 between the Company, the Manager and PPA, as may be amended from time to time (the "Investment Advisory Agreement"), provides that neither

the Investment Adviser nor any of its directors, officers, employees or agents shall be liable for any costs or liabilities arising from any error of judgement, investment decision or mistake of law by the Investment Adviser (including any of its directors, officers, employees or agents) or for any loss or damage arising directly or indirectly out of any act or omission done or suffered by the Investment Adviser (including any of its directors, officers, employees or agents) in the performance of its duties under the Investment Advisory Agreement unless such costs, liabilities, loss or damage arose out of or in connection with the negligence, wilful default, bad faith or fraud of or by the Investment Adviser or any of its directors, officers, employees and agents in the performance of its duties under the Investment Advisory Agreement.

The Company is obliged under the Investment Advisory Agreement to indemnify the Investment Adviser and hold harmless the Investment Adviser (and each of its directors, officers, employees and agents) from and against any and all actions, proceedings, claims, losses, damages, costs and expenses (including reasonable legal and professional fees and expenses arising therefrom or incidental thereto) which may be made or brought against or directly or indirectly suffered or incurred by the Investment Adviser (or any of its directors, officers, employees or agents) arising out of or in connection with the performance of its obligations and duties hereunder in the absence of any negligence, wilful default, fraud or bad faith of or by the Investment Adviser in the performance of its duties hereunder or as otherwise may be required by law.

Under the Investment Advisory Agreement, the Investment Adviser may, subject to the prior approval of the Manager and the Central Bank, appoint one or more sub-investment advisers from time to time to perform and/or exercise all or any of its functions, powers, discretions, duties and obligations under the Investment Advisory Agreement. Details of any such sub-investment advisers appointed will be provided to Shareholders on request and details of such sub-investment advisers will be disclosed in the periodic reports of the Company.

The Investment Adviser intends that while the Fund will not seek to replicate an index, the performance of the Fund will be measured against the MSCI Emerging Markets Index (the "Index"). The Index is a free float-adjusted market capitalisation index designed to measure equity market performance in the global emerging markets. Any change in the use of the Index will be disclosed to Shareholders via the Accounts.

HOW TO BUY SHARES

Investors should note that, as at the date of this Supplement, only certain Classes of Shares of the Fund are available to purchase. Furthermore, not all Classes of Shares are available in all jurisdictions and investors are requested to contact the Distributor for a list of the Classes of Shares available to them.

Class A \$ (Acc), Class C \$ (Acc), Class I \$ (Acc), Class I € (Acc), Class I £ (Acc), Class I \$ (Inc) and Class M \$ (Acc) Shares will be issued at their Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in "FEES AND EXPENSES" below.

All Share Classes of the Fund (save for those referred to in the preceding paragraph) will be made available for subscription at the initial price of U.S. \$10, £10, €10, ¥1,000, CHF10, AU\$10, CAD10 or S\$10 per Share from 9:00 am (New York time) on 25 February 2020 until the Closing Date, which in the case of such Shares is 4:00 p.m. (New York time) on 24 August 2020 or, in respect of each Class of Shares, such earlier time and date at which the first application for subscription in the relevant Class is received, or in respect of each such Class of Shares, if no application has been received for such Class by 4:00 p.m. (New York time) on 24 August 2020, such other date as the Directors may determine and notify to the Central Bank (the "Closing Date"), subject to receipt by the Administrator or the Company in the manner described below of applications by 4:00 p.m. (New York time) on the Closing Date. After the Closing Date, the relevant Class of Shares will be issued at the Net Asset Value per Share on each Dealing Day, subject to any sales charge which may be applicable, as described in the "FEES AND EXPENSES" below.

The Company has established the following Share Classes in the Fund:

Class A Shares	Class C Shares	Class I Shares
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Class A \$ (Inc)
Class A \$ (Acc)
Class A £ (Inc)
Class A £ (Acc)
Class A € (Inc)
Class A € (Acc)
Class A ¥ (Inc)
Class A ¥ (Acc)
Class A CHF (Inc)
Class A CHF (Acc)
Class A S\$ (Inc)
Class A S\$ (Acc)
Class A AU\$ (Inc)
Class A AU\$ (Acc)
Class A CAD (Inc)
Class A CAD (Acc)

Class C \$ (Inc)
Class C \$ (Acc)
Class C £ (Inc)
Class C £ (Acc)
Class C € (Inc)
Class C € (Acc)
Class C ¥ (Inc)
Class C ¥ (Acc)
Class C CHF (Inc)
Class C CHF (Acc)
Class C S\$ (Inc)
Class C S\$ (Acc)
Class C AU\$ (Inc)
Class C AU\$ (Acc)
Class C CAD (Inc)
Class C CAD (Acc)

Class I \$ (Inc)
Class I \$ (Acc)
Class I £ (Inc)
Class I £ (Acc)
Class I € (Inc)
Class I € (Acc)
Class I ¥ (Inc)
Class I ¥ (Acc)
Class I CHF (Inc)
Class I CHF (Acc)
Class I S\$ (Inc)
Class I S\$ (Acc)
Class I AU\$ (Inc)
Class I AU\$ (Acc)
Class I CAD (Inc)
Class I CAD (Acc)

Class M Shares
Class M \$ (Inc)
Class M \$ (Acc)
Class M £ (Inc)
Class M £ (Acc)
Class M € (Inc)
Class M € (Acc)
Class M ¥ (Inc)
Class M ¥ (Acc)
Class M CHF (Inc)
Class M CHF (Acc)
Class M S\$ (Inc)
Class M S\$ (Acc)
Class M AU\$ (Inc)
Class M AU\$ (Acc)
Class M CAD (Inc)
Class M CAD (Acc)

Class P Shares
Class P \$ (Inc)
Class P \$ (Acc)
Class P £ (Inc)
Class P £ (Acc)
Class P € (Inc)
Class P € (Acc)
Class P ¥ (Inc)
Class P ¥ (Acc)
Class P CHF (Inc)
Class P CHF (Acc)
Class P S\$ (Inc)
Class P S\$ (Acc)
Class P AU\$ (Inc)
Class P AU\$ (Acc)
Class P CAD (Inc)
Class P CAD (Acc)

Class Z Shares
Class Z \$ (Inc)
Class Z \$ (Acc)
Class Z £ (Inc)
Class Z £ (Acc)
Class Z € (Inc)
Class Z € (Acc)
Class Z ¥ (Inc)
Class Z ¥ (Acc)
Class Z CHF (Inc)
Class Z CHF (Acc)
Class Z S\$ (Inc)
Class Z S\$ (Acc)
Class Z AU\$ (Inc)
Class Z AU\$ (Acc)
Class Z CAD (Inc)
Class Z CAD (Acc)

Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

Class P Shares are available for investment by the following types of investors:

- (i) financial intermediaries (including institutional investors) that are prohibited by local laws or regulations applicable to them to receive and/or retain any rebate/commission;
- (ii) distributors providing portfolio management and investment advice on an independent basis (as defined by MiFID II) within the EU; or
- (iii) distributors providing non-independent advice (as defined by MiFID II) within the EU who have agreed with their clients not to receive and retain any rebate/commission.

The Base Currency for the Fund is U.S. Dollars.

Details in respect of the Share Classes are set out in the table below:

Share Class	Currency	Minimum Initial Subscription	Minimum Subsequent Subscription
Class A	U.S. Dollar (U.S. \$)	U.S. \$1,000	U.S.\$100

Class C	Sterling (£)	£1,000	£100
Class M	Euro (€)	€1,000	€100
Class P	Japanese Yen (¥)	¥150,000	¥15,000
	Swiss Franc (CHF)	CHF1,000	CHF100
	Singapore Dollar (S\$)	S\$1,000	S\$100
	Australian Dollar (AU\$)	AU\$1,000	AU\$100
	Canadian Dollar (CAD)	CAD1,000	CAD100
Class I	U.S. Dollar (U.S. \$)	U.S.\$ 5 million	U.S.\$1,000
	Sterling (£)	£5 million	£1,000
	Euro (€)	€5 million	€1,000
	Japanese Yen (¥)	¥500 million	¥100,000
	Swiss Franc (CHF)	CHF5 million	CHF1,000
	Singapore Dollar (S\$)	S\$ 5 million	S\$ 1,000
	Australian Dollar (AU\$)	AU\$ 5 million	AU\$1,000
	Canadian Dollar (CAD)	CAD5 million	CAD1,000
Class Z	U.S. Dollar (U.S. \$)	U.S.\$ 10 million	U.S.\$1,000
	Sterling (£)	£10 million	£1,000
	Euro (€)	€10 million	€1,000
	Japanese Yen (¥)	¥1000 million	¥100,000
	Swiss Franc (CHF)	CHF10 million	CHF1,000
	Singapore Dollar (S\$)	S\$ 10 million	S\$ 1,000
	Australian Dollar (AU\$)	AU\$ 10 million	AU\$1,000
	Canadian Dollar (CAD)	CAD10 million	CAD1,000

The above Share Classes can be made available as Accumulation and/ or Income Shares. Classes which declare dividends (Income Classes) are designated as '(Inc)' in the Share Class name. Share Classes for which income is accumulated (Accumulation Classes) are designated as '(Acc)' in the Share Class name. No dividends will be paid to Shareholders of the Accumulation Classes.

Non-U.S. Dollar Classes will not be hedged back to the Base Currency. Investors in non-U.S. Dollar denominated Share Classes will bear any currency risk associated with fluctuations between the Class Currency in which their Shares are denominated and the Base Currency for the Fund.

In the case of non-U.S. Dollar Shares, a currency conversion will take place on subscriptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.

The minimum initial subscription amount for each Share Class is as set out in the table above, or such other amount as the Directors, or the Distributor as their delegate, may determine from time to time either generally or in specific cases, and the minimum subsequent subscription amount for such Shares is as set out in the table above, or such other amount as the Directors, or the Distributor as their delegate, may determine from time to time either generally or in specific cases.

Notwithstanding the foregoing, an investor may invest in Class I Shares in an initial subscription amount which does not meet or exceed the relevant initial subscription as set out above, provided that such investor undertakes to subscribe at least the minimum initial subscription for that Share Class over a reasonable period, not to exceed 1 year, and the total subscription is anticipated by the Investment Adviser or the Distributor to reach such level within such time period. Where a Class I Shares Shareholder fails to subscribe at least the minimum initial subscription for the relevant Share Class within such time period, the Class I Shares, as the case may be, held by such Shareholder may, at the discretion of the Directors, be converted without prior notice to the relevant Shareholder to Class A Shares or Class M Shares respectively. Also, an investor who invests in Class A Shares or Class M Shares and subsequently reaches the Class I Shares minimum may, at their request and at the sole discretion of the Directors, be converted to the Class I Shares, as appropriate, but may, at the sole discretion of the Directors and without prior notice to the relevant Shareholder, be converted back to the Class A Shares or Class M Shares if the investor's total holding subsequently falls below the Class I Shares minimum, as the case may be. Investors are cautioned that such conversions, whether voluntary or involuntary, may be taxable events in certain jurisdictions and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

Without prejudice to the minimum subscription amounts set out above, investors may subscribe for the Shares of the Fund by adhering to a share accumulation plan which allows subscribers to spread out the investment over time by making a series of periodical payments.

Each Share Class will be subject to a minimum holding amount of U.S.\$1,000 (or its foreign currency equivalent). Pursuant to the Articles, where a Shareholder holds a number of Shares which is less than this minimum holding, the Directors may redeem the Shares at their Net Asset Value per Share as at the Valuation Point immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Orders for Shares of all Classes of the Fund that are received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders prior to close of the regular trading session of the New York Stock Exchange (the “NYSE”) (normally at 4:00 p.m., New York time) (the “Dealing Deadline”) will, if accepted, be processed at the offering price determined on that Dealing Day. In the case of faxed application forms or application forms submitted by electronic means, the original application form must be received promptly thereafter by the Administrator, the Company or any intermediary or agent of the Company appointed with limited power to receive orders. Orders to subscribe for Shares received by the Administrator or the Company or any intermediary or agent of the Company appointed with limited power to receive orders after the Dealing Deadline for the Fund will, if accepted, be processed at the offering price determined on the next Dealing Day. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis. Where applications are withdrawn any subscription monies will be returned to the applicant at its cost and without interest. The Company reserves the right to require that purchase orders for the Fund be received prior to the close of the NYSE on days when the bond market closes early. The Company may reject any application form in whole or in part with or without reason.

Subscription proceeds for the Fund must be paid by wire transfer to the account specified in the application form, or in accordance with the provisions described below, no later than 4:00 p.m. (New York time) on the third Business Day after the receipt and acceptance of a subscription order (the "Payment Deadline").

Subscription monies which are not cleared by the Payment Deadline may, if accepted, result in an interest charge to the investor, which will be determined with reference to the daily interest charged to the Fund on the overdraft which arises due to such investor's subscription monies not being cleared by the Payment Deadline. Shareholders will not be entitled to any interest on subscription proceeds transferred to the account specified in the application form prior to the Payment Deadline. Failure to submit payment by the Payment Deadline may result in the order being cancelled. In such event, the sub-distributor as appointed in accordance with the requirements of the Central Bank or the individual investor may be held liable for any loss to the Fund.

For an initial subscription of Shares, a signed original application form should be sent to the address specified in the application form.

Subscription proceeds for Shares must be paid in the currency in which the relevant Share Class is denominated by wire transfer to the account specified in the application form, or by transfer of assets, in accordance with the provisions described herein and in the Prospectus, no later than the Payment Deadline.

Investors who do not already hold Shares in the Fund may forward a duly completed application form initially by fax or by electronic communication which shall be promptly followed by forwarding the original application form (and supporting documentation in relation to money laundering prevention checks) by post to the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to receive orders, prior to the relevant Dealing Deadline. Provided that the Company, or any intermediary or agent of the Company appointed with limited power to receive orders, has already received a duly completed application form by mail, subsequent faxed subscription requests or electronic communication for the investor's account may be processed without a requirement to submit original documentation. Similarly, provided that the Company has already received a duly completed application form by mail, subsequent applications may be made by fax, by electronic communication or by telephone provided that in the case of telephone applications or electronic applications, the investor has not disclaimed in writing the use of the privilege. Investors will not be obliged to deal by telephone or by electronic communication. Telephone applications can be made c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that applications received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn.

Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Distributor will be processed upon receipt of the telephone instruction.

In times of active dealing in the Shares, the volume of telephone applications being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone application may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who subscribe by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward the appropriate subscription monies to the Company in accordance with the procedures set out above. Shares allotted to any such defaulting investor will be cancelled. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Shareholders may subscribe for Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication.

Class A Shares. An investor who purchases Class A Shares of the Fund are not subject to a contingent deferred sales charge (“**CDSC**”) but may be subject to an initial dealer mark-up of up to 5.00% of the amount invested (which equals 5.26% of the Net Asset Value) all of which is paid to the dealer. The exact amount of this sales charge may vary depending on the size of the purchase, the number of Class A Shares in any Sub-Fund the investor may already own and due to rounding. Such investors will also be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class A Shares may be designated as Income Classes or Accumulation Classes as set out above.

Class C Shares. An investor who purchases Class C Shares is not subject to an initial dealer mark-up but is subject to a CDSC as described below (see under “How to Redeem Shares – Contingent Deferred Sales Charge”). Such investors will also be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class C Shares may be designated as Income Classes or Accumulation Classes as set out above.

Class I Shares. An investor who purchases Class I Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class I Shares may be designated as Income Classes or Accumulation Classes as set out above.

Class M Shares. An investor who purchases Class M Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class M Shares may be designated as Income Classes or Accumulation Classes as set out above.

Class P Shares. An investor who purchases Class P Shares is not subject to an initial dealer mark-up or a CDSC. Such investor will be subject to an ongoing management fee as described in “**FEES AND EXPENSES**” below. Class P Shares may be designated as Income Classes or Accumulation Classes as set out above.

Class Z Shares. An investor who purchases Class Z Shares is not subject to an initial dealer mark-up or a CDSC. No ongoing management fee will be paid in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares and Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser. Class Z Shares may be designated as Income Classes or Accumulation Classes as set out above.

A number of the Classes of Shares of the Fund have obtained UKRS status to the extent that there are any UK investors in the applicable Class. The reportable income for each Class will be made available on the Company’s website at <https://funds.eatonvance.co.uk/uk-reporting-fund-status-information.php> for each reporting period. No assurance can be given that any Class will continue to qualify for UKRS status or that the Directors will continue to seek such status in respect of any Class. Please see the section headed “**TAXATION – UNITED KINGDOM**” in the Prospectus. The Directors reserve the right to seek UKRS status, or not to seek UKRS status, in respect of any Class.

HOW TO REDEEM SHARES

Shareholders may redeem their Shares in one of four ways - by mail, facsimile, by telephone or, in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share on such Dealing Day. Any amendments to a Shareholder’s registration details or payment instructions will only be effected on receipt of original documentation.

In the case of non-U.S. Dollar Shares, a currency conversion will take place on redemptions at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole. See “Share Currency Designation Risk” above.

Redemption by Mail, Facsimile or Electronic Communication. Save where expressly provided herein or in the Prospectus, a signed original redemption request by mail or a signed faxed redemption request or an electronic redemption request, must be received by the Company, c/o the Administrator, or any intermediary or agent of the Company appointed with limited power to accept redemption requests, at the address, fax number or email address (as relevant), specified in the application form not later than the Dealing Deadline on the relevant Dealing Day. Redemption requests received by fax or by electronic communication will only be processed if the redemption proceeds are to be paid to the account of record. Requests received after the Dealing Deadline on a Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. All requests for redemption must be endorsed by the record owner(s) exactly as the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary. Investors will not be obliged to deal by electronic means.

Redemption by Telephone. Shares may be redeemed by telephone provided the investor has not disclaimed in writing the use of the privilege. Telephonic redemptions can be effected by calling the Company, c/o the Administrator at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to the Dealing Deadline, provided that redemption requests received by telephone after the Dealing Deadline on any Dealing Day shall be processed on the next Dealing Day unless previously withdrawn. Investors will not be obliged to deal by telephone.

The proceeds of a telephone redemption may be wired only to the account of record. Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of redemption instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded.

Instructions received by telephone from dealers appointed from time to time by the Distributor will be processed upon receipt of the telephone instruction.

With respect to financial intermediaries, it is the responsibility of such intermediaries to ensure that redemption requests placed through them are transmitted onwards to the Administrator on a timely basis. Redemption requests for Shares received by such financial intermediaries prior to the Dealing Deadline but received by the Administrator or the Company after the Dealing Deadline will be processed at the price determined on the next Dealing Day.

In times of active dealing in the Shares the volume of telephone redemptions being received by the Administrator may mean that delays are experienced in contacting the Administrator by telephone. In such times a telephone redemption may be temporarily difficult to implement. The Company shall notify the Shareholders in writing if the right to apply by telephone is withdrawn.

Investors who apply to redeem by telephone in accordance with the above procedures will be liable to the Company for any loss suffered by the Company as a result of the failure by such investors to forward written confirmation to the Company in accordance with the procedures set out above. The Redemption request will be cancelled and the Shareholder will continue to hold Shares in the Fund. The Distributor has agreed to reimburse the Company for the amount of any such loss in return for an assignment by the Company to the Distributor of its rights against the defaulting investor.

Redemption proceeds will normally be paid within three (3) Business Days of, and will be paid no later than ten (10) Business Days after, the Dealing Deadline on which redemptions are effected by wire transfer to the account designated by the Shareholder in the redemption request form contained in this Prospectus.

Any redemption proceeds may, with the Shareholder's consent and at the discretion of the Manager, be paid by the transfer to such Shareholder of the assets of the Fund in specie, provided that the type of the assets to be transferred shall be determined by the Manager as it in its sole discretion deems equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary.

If any Shareholder requests the redemption of Shares equal to 5% or more of the Net Asset Value of a Sub-Fund on any Dealing Day, the Manager may in its absolute discretion, distribute underlying

investments rather than cash provided that: (a) asset allocation is subject to the approval of the Depositary; and (b) any such distribution shall not materially prejudice the interest of other Shareholders. In such circumstances, the relevant Shareholder will have the right to instruct the Manager to procure the sale of such underlying investments on their behalf in which case the Shareholder will receive the proceeds net of all fiscal duties and charges incurred in connection with the sale of such underlying investments.

If outstanding redemption requests from Shareholders of the Fund on any Dealing Day total in aggregate 10% or more of the Net Asset Value of the Fund on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares of the Fund on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Net Asset Value of the Fund as the Manager shall determine in its absolute discretion. If the Manager refuses to redeem Shares due to redemption requests exceeding the 10% threshold, the requests for redemption received on that Dealing Day shall be reduced rateably and the Shares to which each redemption request relates which are not redeemed shall be treated as if they were redemption requests received on each subsequent Dealing Day, provided that the Manager shall not, in any event, be obliged to redeem more than 10% of the Net Asset Value of a particular Sub-Fund outstanding on any Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Manager exercises its discretion to refuse to redeem any Shares to which the request relates.

Contingent Deferred Sales Charge (CDSC). Where an investor purchases Class C Shares, the Distributor pays an initial dealer mark-up charge of 1.00% of the amount invested to the dealer. Class C Shares are subject to a CDSC of 1.00%, payable by the investor to the Distributor, on certain redemptions made at the request of the Shareholder within one year of purchase. The CDSC is calculated based on the lower of the Net Asset Value at the time of purchase or the time of redemption. Shares acquired through the reinvestment of distributions are exempt. Provided that the financial intermediary supplies the Company with the necessary data, redemptions are made first from Shares in the account which are not subject to a CDSC.

In calculating a CDSC upon the redemption of Shares acquired in an exchange, the Shares are deemed to have been acquired at the time of the original purchase of the exchanged Shares and the CDSC schedule applicable to the exchanged Shares will apply to the acquired Shares.

Class C Shares are subject to the following CDSC schedule:

Age of Shares Redeemed	CDSC %
Less than one year	1.0

The CDSC fees for Class C Shares may be waived from time to time should the Manager and/or Distributor so determine.

For additional information concerning redemptions and restrictions thereon, please consult “Investing in Shares” in the Prospectus.

HOW TO EXCHANGE OR TRANSFER SHARES

Shareholders may, on any Dealing Day, exchange Shares in the Fund (whether an Accumulation Class or an Income Class) for Shares in the same Class category (meaning identified by the same Class letter – e.g. A, C, I, M or P) in any currency offered in that Class category in the same or any other Sub-Fund. Although exchanges must be within the same Class category, they may be for any other Sub-Fund offering the relevant Class category, may be for Accumulation or Income Classes, where available, and may be for any currency offered by the relevant Class category within the desired Sub-Fund. In addition, Shareholders may exchange Shares in Class category A in the Fund or any other Sub-Fund offering Shares in Class category A for Shares in Class category I in the Fund or any other Sub-Fund offering Shares in Class category I without the consent of the Directors (subject to the minimum subscription requirements applicable to the Shares of Class category I being complied with). In addition, where requested, exchanges of Shares of Class category A in the Fund for Shares in Class category M in the Fund or in any other Sub-Fund offering Shares in Class category M may be permitted in the sole discretion of the Directors. In addition, any other exchanges requested by a Shareholder not falling within the preceding categories may be permitted in the sole discretion of the Directors. Notwithstanding

the above, exchange of Class Z Shares for Shares in the same Class category in the same or any other Sub-Fund may only be permitted in the sole discretion of the Directors.

An exchange request will be treated as an order to redeem the Shares held prior to the exchange and a purchase order for new Shares with the redemption proceeds. The original Shares will be redeemed at their Net Asset Value per Share and the new Shares will be issued at the Net Asset Value per Share of the relevant Class of the applicable Sub-Fund. Exchange requests for Shares must be made through the Administrator. It is the responsibility of financial intermediaries/Distributors, as appointed in accordance with the requirements of the Central Bank, to ensure that exchange requests placed through them are transmitted onwards to the Administrator on a timely basis.

Shares may be exchanged by telephone by an investor provided the investor has not disclaimed in writing the use of the privilege. Such exchanges can be effected by calling the Company, c/o the Administrator, at +353 1 622 1372 Monday through Friday, 8:00 a.m. (Dublin time) to 4:00 p.m. (New York time). Neither the Directors, the Manager, the Administrator, the Depositary nor the Distributor will be responsible for the authenticity of exchange instructions received by telephone, provided that reasonable procedures to confirm that instructions communicated by telephone are genuine have been followed. Telephone instructions will be tape recorded. In times of drastic economic or market changes, technological failure or power interruption, a telephone redemption may be difficult to implement and the right to redeem by telephone may be suspended.

Shareholders may exchange Shares in certain circumstances, and where agreed in advance by the Manager and the Administrator, by electronic communication. Shares may be exchanged by electronic communication by an investor provided the investor has not disclaimed in writing the use of the privilege.

Certain intermediaries or dealers may charge a conversion fee on the value of Shares to be converted and Shareholders should contact their intermediaries or dealers for details of any such fee prior to conversion. Any such fee will be paid by the Shareholder to the intermediary or dealer and will not be received by the Company or the Manager. No exchange fee will be charged by the Company or the Manager.

No CDSC is imposed on exchanges. For purposes of calculating the CDSC upon the redemption of Shares acquired in an exchange, the CDSC schedule applicable to the Shares at the time of purchase will apply and the purchase of Shares acquired in one or more exchanges is deemed to have occurred at the time of the original purchase of the exchanged Shares.

Exchanges, transfers and conversions, as well as outright sales, may be taxable events in certain jurisdictions, and Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Fund and the other Sub-Funds.

For additional information concerning exchanges and restrictions thereon, please consult “Investing in Shares” in the Prospectus.

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors (or the Administrator on their behalf) may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register of Shareholders. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed a purchase order to the satisfaction of the Directors.

Shares are freely transferable and may not be subject to any transfer restrictions or compulsory redemption save where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole, or where such transfer would result in a Shareholder falling below the specified minimum holding. To avoid such regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its

Shareholders as a whole, transfers of Shares are subject to the prior approval of the Directors or the Administrator on their behalf. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of a transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed "Taxation" in the Prospectus.

DIVIDEND POLICY

The Directors may declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised net capital gains over realised and unrealised losses in respect of investments of the Company.

The Directors intend to declare dividends annually, on the last Business Day of December of each year, or such other date as the Directors may determine and notify in advance to Shareholders (the "Distribution Date"), out of the net income of the Income Classes. It is not currently intended to declare dividends out of capital gains for these Classes. Dividends which are declared annually will be reinvested or, if requested by the Shareholder in the relevant Shareholder's application, be paid annually by electronic transfer to the account specified in the relevant Shareholder's application form. All such payments to Shareholders will be made within 10 Business Days of the Distribution Date.

The Directors currently intend that all income and gain attributable to the Accumulation Classes will be accrued in the Net Asset Value per Share of those Shares.

FEES AND EXPENSES

MANAGEMENT FEES

Class A Shares

The Company will pay the Manager management fees of 1.65% per annum of the average daily Net Asset Value of the Fund attributable to the Class A Shares accruing daily and payable quarterly in arrears on the last Dealing Day of each quarter in U.S.\$.

Class C Shares

The Company will pay the Manager management fees of 1.90% per annum of the average daily Net Asset Value of the Fund attributable to the Class C Shares accruing daily and payable quarterly in arrears on the last Dealing Day of each quarter in U.S.\$.

Class I Shares

The Company will pay the Manager management fees of 0.55% per annum of the average daily Net Asset Value of the Fund attributable to the Class I Shares accruing daily and payable quarterly in arrears on the last Dealing Day of each quarter in U.S.\$.

Class M Shares

The Company will pay the Manager management fees of 0.90% per annum of the average daily Net Asset Value of the Fund attributable to the Class M Shares accruing daily and payable quarterly in arrears on the last Dealing Day of each quarter in U.S.\$.

Class P Shares

The Company will pay the Manager management fees of 0.80% per annum of the average daily Net Asset Value of the Fund attributable to the Class P Shares accruing daily and payable quarterly in arrears on the last Dealing Day of each quarter in U.S.\$.

Class Z Shares

The Company will not pay the Manager any management fees in respect of the average daily Net Asset Value of the Fund attributable to the Class Z Shares. Class Z Shares will only be available to investors who have agreed separate fee arrangements with the Investment Adviser or an affiliate of the Investment Adviser.

All Classes

The Manager will also be entitled to be reimbursed by the Company out of the assets of the Fund for all reasonable and vouched out-of-pocket expenses incurred by it and charged to it, for the benefit of the Fund in the performance of its duties to the Company.

The Manager may, from time to time and at its sole discretion, rebate any or all of its management fees to some or all Shareholders, brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares.

ADMINISTRATION FEES

Subject to the annual minimum fees set forth below, the Administrator shall be entitled to an annual fee computed daily with respect to the Fund out of the assets of the Fund at the annual rate of up to seven one-hundredths of one per cent (0.07%) of the Fund's average daily net assets.

These asset-based fees in respect of the Company shall be subject to an annual minimum fee of \$50,000 per Sub-Fund, accrued daily and paid monthly in arrears.

To the extent that the Fund maintains two or more Classes of Shares, the Administrator shall be entitled to receive an annual fee for each additional Class of Shares. Such fee shall be equal to \$5,000 for each additional Share Class.

With regard to the transfer agency and shareholder services to be provided by the Administrator, the fees for general maintenance will be \$5,000 per Share Class and a per account fee (which will not exceed normal commercial rates) will also be charged.

In addition, a transfer agency and shareholder services charge of three one-hundredths of one per cent (0.03%) of the total average daily net assets of the Company is payable to the Administrator, with a service charge annual minimum of \$150,000 for the Company as a whole, accrued daily and paid monthly in arrears.

The fees set out above shall be computed daily and payable monthly in arrears on the first Business Day of each month, or such other day as the Company, the Manager and the Administrator may agree. The Administrator shall also be entitled to reimbursement of all reasonable out-of-pocket expenses incurred for the benefit of the Sub-Funds out of the assets of the Sub-Funds in respect of which such charges and expenses were incurred.

CUSTODY FEES

The Depositary shall receive a trustee fee of 0.0125% of the Net Asset Value of the Fund accruing daily and payable monthly in arrears, subject to a minimum fee of \$18,000 per annum in respect of the Fund.

The Fund shall also pay custody fees which will not exceed in aggregate 0.75% of the Net Asset Value of the Fund which shall accrue daily and be payable monthly in arrears. The Depositary shall also be entitled to receive transaction charges, sub-custodial fees, and reasonable, properly vouched out-of-pocket expenses as shall be agreed, which shall be at normal commercial rates.

THE INVESTMENT ADVISER

The Manager shall pay the Investment Adviser a fee as agreed between the Manager and the Investment Adviser. Such fee shall accrue daily and be paid quarterly in arrears out of the Manager's fee and shall not be paid directly by the Company. The Investment Adviser may, from time to time and

at its sole discretion, use part or all of the fees it receives to remunerate certain financial intermediaries. In addition, the Investment Adviser may, from time to time and at its sole discretion, rebate any or all of its fees to some or all Shareholders.

THE DISTRIBUTOR

The Manager may pay the Distributor a fee from its assets to compensate the Distributor for services provided and expenses incurred in connection with the distribution and promotion of the fund ("Distributor Fee"). The Distributor may, in its discretion, pay all or a portion of its Distributor Fee to dealers that are appointed by the Distributor to distribute Shares to their clients. Such dealers may act as intermediaries between the investors and the Company. Any Distributor Fee will accrue daily, will be paid quarterly in arrears, and will not be paid directly by the Company.

SALES CHARGE

Class A Shares are subject to Sales Charges as described in the section headed "HOW TO BUY SHARES" above.

REDEMPTION CHARGES

Class C Shares are subject to CDSC payments as described in the section headed "HOW TO REDEEM SHARES" above.

OPERATING EXPENSES

Certain costs and expenses incurred in the operation of the Fund will also be borne out of the assets of the Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; client service fees; writing, typesetting and printing the Prospectus, sales, literature and other documents for investors; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; expenses for third-party service providers relating to assisting the Fund implement and comply with its policy of exclusion of controversial weapons and other exclusions from its portfolio (such expenses shall be at normal commercial rates), printing, mailing, auditing, accounting and legal expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefor (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the Directors shall have discretion to determine, in a fair and equitable manner, the basis on which the expense shall be allocated between the Sub-Funds. In such cases the expense will normally be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

The Manager and/or the Investment Adviser may, each at its sole discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Sub-Fund and/or the marketing, distribution and/or sale of Shares and may, from time to time, each at its sole discretion, waive any or all of the management fees due to it in respect of any particular payment period.

The Distributor may, at its discretion, contribute from its own assets directly towards the expenses attributable to the marketing, distribution and/or sale of Shares and may, from time to time, at its sole discretion, waive any or all of the fees payable to it as Distributor in respect of any particular payment period.

The Manager and the Investment Adviser have currently agreed to subsidize the expenses of the Sub-Fund, by a partial waiver of their fees where necessary, so that that the total expense ratio ("TER") in respect of Class A Shares will not exceed 1.90% of Net Asset Value annually. The TER in respect of Class C Shares will not exceed 2.15% of Net Asset Value annually. The TER in respect of Class M Shares will not exceed 1.15% of Net Asset Value annually. The TER in respect of Class P Shares will

not exceed 1.05% of Net Asset Value annually. The TER in respect of Class I Shares will not exceed 0.80% of Net Asset Value annually. The TER in respect of Class Z Shares will not exceed 0.25% of Net Asset Value annually. The voluntary TER cap relates to ordinary expenses only and does not include expenses such as brokerage commissions, interest charges, taxes related to investments, or litigation expenses. This subsidy may be discontinued at any time at the discretion of the Manager/Investment Adviser, as relevant, on notice to the Shareholders, and the Supplement will be updated accordingly.

In the case of non-U.S. Dollar Shares, a currency conversion will take place on subscriptions, redemptions and exchanges at prevailing exchange rates. The costs of such conversion shall generally be borne by the Fund as a whole, however, the Manager reserves the right, in its absolute discretion, in appropriate circumstances to require the relevant applicant Shareholder to bear the cost of the conversion.

Investors should refer to the “Fees and Expenses” section of the Prospectus for Directors’ fees and any other fees that may be payable and which are not specifically mentioned here.

CANADIAN INVESTORS

THE PROSPECTUS CONSTITUTES AN OFFERING OF THE SECURITIES DESCRIBED HEREIN ONLY IN THOSE JURISDICTIONS AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE, AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES IN CANADA. THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA OF THE SECURITIES DESCRIBED HEREIN. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS OR ON THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFER TO SELL THE SECURITIES DESCRIBED HEREIN OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION WHERE THE OFFER OR SALE OF THESE SECURITIES IS PROHIBITED.

THE OFFERING IN CANADA

The offering of Shares in Canada is being made solely by the Prospectus, including this Supplement, and any decision to purchase the Shares should be based solely on the information contained herein. No person has been authorized to give any information or to make any representations concerning this offering other than as contained within the Prospectus, including this Supplement and, if given or made, any such information or representation may not be relied upon. Statements (including, without limitation, any historical investment returns) made herein are as of the date set forth within the Prospectus unless expressly stated otherwise. Neither the delivery of the Prospectus, including this Supplement, at any time, nor any other action with respect hereto, shall under any circumstances imply that the information contained herein is correct as of any time subsequent to the date and/or dates as set forth within the Prospectus.

Canadian investors are advised that the information contained within the Prospectus, including this Supplement, has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, Canadian investors should consult with their own legal, financial and tax advisers concerning the information contained within the Prospectus, including this Supplement, and as to the suitability of an investment in the Shares in their particular circumstances prior to investing in the Shares.

This Canadian Memorandum constitutes an offering of the Shares in the Canadian provinces of Ontario, British Columbia, Alberta, Manitoba and Québec only and is for the confidential use of only those persons to whom it is delivered by the Fund or its authorized agents, as applicable, in connection with the offering of the Shares.

CANADIAN INVESTOR REPRESENTATIONS

Each Canadian investor who purchases Shares will be deemed to have represented to the Manager, the Fund, the Canadian Dealer (as defined below) or their agents, as applicable, as applicable, that:

- (a) the investor is resident in the province of Ontario, British Columbia, Alberta, Manitoba or Québec and is basing its investment decision solely on the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and not on any other information concerning the Fund or the offer or sale of the Shares;
- (b) to the knowledge of the investor, after thorough due diligence, the offer and sale of the Shares in Canada is being made exclusively through the Prospectus, including this Supplement, and any exhibits, supplements, modifications and amendments thereto, and is not being made through an advertisement of the Shares in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (c) the investor has reviewed, acknowledges and agrees with the terms referred to under the section entitled “Resale Restrictions” and further agrees not to resell or otherwise transfer the Shares except in compliance with applicable Canadian resale restrictions and in accordance with the terms of the Shares;
- (d) where required by law, the investor is purchasing the Shares as principal, or is deemed to be purchasing the Shares as principal, in accordance with applicable securities laws of the province in which the investor is resident, for its own account and not as agent for the benefit of another person, and for investment only and not with a view to resale or distribution;
- (e) the investor, or any ultimate purchaser for which the investor is acting as agent, is entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus qualified under such securities laws, and without limiting the generality of the foregoing, the investor is an “accredited investor” as such term is defined in section 1.1 of National Instrument 45-106 (“NI 45-106”) or, in Ontario, in section 73.3(1) of the *Securities Act* (Ontario) (the “Ontario Act”), and a “permitted client” as such term is defined in section 1.1 of National Instrument 31-103 (“NI 31-103”) and, in Ontario and Québec, in section 1 of Multilateral Instrument 32-102 (“MI 32-102”);
- (f) the investor is not a person created or used solely to purchase or hold securities as an “accredited investor” as described in paragraph (m) of the definition of “accredited investor” in section 1.1 of NI 45-106;
- (g) none of the funds being used to purchase the Shares are, to the best of the investor’s knowledge, after thorough due diligence, proceeds obtained or derived, directly or indirectly, as a result of illegal activities and:
 - a. the funds being used to purchase the Shares and advanced by or on behalf of the investor or its agents do not represent proceeds of crime or an illegal dealing with money or other property in violation of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”), the USA PATRIOT Act or any similar anti-money laundering statute;
 - b. the investor is not a person or entity that is, or is owned or controlled by persons that are (i) the target of any sanctions administered or enforced by the Government of Canada, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the U.S. Department of State, the United Nations Security Council, the European Union, Her Majesty’s Treasury, or other relevant sanctions authority (collectively “Trade Sanctions”), or (ii) located, organized or resident in a country or territory that is, or whose government is, the subject of Trade Sanctions, including, without limitation, Crimea, Iran, North Korea, Sudan, and Syria;

- c. acknowledges that the Manager, the Fund, the Canadian Dealer or their agents may in the future be required by law to disclose the investor's name and other information relating to the investor and any purchase of Shares, on a confidential basis, pursuant to the PCMLTFA, the *Criminal Code* (Canada) and the Trade Sanctions or as otherwise may be required by applicable laws, regulations or rules, and by accepting delivery of this Supplement, the investor will be deemed to have agreed to the foregoing;
 - d. it shall promptly notify the Manager, the Fund, the Canadian Dealer or their agents if the investor discovers that any such representations cease to be true, and shall provide the Manager, the Fund, the Canadian Dealer or their agents with appropriate information in connection therewith; and
 - e. where required by applicable securities laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Manager, the Fund, the Canadian Dealer or their agents, as applicable, in obtaining and filing such reports undertakings and other documents;
- (h) where required by applicable laws, regulations or rules, the investor will execute, deliver and file such reports, undertakings and other documents relating to the purchase of the Shares by the investor as may be required by such laws, regulations and rules, or assist the Fund and its authorized agents, as applicable, in obtaining and filing such reports, undertakings and other documents;
- (i) if an individual, the investor acknowledges and agrees that:
- a. the Fund is required to file with each relevant Canadian securities regulatory authority a report setting out personal information such as the investor's name, residential address and telephone number, the number and type of securities of the Fund purchased by the investor, the total purchase price of such securities, the exemption relied upon in connection with such purchase and the date of such distribution (collectively, the "Personal Information");
 - b. the Personal Information is collected indirectly by such regulatory authorities under the authority granted to them in securities legislation, for the purposes of the administration and enforcement of the securities legislation of the local jurisdictions;
 - c. by submitting this subscription, the investor authorizes such indirect collection of the Personal Information by each such regulatory authority; and
 - d. the following officials can answer questions about the indirect collection of the Personal Information:

Ontario Securities Commission
 20 Queen Street West, 22nd Floor
 Toronto, Ontario M5H 3S8
 Telephone: 416-593-8314
 Toll free in Canada: 1-877-785-1555
 Facsimile: 416-593-8122
 Email: exemptmarketfilings@osc.gov.on.ca
 Public official contact regarding indirect collection of information: Inquiries Officer

Alberta Securities Commission
 Suite 600, 250 – 5th Street SW
 Calgary, Alberta T2P 0R4
 Telephone: 403-297-6454
 Toll free in Canada: 1-877-355-0585
 Facsimile: 403-297-2082
 Public official contact regarding indirect collection of information: FOIP Coordinator

Autorité des marchés financiers
 800, rue du Square-Victoria, 22e étage
 C.P. 246, tour de la Bourse

British Columbia Securities Commission
 P.O. Box 10142, Pacific Centre
 701 West Georgia Street
 Vancouver, British Columbia V7Y 1L2
 Inquiries: 604-899-6854
 Toll free in Canada: 1-800-373-6393
 Facsimile: 604-899-6581
 Email: FOI-privacy@bcsc.bc.ca
 Public official contact regarding indirect collection of information: FOI Inquiries
 The Manitoba Securities Commission
 500 – 400 St. Mary Avenue
 Winnipeg, Manitoba R3C 4K5
 Telephone: 204-945-2561
 Toll free in Manitoba: 1-800-655-5244
 Facsimile: 204-945-0330
 Public official contact regarding indirect collection of information: Director

Montréal, Québec H4Z 1G3
Telephone: 514-395-0337 or 1-877-525-0337
Facsimile: 514-864-6381 (For privacy requests only)
Email: fonds_dinvestissement@lautorite.qc.ca
(For investment fund issuers)
Public official contact regarding indirect collection of information: Corporate Secretary

- (j) the investor acknowledges being notified by the Manager, the Fund and the Canadian Dealer that, in connection with the current or any future purchases of Shares:

Securities legislation in certain provinces or territories of Canada may provide an investor with remedies for rescission or damages if the Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor's province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor's province or territory for particulars of these rights or consult with a legal advisor; and

- (k) by virtue of the subscription for Share, each investor resident in Québec shall be deemed to have required that all documents relating thereto be drawn up in the English language only. *En vertu de la souscription d'actions offertes par le présent documents, chaque actionnaire qui réside au Québec est réputé avoir requis que tous les documents s'y rattachant soient rédigés en anglais seulement.*

NOTIFICATION FROM THE MANAGER AND THE CANADIAN DEALER

If a resident of Ontario or Québec, the investor acknowledges being notified by the Manager that:

- (i) the Manager is not registered in Ontario or Québec to act as an investment fund manager and is relying on an exemption from investment fund manager registration contained in MI 32-102 in such provinces;
- (ii) the Manager's head office and principal place of business is located in Dublin, Ireland;
- (iii) there may be difficulty enforcing legal rights against the Manager because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and
- (iv) the name and address of the agent for service of process of the Manager in the Provinces of Ontario and Québec are as follows:

Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, ON M5H 4E3 (Attention: Julie Mansi); and

Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, QC H3B 5H4 (Attention: Fred Enns).

The investor acknowledges being notified by the Canadian Dealer that:

- (i) the Canadian Dealer is not registered in Ontario, British Columbia, Alberta, Manitoba or Québec as a dealer and is relying on the "international dealer" exemption from dealer registration contained in section 8.18 of NI 31-103 in such provinces;
- (ii) the Canadian Dealer's head office and principal place of business is located in Massachusetts, United States;
- (iii) there may be difficulty enforcing legal rights against the Canadian Dealer because it is resident outside of Canada and all or substantially all of its assets may be situated outside of Canada; and

(iv) the name and address of the agent for service of process of the Canadian Dealer in the Provinces of Ontario, British Columbia, Alberta, Manitoba and Québec are as follows:

- i. Ontario: Borden Ladner Gervais LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Toronto, Ontario M5H 4E3 (Attention: Julie Mansi);
- ii. British Columbia: Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia V7X 1T2 (Attention: Michael Waters);
- iii. Alberta: Borden Ladner Gervais LLP, Centennial Place, East Tower, 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 (Attention: Jon Doll);
- iv. Manitoba: MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1 (Attention: Richard Yaffe); and
- v. Québec: Borden Ladner Gervais LLP, 1000 de La Gauchetière Street West, Suite 900, Montreal, Québec H3B 5H4 (Attention: Fred Enns).

RESALE RESTRICTIONS

The distribution of Shares in Canada is being made on a private placement basis. The Fund is not a reporting issuer in any province or territory in Canada, the Shares are not listed on any stock exchange in Canada, and the Fund does not intend to become a reporting issuer or to list the Shares on any stock exchange in Canada. As there is no market for the Shares, it may be difficult or even impossible for an investor to sell them. Any resale, transfer or conversion of the Shares must be made in accordance with the Prospectus, including this Supplement, and applicable securities laws, either of which may require resales, transfers or conversions to be made in accordance with, pursuant to an exemption from, or in a transaction not subject to, the registration and prospectus requirements of such securities laws. Investors are advised to seek legal advice prior to any resale, transfer or conversion of the Shares. Such restrictions on resale should not prohibit the holder from redeeming the Shares in accordance with their terms.

TAXATION AND ELIGIBILITY FOR INVESTMENT

Any discussion of taxation and related matters contained in the Prospectus, including this Supplement, does not address Canadian tax considerations. Investors should consult with their own legal and tax advisers with respect to the tax consequences of an investment in the Fund in their particular circumstances and with respect to the eligibility of the Shares for investment by such investor under relevant Canadian legislation and regulations.