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**If you are in any doubt about the contents of this Prospectus, the risks involved in investing in the Fund or the suitability for you of investment in the Fund, you should consult your stock broker or other independent financial adviser. Prices for Shares in the Fund may fall as well as rise and accordingly an investor may not get back the full amount invested.**

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

## **UTI GOLDFINCH FUNDS PLC**

(An open-ended umbrella investment company with variable capital and segregated liability between Sub-Funds incorporated with limited liability in Ireland under the Companies Act, 2014 with registration number 541549 and established as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011) as amended.

## **P R O S P E C T U S**

**Promoter and Investment Manager  
UTI International (Singapore) Private Limited**

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The date of this Prospectus is 26<sup>th</sup> September, 2023

## **IMPORTANT INFORMATION**

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

### **The Prospectus**

This Prospectus describes UTI Goldfinch Funds PLC (the "Fund") an open-ended investment company with variable capital incorporated in Ireland as a public limited company pursuant to the Act. The Fund has been authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations. The Fund is structured as an umbrella fund with segregated liability between Sub-Funds and may comprise several portfolios of assets. The share capital ("Shares") of the Fund may be divided into different classes of shares ("Sub-Funds"), each representing a separate portfolio of assets, and further sub-divided, to denote differing characteristics attributable to particular Shares, into "Classes".

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

Distribution of this document is not authorised after the publication of the first annual or half yearly report and accounts of the Fund unless it is accompanied by a copy of the most recent of such reports. Such reports will form part of this Prospectus. The latest annual and half yearly reports of the Fund shall be supplied to subscribers free of charge on request and will be available to the public as described in the section below entitled "Reports and Accounts".

### **The Promoter**

The Promoter of the Fund is UTI International (Singapore) Private Limited. The Promoter was incorporated in Singapore on 15 November 2006 and is regulated by the Monetary Authority of Singapore in the conduct of financial services and investment management activities and has been approved by the Central Bank to promote Collective Investment Schemes in Ireland.

### **Central Bank Authorisation**

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

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

## **Stock Exchange Listing**

Each Class of Shares may be listed and/or admitted to trading on one or more Relevant Stock Exchanges, further details of which would be set out in the relevant Supplement.

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

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

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

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

## ***United States of America***

The Shares have not been nor will they be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or registered or qualified under the securities laws of any of the states of the United States. The Shares may not be offered, sold or delivered directly or indirectly in the United States or to or for the account or benefit of any "U.S. Person" (as defined in Regulation S under the 1933 Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the 1933 Act and any applicable state securities laws.

Neither the Fund nor any Sub-Fund will be registered under the U.S. Investment Fund Act of 1940, as amended (the "1940 Act"), pursuant to Section 3(c)(7) of the 1940 Act. Accordingly, Shares will only be sold to "U.S. Persons", as defined in Regulation S under the 1933 Act, who are "qualified purchasers", as defined in the 1940 Act or the regulations thereunder, or as otherwise consistent with Section 3(c)(7) of the 1940 Act.

Each subscriber for Shares that is a U.S. Person, as defined in Regulation S under the 1933 Act, will be required to certify that it is both an “accredited investor” as defined in Regulation D under the 1933 Act and a “qualified purchaser” as defined in Section 2(a)(51) of the 1940 Act or the regulations thereunder. The qualifications for an “accredited investor” and a “qualified purchaser” are set out in detail in Appendix III to this Prospectus.

The Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the “SEC”) or any state securities commission, nor has any such regulatory authority passed upon or endorsed the merits of this offering or the accuracy or adequacy of this Prospectus. Any representation to the contrary is unlawful.

The Directors do not intend to permit Shares of any Sub-Fund of the Fund acquired by investors subject to the United States Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and by other benefit plan investors, as defined in ERISA, to equal or exceed 25% of the value of any such Class (determined in accordance with ERISA). Accordingly, each prospective applicant for Shares will be required to represent and warrant as to whether and to what extent he is a “benefit plan investor” for the purposes of ERISA.

For additional information on investments by U.S. Persons, including certain U.S. securities law, U.S. federal tax, and ERISA and other benefit plan considerations, please see Appendix III to this Prospectus.

### ***Ireland***

The Fund is structured as an umbrella fund with segregated liability between Sub-Funds and may comprise several portfolios of assets. The share capital (“Shares”) of the Fund may be divided into different classes of shares, each representing a separate portfolio of assets, and further sub-divided, to denote differing characteristics attributable to particular Shares, into “Classes”. The Fund is both authorised and supervised by the Central Bank. The authorisation of the Fund is not an endorsement or guarantee of the Fund by the Central Bank and the Central Bank is not responsible for the contents of the Prospectus of the Fund.

### ***Hong Kong***

The distribution of this document/ the prospectus / Key Investor Information Document (“KIID”) or any marketing material (“this material”) of the Fund or any Sub-Fund, may only be made in Hong Kong in circumstances that do not constitute an issue, invitation or offer to the public under the Hong Kong Securities and Futures Ordinance (“Securities and Futures Ordinance”). This material is confidential to you. The Fund has not been authorized by the Securities and Futures Commission in Hong Kong pursuant to Section 104 of the Securities and Futures Ordinance nor has the offering memorandum been registered by the Registrar of Companies in Hong Kong pursuant to the Hong Kong Companies Ordinance (“Companies Ordinance”). Accordingly, unless permitted by the Securities and Futures Ordinance no person may issue or have in its possession for issue in Hong Kong this material or any other invitation, advertisement or document relating to the participating shares interests in the Fund to anyone other than (1) professional investors within the meaning of the Securities and Futures

Ordinance and any rules made there under, (2) persons and in circumstances which do not constitute an invitation or offer to the public within the meaning of the Securities and Futures Ordinance or the Companies Ordinance, or (3) otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the Securities and Futures Ordinance and the Companies Ordinance.

### **Australia**

The Fund is not licensed to provide financial product advice, within the meaning of the Corporations Act 2001 (Cth) in Australia. This Prospectus does not constitute an offer or sale, or invitation for subscription or purchase, of the Shares in the Fund to “retail clients” (as defined in Section 761G of the Corporations Act and applicable regulations) in Australia or to the public in Australia or any member of the public in Australia, except in the case where an offer or sale, or invitation for subscription or purchase is made by “wholesale investors” as defined in the Corporations Act 2001 (Cth) and where this document is not a prospectus or product disclosure statement under the Corporations Act 2001 (Cth).

### **Brunei**

The Shares of the Fund have not been registered with the Autoriti Monetari Brunei Darussalam (the “Authority”). This Prospectus has neither been reviewed nor verified by the Authority. This Prospectus is addressed to a specific and selected class of investors only who are either an accredited investor, an expert investor or an institutional investor as defined in the securities market order, 2013 at their request so that they may consider an investment and subscription in the Sub-Fund interests. This Prospectus is not issued to the public or any class or section of the public in Brunei. This Prospectus and the Shares in the Fund have not been delivered to, registered with, licensed or approved, by the Authority or by any other government agency in Brunei.

### **China**

This Prospectus does not constitute a public offer of the Shares of the Fund in the People’s Republic of China (the “PRC”). For such purposes, PRC does not include Hong Kong, Macau Special Administrative Regions and Taiwan. The Shares are not being offered or sold while in the PRC to or for the benefit of, legal or natural persons while in the PRC. No legal or natural persons of the PRC may be directly or indirectly purchase any of the Shares or any beneficial interests therein without obtaining all prior PRC’s government approvals that are required, whether statutorily or otherwise. Persons who come into possession of this Prospectus are required by the Fund to observe these restrictions.

### **India**

The Shares of the Fund have not been offered or sold to the public in India and should not be offered or sold in India to the general public. This Prospectus or any other offering document or material relating to the Shares of the Fund, will not be registered as a prospectus as defined under the (Indian) Companies Act, 2013 (Indian Companies Act) or with the Registrar of Companies, the Securities and Exchange Board of India, the Reserve Bank of India or any other statutory or regulatory body of like nature in India and shall not be circulated or distributed directly or indirectly, to the public or any members of the public in India or otherwise generally distributed or circulated in India, in circumstances

which would constitute an advertisement, invitation, sale or solicitation of an offer to subscribe for or purchase any securities to the public within the meaning of the Indian Companies Act and other applicable Indian law for the time being in force.

### **Indonesia**

This Prospectus does not constitute an offer to sell the Shares of the Fund to the public in Indonesia nor a solicitation to buy the Shares in the Fund by the public in Indonesia.

### **Malaysia**

The Fund is not licensed in Malaysia and has not sought approval from the Malaysian Securities Commission pursuant to section 212 of the Malaysian Capital Markets and Services Act 2007. This Prospectus and any other document or material have neither been lodged nor registered with the Malaysian Securities Commission. Thus the Shares of the Fund are not being and will not be deemed to be issued, made available, offered for subscription or purchase in Malaysia by the public in Malaysia and neither this Prospectus nor any document or material in connection therewith should be distributed, caused to be distributed or circulated within Malaysia to the general public.

### **New Zealand**

This Prospectus and any other document or material have neither been lodged nor registered for purposes of the Financial Markets Conduct Act 2013 (the "FMCA") and therefore, does not contain all of the information typically included in a product disclosure statement and register entry for a "regulated offer" of financial products under the FMCA. Thus the Shares of the Fund are not being and will not be deemed to be issued, made available, offered for subscription or purchase by the general public in New Zealand, except to persons who are "wholesale investors" within the meaning of Clause 3(2) of Schedule 1 of the FMCA or in other circumstances where there is no contravention of the FMCA.

### **Philippines**

The Shares of the Fund being offered or sold herein have not been registered with the Securities and Exchange Commission under the Securities Regulation Code of the Philippines (the "Code"). Any future offer or sale of the shares is subject to the registration requirements under 10.1(1) of the Code unless such offer or sale qualifies as an exempt transaction thereunder. By a purchase of a Share in the Fund, the investor will be deemed to acknowledge that the issue of, offer for subscription or purchase of, or invitation to subscribe for or purchase, such Shares was made outside the Philippines.

### **Singapore**

The Fund has been recognised in Singapore by the Monetary Authority of Singapore (the "MAS") as a recognised collective investment scheme for retail distribution under the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"). A separate Singapore prospectus and product highlight sheet have been lodged and registered with the MAS, and may be obtained from the Singapore representative or accessed at the MAS website at <https://eservices.mas.gov.sg/opera/Public/CIS/CISMaster.aspx>.

The MAS assumes no responsibility for the contents of the Singapore prospectus, and the registration of the Singapore prospectus does not imply that the SFA or any other legal or regulatory requirements have been complied with. The MAS has not, in any way, considered the investment merits of the relevant Sub-Funds of the Fund.

### **Taiwan**

This Prospectus, any other document or material and the Shares of the Fund are not registered in Taiwan and may not be circulated, sold, issued or offered to the public in Taiwan. The Fund has not authorised any person or entity in Taiwan to offer, sell, give advice regarding or otherwise intermediate the offering and sale of the Shares in the Fund to the public in Taiwan.

The Shares may only be made available outside Taiwan for purchase by investors residing in Taiwan (either directly or through properly licensed Taiwan financial institutions to the extent permitted under relevant Taiwan laws and regulations) but may not be offered or sold to the public in Taiwan.

### **Thailand**

The Fund is not licensed in Thailand and has not sought approval from the Securities and Exchange Commission (“SEC”) of Thailand. This Prospectus has neither been reviewed nor verified by the SEC. No offer to the public to purchase the Shares in the Fund will be made in Thailand and this Prospectus is intended to be read by the addressee only and must not be passed to, issued to, or shown to the public generally in Thailand.

### **UAE**

This document relates to a financial product which is not subject to any form of regulation or approval by the Dubai Financial Services Authority (“DFSA”). The DFSA has no responsibility for reviewing or verifying any prospectus or other documents in connection with this financial product. Accordingly, the DFSA has not approved this document or any other associated documents nor taken any steps to verify the information set out in this document, and has no responsibility for it. The financial product to which this document relates may be illiquid and/or subject to restrictions on its resale. Prospective purchasers should conduct their own due diligence on the financial product. If you do not understand the contents of this document you should consult an authorised financial adviser.

#### For Sub-Funds registered with the Securities and Commodities Authority in the United Arab Emirates

A copy of this Prospectus has been submitted to the Securities and Commodities Authority (the “Authority”) in the United Arab Emirates (“UAE”). The Authority assumes no liability for the accuracy of the information set out in this Prospectus, nor for the failure of any persons engaged by the Fund in performing their duties and responsibilities. The relevant parties whose names are listed in this Prospectus shall assume such liability, each according to their respective roles and duties.

For investors to which the qualified investor exemption applies: A copy of this Prospectus has been submitted to the Authority in the UAE. The Authority assumes no liability for the accuracy of the

information set out in this Prospectus, nor for the failure of any persons engaged by the Fund in performing their duties and responsibilities. This Prospectus is only intended for those that fall under the definition of “Qualified Investor” as contained within the Authority’s Board’s Decision No. 9/R.M. of 2016 concerning Mutual Funds Regulations and the Authority’s Board Decision No. 3/R.M of 2017 concerning Promoting and Introducing Regulations, unless the Authority’s Board’s Decision No. 9/R.M. of 2016 concerning Mutual Funds Regulations does not apply, and includes:

- (1) an investor which is able to manage its investments on its own, namely:
  - a) the federal government, local governments, government entities and authorities or companies wholly-owned by any such entities;
  - b) international entities and organisations;
  - c) a person licensed to carry out a commercial activity in the UAE, provided that investment is one of the objects of such person; or
  - d) a financially sound natural person who acknowledges that their annual income is not less than AED 1 million, that their net equity, excluding their main place of residence, amounts to AED 5 million, and that they, themselves or with the assistance of a financial advisor, has the necessary know-how and experience to assess the Prospectus and the ensuing benefits and risks associated with the investment; or
  
- (2) an investor who is represented by an investment manager licensed by the Authority, (each a “Qualified Investor”). The relevant parties whose names are listed in this Prospectus shall assume such liability, each according to their respective roles and duties.

### **United Kingdom**

From the date of this Prospectus until such time as the Fund becomes a recognised scheme under the Financial Services and Markets Act 2000 (“FSMA”), the Fund will be an unrecognised collective investment scheme for the purposes of the FSMA. As such its promotion by authorised persons in the United Kingdom is restricted by section 238 of the FSMA and may only be undertaken by an authorised person in compliance with the provisions of section 238 of the FSMA and the regulations made thereunder. In addition, until such time as the Fund receives recognition as a recognised scheme under section 264 of the FSMA, and the contents of this document have been approved by an authorised person, this document may not be issued in the United Kingdom by a person who is not an authorised person, or caused to be so issued by such a person, except in accordance with the provisions the FSMA and the regulations made thereunder. As against the Fund, and any overseas agent thereof who is not a person authorised to carry on investment business in the United Kingdom, a United Kingdom investor will not benefit from most of the protections afforded by the United Kingdom regulatory system, and in particular will not benefit from rights under the Financial Services Compensation Scheme or access to the Financial Ombudsman Service which are designed to protect investors as described in the FSMA and the rules of the FCA.

### **Registration for Distribution and Sale of Shares**

The Fund may make application to register and distribute its Shares in jurisdictions outside Ireland. In the event that such registrations take place, local regulations may require the appointment of

paying/facilities agents and the maintenance of accounts by such agents through which subscription and redemption monies may be paid. Investors who choose or are obliged under local regulations to pay/receive subscription/redemption monies via an intermediary rather than directly to the Depositary bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary and (b) redemption monies payable by such intermediate entity to the relevant investor. The fees and expenses in connection with the registration and distribution of Shares in such jurisdictions, including the appointment of representatives, distributors or other agents in the relevant jurisdictions and the production of local country information documents, will be at normal commercial rates and may be borne by the Fund and/or the Sub-Funds.

### **Reliance on this Prospectus**

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

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

### **Translations**

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

### **Dividends**

Shareholders should note that some or all of the dividends of the relevant Sub-Fund may be paid from the capital of the Sub-Fund. The policy of paying dividends from capital will have the following effects (i) capital will be eroded, (ii) distribution is achieved by forgoing the potential for future capital growth and (iii) the cycle may continue until all capital is depleted. Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard.

## **Risk Factors**

The difference at any one time between the sale price (to which may be added a sales charge or commission) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term. Investors may be subject to a redemption fee calculated at up to 3% of redemption monies. Investors should refer to the relevant Supplement to determine whether or not a subscription charge or redemption charge is being imposed.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

Investors should read and consider the section of the Prospectus entitled "Risk Factors" before investing in the Fund.

## **Legal Matters**

Dillon Eustace does not represent and has not represented prospective investors in the course of the organisation of the Fund, the negotiation of its business terms, the offering of the Shares or in respect of its ongoing operations. Prospective investors must recognise that, as they have had no representation in the organisation process, the terms of the Fund relating to themselves and the Shares of the Sub-Funds have not been negotiated at arm's length. Dillon Eustace has been selected by the Investment Manager. Dillon Eustace does not undertake to monitor the compliance of the Investment Manager and its or their affiliates with the investment program, valuation procedures and other guidelines set forth herein, nor does it monitor compliance with applicable law.

## DIRECTORY

### UTI Goldfinch Funds PLC

#### Directors

Praveen Jagwani  
Samantha McConnell  
Simon McDowell

#### Promoter, Investment Manager and Distributor

UTI International (Singapore)  
Private Limited  
3 Church Street  
Samsung Hub #22-01  
Singapore 049483

#### Registered Office

33 Sir John Rogerson's Quay  
Dublin 2  
Ireland

#### Administrator

Citibank Europe plc  
1 North Wall Quay  
Dublin 1  
Ireland

#### Depository

Citi Depository Services Ireland  
Designated  
Activity Company  
1 North Wall Quay  
Dublin 1  
Ireland

#### Company Secretary

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

#### Manager

KBA Consulting  
Management Limited  
5 George's Dock  
IFSC  
Dublin 1  
Ireland

#### Irish Legal Advisers

Dillon Eustace  
33 Sir John Rogerson's Quay  
Dublin 2  
Ireland

#### Investment Advisor

UTI Asset Management  
Company Ltd  
UTI - Tower, "Gn" Block  
Bandra Kurla Complex  
Mumbai- 400051  
India

#### Independent Auditors

Ernst & Young  
Ernst & Young Building  
Harcourt Centre  
Harcourt Street  
Dublin 2  
Ireland

#### India Legal Advisers

Trilegal  
One Indiabulls Centre  
14th Floor, Tower One  
Elphinstone Road  
Mumbai - 400013  
India

#### India Tax Advisers

PricewaterhouseCoopers  
Private Limited  
PwC House, Plot 18/A  
Gurunanak Road  
Bandra (West)  
Mumbai – 400050  
India

#### Listing Sponsor

Dillon Eustace  
33 Sir John Rogerson's Quay  
Dublin 2  
Ireland

#### Irish Tax Advisers

PricewaterhouseCoopers  
One Spencer Dock  
North Wall Quay  
Dublin 1  
Ireland

**United Kingdom**

**Facilities Agent**

UTI International Limited  
120 New Cavendish Street  
London W1W 6XX  
United Kingdom

**Austria Facilities Agent**

Erste Bank der oesterreichischen  
Sparkassen AG  
Am Belvedere 1  
A-1100 Vienna  
Austria

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## DEFINITIONS

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

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

"1933 Act"	means the U.S. Securities Act of 1933, as amended.
"1940 Act"	means the U.S. Investment Company Act of 1940, as amended.
"Accounting Date"	means the 31 <sup>st</sup> October in each year.
"Accounting Period"	means a period ending on the Accounting Date and commencing, in the case of the first such period on the date of incorporation of the Fund and, in subsequent such periods, on the expiry of the last Accounting Period.
"Act"	means the Companies Act 2014 and every amendment or re-enactment of the same.
"Additional Transfer Agent"	means any transfer agent appointed in the Secondary Market in conjunction with the Administrator in respect of Dematerialised Shares as disclosed in the relevant Supplement from time to time.
"Administrator"	means Citibank Europe plc.
"Administration Agreement"	means the Amended and Restated Administration Agreement made between the Fund, the Manager and the Administrator dated 26 November 2021, as may be amended from time to time.
"Application Form"	means any application form to be completed by subscribers for Shares as prescribed by the Fund from time to time.
"Articles of Association"	means the Memorandum and Articles of Association of the Fund.
"Auditors"	means Ernst & Young of Ernst & Young Building, Harcourt Centre, Harcourt Street Dublin 2, Ireland.
"Authorised Participant"	means a person or entity who has been approved by the Fund or its delegate to act as an authorised participant in

relation to subscriptions and redemptions in the Primary Market for Shares in the Fund.

"Base Currency"

means the currency of account of a Sub-Fund as shall be specified in the relevant Supplement for that Sub-Fund.

"Beneficial Owner"

means a natural person(s) who ultimately owns or controls the Fund through either a direct or indirect ownership of a sufficient percentage of shares or voting rights or ownership interest in the Fund (as a whole). Where a natural person holds more than 25% of the shares of the Fund or has an ownership interest of more than 25%, then that shall be an indication of direct ownership by that person. Where a corporate or multiple corporates hold more than 25% of the shares or other ownership interest exceeding 25% in the Fund and those holdings are controlled by the same natural person(s) that shall be an indication of indirect ownership.

"Beneficial Ownership Regulations"

means the European Union (Anti-Money Laundering: Beneficial Ownership of Corporate Entities) Regulations 2019 as may be amended, consolidated or substituted from time to time.

"BSE"

means BSE Limited, (formerly the Bombay Stock Exchange).

"Business Day"

means in relation to a Sub-Fund such day or days as shall be specified in the relevant Supplement for that Sub-Fund.

"Central Bank"

means the Central Bank of Ireland and any successor body thereto.

"Central Bank UCITS Regulations"

the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Undertakings for Collective Investment in Transferable Securities) Regulations) 2019 or such other amending or replacement regulations issued from time to time by the Central Bank as the competent authority with responsibility for the authorisation and supervision of UCITS and related guidance issued by the Central Bank to UCITS and their service providers.

"CFTC"	means the U.S. Commodity Futures Trading Commission and any successor body thereto.
"Class"	means a particular division of Shares in a Sub-Fund.
"Clearing Agent"	means any entity affiliated with one or more Relevant Stock Exchanges and which facilitates the validation, delivery and settlement of the Fund's Shares.
"Code"	means the U.S. Internal Revenue Code of 1986, as amended.
"Collateral"	means assets delivered as defined under the relevant credit support annex for a Sub-Fund and which are acceptable collateral in accordance with the Central Bank UCITS Regulations.
"Commission Delegated Regulation"	means the Commission Delegated Regulation EU 2016/438 supplementing Directive 2014/91/EU of the European Parliament and of the Council of 23 July, 2014.
"Commodity Act"	means the U.S. Commodity Exchange Act, as amended.
"Company Secretary"	means Tudor Trust Limited, or any successor appointed to act as the company secretary of the Fund.
"Fund"	means UTI Goldfinch Funds plc.
"Creation Unit"	means 500,000 Shares
"Data Protection Legislation"	means the Data Protection Acts, 1988 to 2018 as may be amended from time to time, and the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and the Council of 27 April 2016), including any amendments thereto.
"Dealing Day"	means in relation to a Sub-Fund such Business Day or Business Days as shall be specified in the relevant Supplement for that Sub-Fund and/or such other day or days as may be determined by the Directors, in consultation with the Manager, from time to time and notified in advance to the Shareholders, provided that there shall be at least one Dealing Day every fortnight.

“Dealing Deadline”	means in relation to a Sub-Fund, such time in respect of each Dealing Day as the Directors may from time to time determine and shall be specified in the relevant Supplement for that Sub-Fund.
“Dematerialised Shares”	means, Shares, title to which is recorded on the register of the Fund as being in uncertificated form and which may be transferred by means of a computer based settlement system in accordance with the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 (of Ireland).
"Depositary"	means Citi Depositary Services Ireland Designated Activity Company.
"Depositary Agreement"	means the Amended and Restated Depositary Agreement made between the Fund, the Manager and the Depositary dated 26 November, 2021, as may be amended from time to time.
"Directors"	means the directors of the Fund or any duly authorised committee or delegate thereof.
“Distribution Agreement”	means the Amended and Restated Distribution Agreement dated 26 November, 2021 made between the Fund, the Manager and the Distributor, as may be amended from time to time.
“Distributor”	means UTI International (Singapore) Private Limited.
“Eligible Assets”	means those investments which are eligible for investment by a UCITS as detailed in the UCITS Regulations.
"ERISA"	means the U.S. Employee Retirement Income Security Act of 1974, as amended.
“ESG”	means environment, social and governance.
“ESMA”	the European Securities and Markets Authority.
"Euro" or "€" or “EUR”	means the lawful currency of the participating member states of the European Union which have adopted the single currency in accordance with the EC Treaty of Rome dated 25th March 1957 (as amended).

“Euronext”	means Euronext Dublin (formerly The Irish Stock Exchange).
“Exempt Irish Investor”	see definition in “Taxation” section of this Prospectus.
“Facilities Agent”	means UTI International Limited.
“FCA”	means the Financial Conduct Authority of the United Kingdom.
“Financial Instruments”	means the transferable securities, financial derivative instruments (“FDIs”) and all other investments as outlined in Appendix I entitled “Permitted Investments and Investment Restrictions”, including any cash balances and liabilities of the relevant Sub-Fund.
“FSMA”	means the United Kingdom Financial Services and Markets Act 2000 and every amendment or re-enactment of the same.
“Global Share Certificate”	means the certificates issued (as described in further detail under the heading “The Shares”).
“Index”	means the index of securities which a Sub-Fund may aim to track or replicate, pursuant to its investment objective and, in accordance with its investment policies (as set out in the relevant Supplement).
“Index Provider”	means in relation to a Sub-Fund, the entity or person acting by itself or through a designated agent, which compiles, calculates and publishes information on the Index corresponding to a Sub-Fund and has licensed the Index as specified in the relevant Supplement.
“Initial Price”	means the initial price payable for a Share as specified in the relevant Supplement for each Sub-Fund or Class.
“Intermediary”	see definition in “Taxation” section of this Prospectus.
“Investment Committee”	means the investment committee of the Investment Manager.
“Investment Manager”	means UTI International (Singapore) Private Limited or any successor(s) thereto appointed by the Fund and/or

the Manager to act as investment manager to one or more Sub-Funds as detailed in the relevant Supplement.

"Investment Management Agreement"	means one or more Investment Management Agreements made between the Fund, the Manager and one or more Investment Managers as described in the relevant Supplement, as may be amended from time to time.
"Ireland"	means the Republic of Ireland.
"Management Agreement"	means the Management Agreement made between the Fund and the Manager dated 26 November, 2021, as may be amended from time to time.
"Manager"	means KBA Consulting Management Limited.
"Market Maker"	means financial institutions that are a member of the Relevant Stock Exchanges and have signed a market-making contract with the Fund or that are registered as such with the Relevant Stock Exchanges.
"MAS"	means the Monetary Authority of Singapore.
"Member"	means a Shareholder or a person who is registered as the holder of one or more non-participating shares in the Fund.
"Member State"	means a member state of the European Union.
"Minimum Holding"	means the minimum number of value of Shares which must be held by Shareholders as specified in the relevant Supplement.
"Minimum Subscription"	means the minimum subscription for Shares as specified in the relevant Supplement.
"Minimum Redemption"	means the amount as may be specified by the Directors and set out in the relevant Supplement as being the minimum amount in respect of which requests for redemption may be made in the Primary Market.
"Net Asset Value"	means the Net Asset Value of a Sub-Fund or attributable to a Class (as appropriate) calculated as referred to herein.

"Net Asset Value per Share"	means the Net Asset Value of a Sub-Fund divided by the number of Shares in issue in that Sub-Fund or the Net Asset Value attributable to a Class divided by the number of Shares issued in that Class rounded to four decimal places.
"NSE"	means National Stock Exchange of India Limited.
"OECD Governments"	means the governments of Australia, Austria, Belgium, Canada, Chile, Colombia, Costa Rica, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Latvia, Lithuania, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States or other such other members as may be admitted to the OECD from time to time.
"Ordinarily Resident in Ireland"	see definition in the "Taxation" section of this Ireland" Prospectus.
"Prospectus"	the prospectus of the Fund and any Supplements and addenda thereto issued in accordance with the requirements of the Central Bank.
"Primary Market"	The issue of Shares to a person registered or eligible to be registered as the holder of Shares in the register of Shareholders, the redemption of Shares by a person who is registered as the holder of Shares in the register of Shareholders or the transfer of Shares by a person who is registered as the holder of Shares in the register of Shareholders to a person who is registered or eligible to be registered as the holder of Shares in the register of Shareholders.
"Recognised Exchange"	means the stock exchanges or regulated markets set out in Appendix II.
"Relevant Declaration"	see definition in "Taxation" section of this Prospectus.
"Relevant Stock Exchanges"	means markets on which the Shares of a Sub-Fund will be listed as would be disclosed in the relevant Supplement.

"Resident in the Republic of Ireland"	see definition in "Taxation" section of this Prospectus.
"SEC"	means the U.S. Securities and Exchange Commission and any successor body thereto.
"Secondary Market"	means with respect to Classes of Shares listed and traded on a Relevant Stock Exchange only, the Relevant Stock Exchanges on which Shares of the Fund may be acquired or sold through Authorised Participants/brokers operating on such Relevant Stock Exchanges.
"SFDR"	means Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, as may be amended from time to time.
"Share"	means a participating share or, save as otherwise provided in this Prospectus or a Supplement, a fraction of a participating share in the capital of the Fund.
"Shareholder"	means a person who is registered as the holder of Shares in the register of Shareholders for the time being kept by or on behalf of the Fund.
"Sterling" or "£" or "GBP"	means the lawful currency for the time being of the United Kingdom.
"Sub-Fund"	means a Sub-Fund of the Fund representing the designation by the Directors of a particular class or classes of Shares as a Sub-Fund the proceeds of issue of which are pooled separately and invested in accordance with the investment objective and policies applicable to such Sub-Fund and which is established by the Directors from time to time with the prior approval of the Central Bank.
"Supplement"	means a supplement to this Prospectus specifying certain information in respect of a Sub-Fund and/or one or more Classes.
"Sustainability Risks"	sustainability risks are an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact

on the value of the investment, as defined under the SFDR.

"Tracking Error"	means the standard deviation of the difference in returns between a Sub-Fund and the Index.
"UCITS"	means an Undertaking for Collective Investment in Transferable Securities established pursuant to EC Council Directive 85/611/EEC of 20 December 1985 as amended.
"UCITS Directive"	Directive 2009/65/EC of the European Parliament and of the Council, as amended by Directive 2014/91/EU of 23 <sup>rd</sup> July, 2014 and as may be further amended, consolidated or substituted from time to time.
"UCITS Regulations"	means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) (as amended, consolidated or substituted from time to time) and any regulations or notices issued by the Central Bank pursuant thereto for the time being in force.
"UK"	means the United Kingdom of Great Britain and Northern Ireland.
"United States"	means the United States of America (including the States and the District of Columbia) its territories, possessions and all other areas subject to its jurisdiction.
"US Dollar", "USD" or "US\$"	means United States Dollars, the lawful currency for the time being of the United States of America.
"U.S. Person"	means (other than in the discussion of "Certain United States Federal Income Tax Considerations" in Appendix III) a person who is (i) included in the definition of "U.S. person" under Rule 902 of Regulation S under the 1933 Act and (ii) excluded from the definition of a "Non-United States person" as used in CFTC Rule 4.7 under the Commodity Act.
"Valuation Point"	means such time shall be specified in the relevant Supplement for each Sub-Fund.

## **1. THE FUND**

### **General**

The Fund is an open-ended investment company with variable capital, incorporated in Ireland on the 27<sup>th</sup> of March 2014 under the Act with registration number 541549. The Fund has been authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.

The Fund is structured as an umbrella fund consisting of different Sub-Funds each comprising one or more Classes. The Shares of each Class of a Sub-Fund will rank *pari passu* with each other in all respects provided that they may differ as to certain matters including but not limited to currency of denomination, hedging strategies if any applied to the currency of a particular Class, dividend policy, the level of fees and expenses to be charged or Minimum Subscription, Minimum Redemption, where applicable, Minimum Holding applicable or other particular features as the Directors may from time to time determine. Specific information relating to the characteristics of each Class shall be set out in the relevant Supplement. The assets of each Sub-Fund will be invested separately on behalf of each Sub-Fund in accordance with the investment objective and policies of each Sub-Fund. A separate portfolio of assets is not maintained for each Class. The investment objective and policies and other details in relation to each Sub-Fund are set out in the relevant Supplement which forms part of and should be read in conjunction with this Prospectus. As further described in the section entitled "Net Asset Value & Valuation of Assets", a separate Net Asset Value per Share will be calculated for each issued Class of Shares. At the date of this document, there are three Sub-Funds of the Fund, namely the UTI India Sovereign Bond UCITS ETF, the UTI India Dynamic Equity Fund and the UTI India Balanced Fund. Shares in the Sub-Funds are issued on the terms and conditions set out in the relevant Supplement for the particular Sub-Fund.

The Fund is an umbrella fund with segregated liability between Sub-Funds. Accordingly any liability incurred on behalf of or attributable to any Sub-Fund of the Fund shall be discharged solely out of the assets of that Sub-Fund, and neither the Fund nor any director, receiver, examiner, liquidator, provisional liquidator or other person shall apply, nor be obliged to apply, the assets of any such Sub-Fund in satisfaction of any liability incurred on behalf of or attributable to any other Sub-Fund of the Fund, irrespective of when such liability was incurred.

The Base Currency of each Sub-Fund is specified in the relevant Supplement. Additional Sub-Funds in respect of which a Supplement or Supplements will be issued may be established by the Directors with the prior approval of the Central Bank. Additional Classes in respect of which a Supplement or Supplements will be issued may be established by the Directors and notified to and cleared in advance with the Central Bank or otherwise must be created in accordance with requirements of the Central Bank. If the Directors decide to create additional Sub-Funds or Classes, they may, in their discretion, apply for the Shares of such Sub-Funds or Classes to be listed on a Relevant Stock Exchange.

### **Investment Objective**

The specific investment objective and policies of each Sub-Fund will be set out in the relevant

Supplement to this Prospectus and will be formulated by the Directors in consultation with the Manager and the Investment Manager, at the time of creation of the relevant Sub-Fund.

The investment objective of a Sub-Fund, as disclosed in the relevant Supplement, may not be altered and material changes in the investment policy of a Sub-Fund, as disclosed in the relevant Supplement, may not be made without the prior written approval of all Shareholders or without the approval of Shareholders on the basis of a simple majority of votes cast at a meeting of the Shareholders of the particular Sub-Fund duly convened and held. In the event of a change of the investment objective and/or any material change to the investment policy of a Sub-Fund, as disclosed in the relevant Supplement, Shareholders in the relevant Sub-Fund will be given reasonable notice of such change to enable them redeem their Shares prior to implementation of such a change (save where such changes are made with the prior approval of all Shareholders of the relevant Sub-Fund).

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

Potential investors should be aware that there is no guarantee that a Sub-Fund will achieve its investment objective or be profitable. Investors may not receive a return on amounts invested and could lose all or a portion of their investment in any Sub-Fund of the Fund.

### **Investment Restrictions**

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

### **Borrowing Powers**

The Fund may only borrow for cash flow purposes on a temporary basis for the account of a Sub-Fund and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of such Sub-Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Fund and may charge the assets of a Sub-Fund as security for such borrowings only in accordance with the provisions of the UCITS Regulations.

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

The Fund will adhere to any investment or borrowing restrictions stated herein or imposed by the Euronext for so long as any Shares in the Fund are listed on the Euronext, subject to the UCITS Regulations.

### **Change to Investment and Borrowing Restrictions**

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

### **Financial Derivative Instruments**

The Fund, on behalf of each Sub-Fund, may invest in financial derivative instruments including equivalent cash settled instruments dealt on a Recognised Exchange and/or in OTC derivative instruments in each case under and in accordance with conditions or requirements imposed by the Central Bank. The financial derivative instruments in which the Fund may invest on behalf of each Sub-Fund, the purpose and the expected effect of investment in such financial derivative instruments on the risk profile of a Sub-Fund are disclosed in the relevant Supplement. If other financial derivative instruments may be invested in for a particular Sub-Fund, such instruments and their expected effect on the risk profile of such Sub-Fund and the extent to which a Sub-Fund may be leveraged through the use of financial derivative instruments will be disclosed in the relevant Supplement.

The Fund will employ a risk management process which will enable it to accurately measure, monitor and manage the risks attached to financial derivative positions and details of this process have been provided to the Central Bank. The Fund will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to and cleared by the Central Bank. The Fund will provide on request to Shareholders supplementary information relating to the risk management methods employed by the Fund including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

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

### **Efficient Portfolio Management**

The Fund may, on behalf of each Sub-Fund, subject to the requirements of the Central Bank engage in techniques and instruments relating to transferable securities and Money Market Instruments for efficient portfolio management purposes. Efficient portfolio management transactions relating to the assets of the Fund may be entered into by the Investment Manager with one of the following aims: i) the reduction or stabilisation of risk; ii) the reduction of cost with no increase or a minimal increase in risk; iii) the generation of additional capital or income for the Sub-Fund with a level of risk consistent with the risk profile of the Sub-Fund and the diversification requirements in accordance with the Central Bank UCITS Regulations and as disclosed in Appendix I to the Prospectus. Such techniques and instruments may include foreign exchange transactions which alter the currency characteristics of transferable securities held by the Sub-Fund, further details of which will be set out in the Supplement.

If the Investment Manager determines, at its discretion, to conduct currency hedging transactions in respect of a Class, details as to how such transactions have been utilised will be disclosed in the periodic reports of the Fund. If the Investment Manager determines not to conduct currency hedging transactions in respect of a Class, currency conversions for subscriptions, redemptions and distributions will be conducted at prevailing spot currency exchange rates and consequently the value of Shares in the unhedged currency Class will be subject to exchange rate risk in relation to the Base Currency.

The Fund may also employ (subject to the conditions and within the limits laid down by the Central Bank) techniques and instruments intended to provide protection against exchange and/or interest rate risks in the context of the management of its assets and liabilities. The techniques and instruments which the Fund may use on behalf of any Sub-Fund will be set out in the relevant Supplement.

All the revenues arising from efficient portfolio management techniques shall be returned to the relevant Sub-Fund following the deduction of any direct and indirect operational costs and fees arising. Such direct and indirect operational costs and fees (which are all fully transparent) shall include fees and expenses payable to counterparties, who are not related to the Manager or the Depositary, engaged by the Fund from time to time and shall not include hidden revenue. Such fees and expenses of any counterparties engaged by the Fund, which will be at normal commercial rates together with VAT, if any, thereon, will be borne by the relevant Sub-Fund in respect of which the relevant party has been engaged. Details of revenues arising and attendant direct and indirect operational costs and fees as well as the identity of any counterparties engaged by the Fund from time to time shall be included in the Fund's semi-annual and annual reports.

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

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

### **Principal Adverse Impacts**

Please see the relevant sustainability disclosure appendix of each relevant Supplement for details on the Investment Manager's consideration of principal adverse impacts on sustainability factors for such Sub-Funds. Please note that where the Supplement of a Sub-Fund does not contain an SFDR appendix, the relevant Sub-Fund does not promote environmental and/or social characteristics nor have a sustainable investment objective, and the Investment Manager does not consider principal adverse impacts on sustainability factors for such Sub-Funds at financial product level. The reasons for this determination will be outlined in any relevant Sub-Fund Supplement.

### **Securities Lending**

The Fund and the Investment Manager will not engage in any securities lending transaction or securities repurchase transaction in relation to a Sub-Fund, except where —

- (i) the securities lending transaction or securities repurchase transaction (as the case may be) is carried out for the sole purpose of efficient portfolio management; and
- (ii) the total value of securities subject to all the securities lending transactions and securities repurchase transactions entered into by the Fund and Investment Manager does not exceed 50% of the Net Asset Value of the Fund at any time.

It is not the current intention of the Directors to engage in any securities lending transactions or securities repurchase transactions in relation to the Sub-Funds. A revised Articles of Association and Prospectus for the Fund will be submitted to the Central Bank for clearance in advance of a proposed change to this policy.

### **Hedged Classes**

Where a Class of a Sub-Fund is designated as “hedged” in the relevant Supplement, the Fund shall enter into certain currency related transactions in order to mitigate the exchange rate risk between the Base Currency of a Sub-Fund and the currency in which Shares in the Class of the relevant Sub-Fund are designated where that designated currency is different to the Base Currency of the Sub-Fund. Where specified in the relevant Supplement, the Fund may also enter into derivative transactions in respect of such hedged Classes in order to hedge against exchange rate fluctuation risks between the designated currency of the Class and the currencies in which the Sub-Fund’s assets may be denominated.

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

Any currency exposure of a Class may not be combined with, or offset against, that of any other Class of a Sub-Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes.

Where the Fund seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Fund. However, over-hedged positions will not exceed 105% of the Net Asset Value of the Class and under-hedged positions shall not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above and are not carried forward from month to month. This review will also incorporate a procedure to ensure that positions materially in excess of 100% will not be carried forward from month to month.

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

The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which investors are able to subscribe to and redeem from the relevant Sub-Fund. Investors' attention is drawn to the risk factor below entitled "**Share Currency Designation Risk**".

### **Investment in Financial Indices through the use of Financial Derivative Instruments**

A Sub-Fund may gain exposure to financial indices through the use of financial derivative instruments where considered appropriate to the investment objective and investment policies of the relevant Sub-Fund.

The Investment Advisor shall only gain exposure to a financial index which complies with the UCITS Regulations and the requirements of the Central Bank as set out in the Central Bank UCITS Regulations and in any guidance issued by the Central Bank and the following provisions will apply to any such financial index:-

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

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

### **Total Return Swaps**

Where it is proposed that the Fund on behalf of a Sub-Fund enter into a total return swap, information on the underlying strategy and composition of the investment portfolio or index will be detailed in the relevant Supplement. Information on the counterparty(ies) of the transactions shall also be disclosed.

The counterparty to any total return swap or other financial derivative instruments with similar characteristics entered into by the Fund on behalf of a Sub-Fund shall be an entity which satisfies the OTC counterparty criteria set down by the Central Bank in the Central Bank UCITS Regulations and the Fund's, in consultation with the Manager, credit assessment criteria and shall be an entity which specialises in such transactions.

The failure of a counterparty to a swap transaction may have a negative impact on the return for Shareholders. Where it is proposed that the Fund on behalf of a Sub-Fund enter into a total return swap or other financial derivative instruments with similar characteristics, the Investment Advisor intends to minimise counterparty performance risk by only selecting counterparties with a good credit rating and by monitoring any changes in those counterparties' ratings. Additionally, any such transactions will only be concluded on the basis of standardised framework agreements (ISDA with Credit Support Annex). Further information relating to the risks associated with investment in total return swaps is disclosed in the section of this Prospectus titled "Risk Factors" – "Derivatives and Techniques and Instruments Risk".

The counterparty to any total return swap or other financial derivative instruments with similar characteristics entered into by the Fund on behalf of a Sub-Fund shall not assume any discretion over the composition or management of the investment portfolio of that Sub-Fund or of the underlying of the total return swap and the counterparty's approval will not be required in relation to any investment portfolio transaction relating to that Sub-Fund. Any deviation from this principle shall be detailed further in the relevant Supplement.

### **Collateral Policy**

In the context of efficient portfolio management techniques for hedging or investment purposes, collateral may be received from a counterparty for the benefit of a Sub-Fund or posted to a counterparty by or on behalf of a Sub-Fund. Any receipt or posting of collateral by a Sub-Fund will be conducted in accordance with the requirements of the Central Bank and the terms of the Manager's or its delegate's collateral policy outlined below. Currently it is not intended that any of the Sub-Funds of the Fund will post or receive collateral in connection with the derivative contracts it enters into. Should a Sub-Fund ever decide to post or receive collateral the relevant Supplement will be updated in advance of such use of collateral.

### **Collateral Management Policy**

In accordance with the requirements of the Central Bank, the Manager or its delegate will employ a collateral management policy for and on behalf of each Sub-Fund in respect of collateral received in respect of financial derivative transactions, where relevant, whether used for investment or for efficient portfolio management purposes. The Manager or its delegate is not permitted to engage in any securities lending or securities repurchase transactions in relation to any Sub-Funds except where such transactions are carried out for the sole purpose of efficient portfolio management and for total value of securities subject to such securities lending and/or securities repurchase transactions not exceeding 50% of the Net Asset Value of the relevant Sub-Fund, and subject to only investing in certain specified products as stated in Paragraph 2 of the Schedule to the Securities and Futures (Capital Markets Products) Regulations 2018, and as permitted by the Articles of Association and the Supplement of the

relevant Sub-Fund. In such case, the Manager or its delegate shall employ a collateral management policy for and on behalf of each Sub-Fund in respect of collateral received under a repurchase/reverse repurchase contract (“repo contract”) or stocklending agreement.

Any collateral received shall comprise of cash collateral and/or government backed securities of varying maturity which satisfy the requirements of the Central Bank (as outlined in Appendix II) relating to non-cash collateral which may be received by a UCITS. Cash collateral received may be reinvested in accordance with the requirements of the Central Bank at the discretion of the Investment Manager. The level of collateral required to be posted with the Fund on behalf of a Sub-Fund may vary by counterparty with which the Fund trades on behalf of the Sub-Fund. The haircut policy applied to posted collateral will be negotiated on a counterparty basis and will vary depending on the class of asset received by the Fund on behalf of the Sub-Fund, taking into account its credit standing and price volatility and any stress testing carried out to assess the liquidity risk attached to that class of asset. The Investment Manager will seek to negotiate collateral agreements to an appropriate market standard.

Where relevant, additional or alternative details of the collateral management policy employed in relation to a particular Sub-Fund will be set out in the relevant Supplement.

#### **Collateral – Received by the Fund**

Collateral posted by the counterparty for the benefit of a Sub-Fund may be taken into account as reducing the exposure to such counterparty. Such a Sub-Fund will require receipt of the necessary level of collateral so as to ensure counterparty exposure limits are not breached. Counterparty risk may be reduced to the extent that the value of the collateral received corresponds with the value of the amount exposed to counterparty risk at any given time.

The Investment Manager will liaise with the Depositary in order to manage all aspects of the counterparty collateral process.

Risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the Manager’s risk management process. If a Sub-Fund receives collateral for at least 30% of its assets it will put in place an appropriate stress testing policy to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the relevant Sub-Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy will at least prescribe the following:

- (a) Design of stress test scenario analysis including calibration, certification and sensitivity analysis;
- (b) Empirical approach to impact assessment, including back-testing of liquidity risk estimates;
- (c) Reporting frequency and limit/loss tolerance threshold/s; and
- (d) Mitigation actions to reduce loss including haircut policy and gap risk protection.

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

## Non-Cash Collateral

Collateral received must, at all times, meet with the following criteria:

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

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

**Issuer credit quality:** Collateral received should be of high quality. The Manager (or its duly appointed delegate) shall ensure:

- (a) where the issuer was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by Manager (or its duly appointed delegate) acting on behalf of the Fund in the credit assessment process; and
- (b) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in (a) this shall result in a new credit assessment being conducted of the issuer by the Manager (or its duly appointed delegate) without delay.

**Correlation:** Collateral received should be issued by an entity that is independent from the counterparty and is not expected to display a high correlation with the performance of the counterparty.

**Diversification (asset concentration):**

- (a) Subject to sub-paragraph (b) below, collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of the relevant Sub-Fund's Net Asset Value. When a Sub-Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.
- (b) A Sub-Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, non-Member State, or public international body of which one or more Member States belong (and which issuers are set out in Section 2.12 of the "Investment Restrictions" section in this Prospectus), provided the Sub-Fund will receive securities from at least six different issues with securities from any single issue not accounting for more than 30% of the Sub-Fund's net asset value.

Immediately available: Collateral received should be capable of being fully enforced by the relevant Sub-Fund at any time without reference to or approval from the counterparty.

Safe-keeping: Collateral received on a title transfer basis should be held by the Depositary or its agent. For other types of collateral arrangement, the collateral can be held by a third party Depositary which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Haircuts: The Investment Manager, in consultation with the Manager, on behalf of the relevant Sub-Fund, shall apply suitably conservative haircuts to assets being received as collateral where appropriate on the basis of an assessment of the characteristics of the assets such as the credit standing or the price volatility, as well as the outcome of any stress tests performed as referred to above. The Investment Manager has determined that generally if issuer or issue credit quality of the collateral is not of the necessary quality or the collateral carries a significant level of price volatility with regard to residual maturity or other factors, a conservative haircut must be applied in accordance with more specific guidelines as will be maintained in writing by the Investment Manager on an on-going basis. However, the application of such a haircut will be determined on a case by case basis, depending on the exact details of the assessment of the collateral. The Investment Manager, in consultation with the Manager, in its discretion, may consider it appropriate in certain circumstances to resolve to accept certain collateral with more conservative, less conservative or no haircuts applied if it so determines, on an objectively justifiable basis. Any extenuating circumstances that warrant the acceptance of relevant collateral with haircut provisions other than the guideline levels must be outlined in writing. Documentation of the rationale behind this is imperative.

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

### **Cash Collateral**

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

- deposits with relevant institutions;
- high-quality government bonds; and
- short-term money market Sub-Funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Sub-Funds (ref CESR/10-049).

Invested cash collateral should be diversified in accordance with the diversification requirement applicable to non-cash collateral outlined above in (v) above under the heading "Non-Cash Collateral". Invested cash collateral may not be placed on deposit with the counterparty or a related entity. Exposure created through the reinvestment of collateral must be taken into account in determining risk exposures to a counterparty. Re-investment of cash collateral in accordance with the provisions above can still present additional risk for the Sub-Fund – please refer to the section of the Supplement "Risk Factors; Reinvestment of Cash Collateral Risk" for more details.

### **Collateral – Posted by the Fund**

Collateral posted to a counterparty by or on behalf of a Sub-Fund must be taken into account when calculating counterparty risk exposure. Collateral posted to a counterparty and collateral received by such counterparty may be taken into account on a net basis provided the relevant Sub-Fund is able to legally enforce netting arrangements with the counterparty.

### **Dividend Policy**

The dividend policy and, if applicable, information on the declaration and payment of dividends for each Sub-Fund will be specified in the relevant Supplement. The Articles of Association empower the Directors to declare dividends in respect of any Shares in the Fund out of the net income of the Fund being the income of the Fund from dividends, interest or otherwise and net realised and unrealised gains (i.e. realised and unrealised capital gains net of all realised and unrealised losses) less accrued expenses of the Fund, subject to certain adjustments. Any dividend unclaimed after six years from the date when it first became payable or on the winding up of the Fund, if earlier, shall be forfeited automatically and shall revert to the relevant Sub-Fund, without the necessity for any declaration or other action by the Fund.

Pending payment to the relevant Shareholder, dividend payments will be held in an account in the name of the relevant Sub-Fund and will be treated as an asset of the Sub-Fund until paid to that Shareholder and will not benefit from the application of any investor money protection rules (i.e. the distribution monies in such circumstances will not be held on trust for the relevant Shareholder). In such circumstances, the Shareholder will be an unsecured creditor of the Fund with respect to the distribution amount held by the Fund until paid to the Shareholder. In the event of an insolvency of the relevant Sub-Fund, there is no guarantee that the Fund will have sufficient Sub-Funds to pay unsecured creditors in full.

In the event that distributions payable cannot be paid out to an investor, for example where anti-money laundering documentation is not provided or an investor cannot be contacted, it is the responsibility of the investor to ensure all necessary documentation and information required to resolve the issue is provided promptly and is complete and accurate, so that the distributions payable may be released in a timely manner.

Your attention is drawn to the section of the Prospectus entitled “Risk Factors” – “Operation of Cash Accounts”.

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

The Net Asset Value per Share shall be made available on Bloomberg and shall be updated following each calculation of the Net Asset Value per Share. The Net Asset Value per Share may also be obtained from the Administrator during normal business hours. The Net Asset Value per Share shall also be available from such other sources as may be set out in the Supplement for the relevant Sub-Fund.

## Risk Factors

### *General*

The risks described herein should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in a Sub-Fund. Potential investors should be aware that an investment in a Sub-Fund may be exposed to other risks of an exceptional nature from time to time. Investment in the Fund carries a degree of risk.

Different risks may apply to different Sub-Funds and/or Classes. Investors should review the Supplement of the relevant Sub-Fund in which he/she intends to invest as this Supplement may describe risks attaching to a particular Sub-Fund or Class which are additional to those described in this section. Prospective investors should review this Prospectus and the relevant Supplement carefully and in its entirety and consult with their professional and financial advisers before making an application for Shares. Prospective investors are advised that the value of Shares and the income from them may go down as well as up and, accordingly, an investor may not get back the full amount invested and an investment should only be made by persons who can sustain a loss on their investment. Past performance of the Fund or any Sub-Fund should not be relied upon as an indicator of future performance. The attention of potential investors is drawn to the taxation risks associated with investing in the Fund. Please refer to the Section of the Prospectus entitled "Taxation". The securities and instruments in which the Fund invests are subject to normal market fluctuations and other risks inherent in investing in such investments and there can be no assurance that any appreciation in value will occur.

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

### **Market Risk**

Investors are exposed to market risk which could arise due to changes in the prices of assets purchased and held by a Sub-Fund. Changes to such prices may be as a result of changing supply and demand factors, macro-economic factors, Fund or sector specific factors. The risks described above are greater with respect to investments in Recognised Exchanges located in emerging markets.

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

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

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

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

### **Liquidity Risk**

Not all securities or instruments invested in by the Sub-Funds will be listed or rated and consequently liquidity may be low. Moreover, the accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavourable prices. The Sub-Funds may also encounter difficulties in disposing of assets at their fair price due to adverse market conditions leading to limited liquidity.

### **Redemption Risk**

Large redemptions of Shares in a Sub-Fund might result in a Sub-Fund being forced to sell assets at a time and price at which it would normally prefer not to dispose of those assets.

### **Credit Risk**

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

### **Currency Risk**

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

Sub-Funds may from time to time enter into currency exchange transactions either on a spot basis or by buying currency exchange forward contracts. Neither spot transactions nor forward currency exchange contracts eliminate fluctuations in the prices of a Sub-Fund's securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline. Performance of a Sub-Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by a

Sub-Fund may not correspond with the securities positions held.

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

### **Share Currency Designation Risk**

A Class of Shares of a Sub-Fund may be designated in a currency other than the Base Currency of the Sub-Fund and/or the designated currencies in which the Sub-Fund's assets are denominated. Redemption proceeds and any distributions to Shareholders will normally be made in the currency of denomination of the relevant Class. Changes in the exchange rate between the Base Currency and such designated currency or changes in the exchange rate between the designated currencies in which the Sub-Fund's assets are denominated and the designated currency of a Class may lead to a depreciation of the value of such Shares as expressed in the designated currency. Where a Class of a Sub-Fund is designated as "hedged" in the relevant Supplement, the Investment Manager will try to mitigate this risk by using financial instruments within the Sub-Fund's investments, (see the section "Hedged Classes"). Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Sub-Fund are denominated. In such circumstances Shareholders of the relevant Class of Shares of the Sub-Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments. Financial instruments used to implement such strategies shall be assets/liabilities of the Sub-Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Shares of the Sub-Fund.

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

### **Valuation Risk**

A Sub-Fund may invest some of its assets in unquoted securities or instruments. Such investments or instruments will be valued by the Directors or their delegate in good faith in consultation with the Investment Manager as to their probable realisation value. Such investments are inherently difficult to value and are the subject of substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales or “close-out” prices of such securities.

The nature of a Sub-Fund’s investments, the Index tracked or replicated by a Sub-Fund or the financial derivative instruments used by a Sub-Fund to achieve tracking or replication of an Index may be complex. In certain circumstances, valuations of these complex instruments or indices may only be available from a limited number of market participants who may also act as counterparties to these transactions. Valuations received from such market participants may therefore be subjective and there may be substantial differences between any available valuations.

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

The Fund is established as an umbrella fund with segregated liability between Sub-Funds. Under Irish law the assets of one Sub-Fund are not available to satisfy the liabilities of or attributable to another Sub-Fund. However the Fund may operate or have assets in countries other than Ireland which may not recognise segregation between Sub-Funds and there is no guarantee that creditors of one Sub-Fund will not seek to enforce one Sub-Fund’s obligations against another Sub-Fund. As at the date of this document the Directors were not aware of any such existing or contingent liability.

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

The accounting, auditing and financial reporting standards of many of the countries in which a Sub-Fund may invest may be less extensive than those applicable to US and European Union companies.

### **Investing in Fixed Income Securities**

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

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

### **Investing in Equities**

To the extent a Sub-Fund invests in equity or equity-related investments, it will be subject to equity risk. The values of equity securities may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labour shortages or increased production costs and competitive conditions within an industry. Equity securities generally have greater price volatility than fixed income securities.

### **Investing in Other Collective Investment Schemes**

A Sub-Fund may purchase shares of other collective investment schemes to the extent that such investment is consistent with its investment objective, policies and restrictions. In such cases, the relevant Sub-Fund may invest in underlying schemes which use substantial leverage for their investments. During periods when underlying schemes are leveraged, any event which may adversely affect the value of any scheme could significantly affect the net assets of the relevant Sub-Fund. The amount of leverage employed in the underlying schemes (which may be unlimited) is monitored through the due diligence processes used by the Investment Manager.

The cost of investing in a Sub-Fund which purchases shares of other collective investment schemes will generally be higher than the cost of investing in an investment fund that invests directly in individual stocks and bonds. By investing in the relevant Sub-Fund, an investor will indirectly bear fees and expenses charged by the underlying funds in addition to the Sub-Fund's direct fees and expenses. Where a Sub-Fund invests substantially in other collective investment schemes, the risks associated with investing in that Sub-Fund may be closely related to the risks associated with the securities and other investments held by the other collective investment schemes.

### **Emerging Markets Risk**

Investment in emerging markets involves risk factors and special considerations which may not be typically associated with investing in more developed markets. Political or economic change and instability may be more likely to occur and have a greater effect on the economies and markets of emerging countries. Adverse government policies, taxation, restrictions on foreign investment and on currency convertibility and repatriation, currency fluctuations and other developments in the laws and regulations of emerging countries in which investment may be made, including expropriation, nationalisation or other confiscation could result in loss to the relevant Sub-Fund.

By comparison with more developed securities markets, most emerging countries' securities markets are comparatively small, less liquid and more volatile. This may result in greater volatility in the Net Asset Value per Share of the Sub-Fund (and consequently subscription and redemption prices for Shares in the Sub-Fund) than would be the case in relation to funds invested in more developed markets. In addition, if a large number of securities have to be realised at short notice to meet substantial redemption requests in the Sub-Fund such sales may have to be effected at unfavourable prices which may in turn have an adverse effect on the Net Asset Value per Share of the Sub-Fund.

In addition settlement, clearing, safe custody and registration procedures may be underdeveloped increased the risks of error, fraud or default. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in emerging markets may not provide the same degree of investor information or protection as would generally apply in more developed markets. Investments in certain emerging markets may require consents or be subject to restrictions which may limit the availability of attractive investment opportunities to the Sub-Fund. Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally and so transactions may need to be made on a neighbouring exchange.

Emerging markets securities may incur brokerage or stock transfer taxes levied by foreign governments which would have the effect of increasing the cost of investment and which may reduce the realised gain or increase the loss on such securities at the time of same. The issues of emerging markets securities, such as banks and other financial institutions, may be subject to less stringent regulation than would be the case for issuers in developed countries, and therefore potentially carry greater risk. In addition custodial expenses for emerging market securities are generally higher than for developed market securities. Dividend and interest payments from, and capital gains in respect of, emerging markets securities may be subject to foreign taxes that may or may not be reclaimable.

Laws governing foreign investment and securities transactions in emerging markets may be less sophisticated than in developed countries. Accordingly, the Sub-Fund may be subject to additional risks, including inadequate investor protection, unclear or contradictory legislation or regulations and lack of enforcement thereof, ignorance or breach of legislation or regulations on the part of other market participants, lack of legal redress and breaches of confidentiality. It may be difficult to obtain and enforce a judgement in certain emerging markets in which assets of the Sub-Fund are invested.

Taxation law and practice in emerging countries may not be as well established as that of developed countries. It is possible therefore that the current interpretation of the law or understanding of practice may change or, indeed, that the law in any of these countries may be changed retrospectively. Accordingly, it is possible that the relevant Sub-Fund could become subject to taxation in these countries that is not anticipated at the date of the Prospectus or when investments are made, valued or disposed of.

Although the Investment Manager will take reasonable steps to mitigate a Sub-Fund's tax liabilities, investors should appreciate that one of the risks inherent in investing in a Sub-Fund is the unpredictability of the tax treatment to which it will be subjected in the countries in which it invests.

### **Taxation Risk**

Any change in the Fund's tax status or in taxation legislation could affect the value of the investments held by the Fund and affect the Fund's or any Sub-Fund's ability to provide the investor returns. Potential investors and Shareholders should note that the statements on taxation which are set out herein are based on advice which has been received by the Directors regarding the law and practice in force in the relevant jurisdiction as at the date of this Prospectus and each Supplement. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made in the Fund will endure indefinitely. The attention of potential investors

is drawn to the tax risk associated with investing in the Fund as set out in the section headed "Taxation".

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

#### General

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of techniques and instruments also involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates, (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged, (3) the fact that skills needed to use these instruments are different from those needed to select the Sub-Fund's securities and (4) the possible absence of a liquid market for any particular instrument at any particular time, and (5) possible impediments to effective portfolio management or the ability to meet redemption.

#### *Correlation Risk*

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

#### *Liquidity Risk*

Liquidity may be essential to a Sub-Fund's performance. Under certain market conditions, such as during volatile markets or when trading in a Financial Instrument or market is otherwise impaired, the liquidity of a Sub-Fund's portfolio positions may be reduced. During such times, a Sub-Fund may be unable to dispose of certain Financial Instrument, which would adversely affect the Sub-Fund's ability to rebalance its portfolio or to meet redemption requests. In addition, such circumstances may force the relevant Sub-Fund to dispose of Financial Instruments at reduced prices, thereby adversely affecting the Sub-Fund's performance. If other market participants are seeking to dispose of similar Financial Instruments at the same time, the Sub-Fund may be unable to sell or exit such Financial Instruments or prevent losses relating to such Financial Instruments. Furthermore, if the Sub-Fund incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. In addition, in conjunction with a market downturn, the Sub-Fund's counterparties could incur losses of their own, thereby weakening their financial condition and increasing the Sub-Fund's credit risk with respect to them.

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

#### *Foreign Exchange Transactions*

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

#### *Markets Risk*

The investments of a Sub-Fund are subject to risks inherent in all Financial Instruments. The value of holdings may fall as well as rise, sometimes rapidly and unpredictably. The price of Financial Instruments will fluctuate and can decline in value due to factors affecting financial markets generally or particular industries, sectors, companies, countries or geographies represented in the portfolio, and reduce the value of a portfolio. The value of a Financial Instruments may decline due to general market conditions which are not specifically related to a particular Financial Instruments, such as real or perceived adverse economic conditions, changes in the general outlook of macro-economic fundamentals, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular region, sector or industry, such as labour shortages or increased production costs and competitive conditions. Some Financial Instruments may be less liquid and/or more volatile than others and therefore may involve greater risk.

A Sub-Fund's performance may be adversely affected by unfavourable markets and unstable economic conditions or other events, which may result in unanticipated losses that are beyond the control of the Sub-Fund.

If there are any disruptions or failures in the financial markets or the failure of financial sector companies, a Sub-Fund's portfolio could decline sharply and severely in value or become valueless and the Investment Manager may not be able to avoid significant losses in that Sub-Fund. Investors may lose a substantial proportion or all of their investments.

#### *Counterparty Risk*

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

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

#### *Legal Risk*

The use of OTC derivatives, such as forward contracts, swap agreements and contracts for difference, may expose a Sub-Fund to the risk that the legal documentation of the contract may not accurately reflect the intention of the parties or that the contract may not be enforceable against the counterparty in its jurisdiction of incorporation.

#### *Absence of Regulation; Counterparty Default*

In general, there is less government regulation and supervision of transactions in the OTC markets (in which currencies, spot and option contracts, certain options on currencies and swaps are generally traded) than of transactions entered into on Recognised Exchanges. In addition, many of the protections afforded to participants on some Recognised Exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with OTC transactions. OTC options are not regulated. OTC options are non-exchange traded option agreements, which are specifically tailored to the needs of an individual investor. These options enable the user to structure precisely the date, market level and amount of a given position. The counterparty for these agreements will be the specific firm involved in the transaction rather than a Recognised Exchange and accordingly the bankruptcy or default of a counterparty with which the Sub-Fund trades OTC options could result in substantial losses to the Sub-Fund. In addition, a counterparty may not settle a transaction in accordance with its terms and conditions because the contract is not legally enforceable or because it does not accurately reflect the intention of the parties or because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Sub-Fund to suffer a loss. To the extent that a counterparty defaults on its obligation and the Sub-Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights. Counterparty exposure will be in accordance with the Sub-Fund's investment restrictions. However, regardless of the measures the Sub-Fund may implement to reduce counterparty credit risk, there can be no assurance that a counterparty will not default or that the Sub-Fund will not sustain losses on the transactions as a result.

#### *Necessity for Counterparty Trading Relationships*

Participants in the OTC currency market typically enter into transactions only with those counterparties which they believe to be sufficiently creditworthy, unless the counterparty provides margin, collateral, letters of credit or other credit enhancements. While the Fund believes that the Fund will be able to establish the necessary counterparty business relationships to permit a Sub-Fund to effect transactions in the OTC currency market and other counterparty markets, including the swaps market, there can be no assurance that it will be able to do so. An inability to establish such relationships would limit a Sub-Fund's activities and could require a Sub-Fund to conduct a more substantial portion of such activities

in the futures markets. Moreover, the counterparties with which a Sub-Fund expects to establish such relationships will not be obligated to maintain the credit lines extended to a Sub-Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

#### *OTC Swap Contracts*

The Fund may enter into OTC swap contracts in respect of a particular Sub-Fund. Under the relevant OTC swap contract, the relevant counterparty may seek to track or replicate the return in a chosen Index or reference assets for the relevant Sub-Fund or provide exposure to a chosen Index or reference assets for the relevant Sub-Fund. Due to certain factors beyond the control of the relevant Sub-Fund, there is a risk that the return of the Index will not be achieved and the return of the OTC swap may therefore similarly not be achieved.

#### *Trading in derivatives is Speculative and Volatile*

Substantial risks are involved in trading futures, forward and option contracts and various other instruments in which a Sub-Fund may trade. Certain of the instruments in which the Sub-Fund may invest may be interest and foreign exchange rate sensitive, which means that their value and, consequently, the Net Asset Value, will fluctuate as interest and/or foreign exchange rates fluctuate. A Sub-Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to the Sub-Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from a Sub-Fund's expectations may produce significant losses to the Sub-Fund.

#### *Forward Trading*

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

#### *Securities Lending Risk*

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

### **Investment Manager and Counterparty Valuation Risk**

The Administrator may consult with an Investment Manager of the relevant Sub-Fund with respect to the valuation of certain investments. While there is an inherent conflict of interest between the involvement of an Investment Manager in determining the valuation price of a Sub-Fund's investment and the Investment Manager's other duties and responsibilities in relation to the relevant Sub-Fund, the Investment Manager may have in place a pricing committee charged with reviewing all pricing procedures which follows industry standard procedures for valuing unlisted investments. Any pricing committee in place by an Investment Manager will be disclosed in the relevant Supplement.

In many cases, the counterparty to a financial derivative instrument may be required to provide valuations of such financial derivative instruments. These daily valuations will form the basis upon which the value of certain assets of a Sub-Fund is calculated. Notwithstanding that there may be a potential conflict of interest by virtue of the counterparty providing such valuations; the Fund believes that such conflicts can be adequately managed. In addition, the valuation provided by the relevant counterparty will be verified by an entity independent of the counterparty on a weekly basis.

### **Foreign Account Tax Compliance**

See "Appendix III -- Certain United States Federal Income Tax Considerations -- United States Federal Income Taxation of the Fund" for a discussion of certain risks relating to the FATCA provisions of the U.S. Hiring Incentives to Restore Employment Act (the "HIRE Act").

Organisation for Economic Co-operation and Development ("OECD") Common Reporting Standard Drawing extensively on the intergovernmental approach to implementing FATCA, the OECD developed the Common Reporting Standard ("CRS") to address the issue of offshore tax evasion on a global basis. Aimed at maximizing efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. The first information exchanges are expected to begin in 2017. Ireland has legislated to implement the CRS. As a result the Fund will be required to comply with the CRS due diligence and reporting requirements, as adopted by Ireland. Shareholders may be required to provide additional information to the Fund to enable the Fund to satisfy its obligations under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or compulsory redemption of its Shares in the Sub-Fund.

### **Re-Investment of Cash Collateral**

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

### **Operation of Umbrella Cash Accounts**

The Fund has established Cash Accounts designated in different currencies at Fund level into which subscription monies received from investors of the relevant Sub-Fund shall be lodged or redemption monies due to investors who have redeemed shall be deposited and/or pending payment to the relevant Shareholders, dividend payments shall be paid. All subscriptions or redemptions and/or dividends payable to or from the relevant Sub-Fund will be channelled and managed through such Cash Accounts (together the "Cash Accounts").

In addition, investors should note that in the event of the insolvency of another Sub-Fund of the Fund, recovery of any amounts to which a relevant Sub-Fund is entitled, but which may have transferred to such other insolvent Sub-Fund as a result of the operation of the Umbrella Cash Account(s) will be subject to the principles of Irish trust law. There may be delays in effecting and/or disputes as to the recovery of such amounts, and the insolvent Sub-Fund may have insufficient funds to repay the amounts due to the relevant Sub-Fund.

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

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

The Directors have power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation. Where an investor fails to pay subscription proceeds within the relevant settlement period the Fund may charge the applicant for any expense incurred by it or the Sub-Fund or for any loss to the Sub-Fund arising out of such non-receipt or non-clearance. In circumstances where

an investor fails to pay subscription proceeds within the relevant settlement period, there is a risk that the Fund may not be able to recover such costs from such investor and such loss and any relevant credit charges may have to be discharged out of the assets of the relevant Sub-Fund and therefore will represent a diminution in the Net Asset Value per Share for existing Shareholders of the relevant Sub-Fund.

### **Cyber Security Risk**

The Fund and the Fund's service providers are susceptible to operational and information security and related risks of cyber security incidents. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber security attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber-attacks also may be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make services unavailable to intended users).

Cyber security incidents affecting the Fund, the Manager, the Investment Advisor, the Administrator or the Depositary or other service providers such as financial intermediaries have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, including by interference with the Administrator's ability to calculate a Sub-Fund's NAV; impediments to trading for a Sub-Fund of the Fund; the inability of Shareholders to transact business relating to the Fund; violations of applicable privacy, data security or other laws; regulatory fines and penalties; reputational damage; reimbursement or other compensation or remediation costs; legal fees; or additional compliance costs. Similar adverse consequences could result from cyber security incidents affecting issuers of securities in which a Sub-Fund invests, counterparties with which the Fund on behalf of a Sub-Fund engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties.

While information risk management systems and business continuity plans have been developed which are designed to reduce the risks associated with cyber security, there are inherent limitations in any cyber security risk management systems or business continuity plans, including the possibility that certain risks have not been identified.

### **Pandemic**

A pandemic may result in sustained market volatility and a period of economic decline globally. A pandemic may also have a significant adverse impact on the value of a Sub-Fund's investments and the ability of the relevant Investment Manager to access markets or implement the Sub-Fund's investment policy in the manner originally contemplated. Government interventions or other limitations or bans introduced by regulatory authorities or exchanges and trading venues as temporary measures in light of significant market volatility may also negatively impact on the relevant Investment Manager's ability to implement a Sub-Fund's investment policy. Sub-Funds' access to liquidity could also be impaired in circumstances where the need for liquidity to meet redemption requests may rise significantly. Services required for the operation of the Fund such as the determination of the Net Asset

Value of any Sub-Fund and the issue, conversion and redemption of Shares in any Sub-Fund, may in certain circumstances be impacted as a result of such pandemic. In March 2020, the World Health Organisation declared COVID-19 a pandemic and the aftereffect of this pandemic is not yet known.

### **Sustainable Investing**

In assessing a security, issuer or index based on ESG characteristics, the Investment Manager is dependent upon information and data from third party ESG research providers, which may be incomplete, inaccurate or unavailable. As a result, there is a risk that the Investment Manager may incorrectly assess a security, issuer or index. There is also a risk that the Investment Manager, or third party ESG research providers on which the Investment Manager may depend, may not interpret or apply the relevant ESG characteristics correctly. In addition, ESG related data might not be available for some investments, resulting in the Investment Manager not being able to assess properly the ESG characteristics of the investment in such issuers, and the Sustainability Risks faced by the relevant Sub-Fund with respect to such investments.

None of the Sub-Fund, the Investment Manager, the Manager or any of their affiliates makes any representation or warranty, express or implied, with respect to the fairness, correctness, accuracy, reasonableness or completeness of any such ESG risk assessment.

### **Risks relating to the Benchmark Regulation**

Subject to certain transitional and grandfathering arrangements, Regulation (EU) 2016/1011 of the European Parliament and of the Council (the “**Benchmark Regulation**”) which governs the provision of, contribution to and use of benchmarks, took effect from 1 January 2018. Subject to the applicable transitional arrangements, the Fund is no longer able to “use” a benchmark within the meaning of the Benchmark Regulation which is provided by an EU index provider which is not registered or authorised pursuant to Article 34 of the Benchmark Regulation. In the event that the relevant EU index provider does not comply with the Benchmark Regulation in line with the transitional arrangements set down in the Benchmark Regulation or if the benchmark materially changes or ceases to exist, the Fund will be required to identify a suitable alternative benchmark if available which may prove difficult or impossible. Failure to identify a suitable replacement benchmark may have an adverse impact on the Fund. Compliance with the Benchmark Regulation may also result in additional costs being borne by the Fund.

### **Risk Factors Not Exhaustive**

The investment risks set out in this Prospectus do not purport to be exhaustive and potential investors should be aware that an investment in the Fund or any Sub-Fund may be exposed to risks of an exceptional nature from time to time.

## **2. MANAGEMENT AND ADMINISTRATION**

The powers of management of the Fund are vested in the Directors pursuant to the Articles of Association. The Directors control the affairs of the Fund. The Directors have delegated the day to day management of the Sub-Fund to the Manager and have appointed the Depositary to safe-keep the assets of the Sub-Fund.

## **Directors**

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

### ***Mr. Praveen Jagwani (Indian)***

Mr. Jagwani is an investment and banking professional in the financial services industry since 1992, with over 29 years of track record. He has been with the Investment Manager since 2009. He started his career with ANZ Grindlays Bank in India and worked later in Australia and Bahrain across Credit, Consumer Finance, Information Systems and Private Banking. He later joined Standard Chartered Bank and built the Wealth Management and Investment Advisory business in the Middle East. He was appointed the Chief Investment Officer for Middle East & South Asia and was responsible for Product, Research, Certification and Compliance. He then joined Merrill Lynch and worked with them in London and Dubai in their Hedge Fund & Private Equity Advisory business. Mr. Jagwani holds a graduate degree in Computer Science (B.Sc.) and a Masters degree in Operations Research (M.Sc) from Delhi University. He also has a Masters of Business Administration from XLRI Jamshedpur and has completed the Chartered Financial Analysis (CFA) program from CFA institute USA.

### ***Samantha McConnell – (Irish)***

Having worked for over 20 years in the investment industry, Samantha has overall responsibility for the provision of investment management services and client administration for Willis Human Capital & Benefits Ireland. She serves as an executive director on a number of Willis Group companies as well as being a non executive director to a number of fund boards. She is experienced in leading diverse teams through significant change and driving through profit improvements as well as designing new client investment propositions.

She is a recognised expert in the pensions industry and market commentator on pensions and investments. A member of Taoiseach's Asset Management Committee, the IAPF investment Committee as well a director of CFA Ireland

Ms. McConnell holds a first class honours degree in commerce from University College Dublin and graduated first in Ireland in the ACCA exams. She is a CFA Charterholder, a holder of the Institute of Directors Diploma in Company Direction and was awarded the Graduate of Merit award from the Institute of Directors.

### ***Mr. Simon McDowell (Irish)***

Mr. McDowell started his career as a Trainee Chartered Accountant with McFeely & McKiernan before spending time with KPMG. Following this he moved into the fund administration space as Financial Reporting Controller for BISYS Fund Services in 1996 before moving on in 1998 to Cap Advisers, a US Family Office. There he was an Investment Committee Member and Vice President of Managed Funds and developed an extensive knowledge of the Hedge Fund space. In 2007 he moved to GlobalReach

Securities to manage their Hedge Fund of Fund before moving on to Enterprise Ireland where he was a Senior Advisor in the Financial Services Division.

Mr. McDowell established his own investment consulting business which specialised in assisting clients operating across the alternative investment sector and a family office. Mr. McDowell holds a Bachelor of Science (Mgmt.) from Trinity College, Dublin.

The address of the Directors is the registered office of the Fund.

None of the Directors have had any convictions in relation to indictable offences, been involved in any bankruptcies, individual voluntary arrangements, receiverships, liquidations, creditors voluntary liquidations, administrations, company or partnership voluntary arrangements, any composition or arrangements with its creditors generally or any class of its creditors of any company where they were a director or partner with an executive function at the time of or within the 12 months preceding, nor have any had any public incrimination and / or sanctions by statutory or regulatory authorities (including recognised professional bodies) nor has any director ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

## **Manager**

The Fund has appointed the Manager as its management company to the Management Agreement.

The Manager is a limited company incorporated under Irish law on 4 December 2006, having its registered office at 5 George's Dock, IFSC, Dublin 1, Ireland. The company secretary of the Manager is KB Associates of 5 George's Dock, IFSC, Dublin 1, Ireland. The Manager is authorised by the Central Bank to act as a UCITS management company. The ultimate parent of the Manager is Sigma Irish Topco Limited.

Under the terms of the Management Agreement, the Manager is appointed to carry out the investment management, distribution and administration services in respect of the Fund.

The Manager must perform its duties under the Management Agreement in good faith and in a commercially reasonable manner using a degree of skill, care and attention reasonably expected of a professional manager and in the best interests of the Shareholders. The Manager has the discretion to delegate all the powers, duties and discretions exercisable in respect of its obligations under the Management Agreement as the Manager and any delegate may from time to time agree. Any such appointment will be in accordance with the requirements of the Central Bank.

The Manager has delegated the administration of the Fund's affairs, including responsibility for the preparation and maintenance of the Fund's records and accounts and related fund accounting matters, the calculation of the Net Asset Value per Share and the provision of registration services in respect of the Sub-Funds to the Administrator.

The Manager has further delegated the investment management and distribution responsibilities in respect of the Sub-Funds to the Investment Manager.

The Management Agreement provides that the appointment of the Manager will continue in force unless and until terminated by either party on ninety days' prior written notice or otherwise in accordance with the terms of the Management Agreement. The Management Agreement contains provisions regarding the Manager's legal responsibilities. The Manager is not liable for losses, actions, proceedings, claims, damages, costs, demands and expenses caused to the Fund unless resulting from its negligence, wilful default or fraud.

The Manager's main business is the provision of fund management services to collective investment schemes such as the Fund. The Manager is legally and operationally independent of the Administrator, the Depositary and the Investment Manager.

The Directors of the Manager are:

**Tim Madigan (Irish resident)**

Tim Madigan is independent non-executive chairperson for the Manager. He serves as an independent non-executive director for a number of investment funds, both Irish-domiciled (UCITS and AIFs) and Luxembourg-domiciled (AIFs), as well as for an Irish cross-border life insurance company (where he also acts as chair of the Audit Committee). He was previously an independent nonexecutive director of a UK life insurance company (where he also acted as chair of the Risk & Compliance Committee). From 2010 to 2011, Mr Madigan was finance director of Aviva Investment Management Europe, where he led the set-up of the finance function for Aviva Europe's Dublin based centre of excellence, established to manage treasury assets and investment management mandates. Prior to this, Mr Madigan was managing director of cross-border life insurance company Aviva Life International from 2006 to 2010 (previously he was finance director for that company). In this role he chaired the Investment Committee as well as leading a strategic review of business in 2009 following the onset of the global financial crisis. He holds a bachelor's degree in Business Studies (Finance) from the University of Limerick, is a Fellow of the Association of Chartered Certified Accountants and is a Certified Investment Fund Director. He served as an elected Council member of the Irish Fund Directors Association from 2016 to 2020.

**Peadar De Barra (Irish resident)**

Mr. De Barra is Waystone Ireland's Chief Client Officer and is an executive director of the Manager with responsibility for relationship management and client service at its Irish management company businesses. Prior to his appointment to the Manager he was a senior consultant within KB Associates' consulting business where he was responsible for advising investment funds on a range of risk and compliance matters. In this role he was responsible for developing risk management programmes for funds operating across a range of investment strategies. Mr. De Barra joined KB Associates in 2008. Prior to this Mr. De Barra was Vice-President at Citi Fund Services (Ireland) Ltd (formerly BISYS), where he was responsible for the Financial Administration team (2003 to 2007). Prior to this Mr. De Barra was an accountant and auditor with PricewaterhouseCoopers Dublin (1998 to 2002) and was an assistant manager at AIB/BNY Fund Management (Ireland) Ltd (2002 to 2003) with responsibilities for statutory reporting. In addition, Mr. De Barra also acts as a director to a number of investment funds, investment managers and management companies.

Mr. De Barra holds a Bachelor of Commerce (Honours) Degree from National University of Ireland Galway and is a Fellow of the Institute of Chartered Accountants in Ireland.

**Andrew Kehoe (Irish resident)**

Mr. Kehoe has been a lawyer since 2002. He has a broad range of experience in the legal and financial services industry in Ireland and internationally. He is the Chief Executive Officer of Waystone Ireland, which includes the Manager. Previously Mr. Kehoe was responsible for both the legal and business development teams at KB Associates and was the Chief Executive Officer of the KB Associates' MiFID distribution firm in Malta.

Prior to joining KB Associates, Mr. Kehoe was a managing partner at a New York City law firm and worked as an investment funds solicitor at a Dublin law firm.

Mr. Kehoe holds a Bachelor of Science in Business from Fairfield University, a Juris Doctor law degree from New York Law School and a Diploma in International Investment Funds from the Law Society of Ireland. He is admitted to the Roll of Solicitors in Ireland, England and Wales, and is a member of the New York, New Jersey and Connecticut Bars.

**Barry Harrington (Irish resident)**

Barry Harrington is Waystone Ireland's Chief Operating Officer and is an executive director of KB Associates' AIFMD and UCITS authorised management company, KBA Consulting Management Limited. Prior to joining KB Associates, from 1998 to 2008, Mr Harrington worked for BISYS Hedge Fund Services (now Citi Fund Services (Ireland), Limited) in a variety of management roles supporting a number of leading hedge fund managers. His final role was as Vice President of fund accounting operations. Previously, Mr. Harrington worked at Chase Manhattan Bank (Ireland) Limited in fund accounting operations. Mr Harrington holds an M.A. in Economics and Finance from the National University of Ireland, Maynooth and is a CFA charterholder.

**John Oppermann (Irish resident)**

Mr Oppermann is resident in Ireland and has been involved in the Investment Funds, Asset Management and Fund Services industry for over 30 years in London and Dublin. He has extensive experience with investment funds domiciled in various locations and across a variety of asset classes and investment strategies. Mr. Oppermann is an independent, non-executive director (INED) of KBA Consulting Management Limited and is the Chair of its Independent Risk Committee. Mr. Oppermann co-founded The Fund Governance Boardroom Panel, a firm which specialises in Collective Investment Governance. He established JPO Corporate Services in 2009 to provide corporate services to entities establishing operations in Ireland and has acted as a consultant within the hedge fund industry since 2008. From 2004 to 2008 Mr. Oppermann held the position of General Manager of Olympia Capital Ireland, and senior positions at RMB International (part of the First Rand Group) and International Fund Services (IFS) from 2001 to 2004. Mr. Oppermann established Capita's Registrar operation in Ireland after they purchased the share registration business of PwC and was Country Manager from 1998 to

2001. From 1995 to 1998 Mr. Oppermann was a member of the senior management team at Mellon Fund Administration (Ireland). Prior to that Mr. Oppermann held a number of senior financial and operational positions in the investment management, pensions and financial services divisions with The Prudential Corporation in London from 1987 to 1995. Mr. Oppermann is a non-executive director for a number of Companies and Funds. He is one of the founding members of the Irish Fund Directors Association and has served on council from 2015 – 2018.

Mr. Oppermann is a Fellow of the Chartered Association of Certified Accountants, holds an MBA from the Michael Smurfit Graduate School of Business and has received the accreditation of Certified Investment Fund Director from the Institute of Banking School of Professional Finance.

### **Noelle White (Irish resident)**

Ms. White has extensive experience across a wide range of investment funds including UCITS, Exchange Trade Funds and Alternative Fund models such as private equity, private debt, venture capital and real estate funds.

Ms. White joined Waystone in 2017 in the Dublin office with responsibility for developing oversight and managing service delivery to clients as well as establishing a relationship management model for European products. In her current role as European Head of Onboarding, Ms White oversees the strategic growth of the European onboarding team and is also responsible for the management of a portfolio of investment fund clients covering both AIFMD and UCITS and supports the launch and ongoing management of funds to comply with regulatory and governance requirements.

Ms. White acts as a director to a number of investment fund vehicles predominantly in the real estate, private equity and private debt sectors. A qualified solicitor, Ms White has in excess of ten years of senior-level experience in asset management and investment funds. Ms White received a Bachelor degree in Business and Law from University College Dublin.

Investment Manager

The Manager may appoint one or more Investment Managers in respect of each Sub-Fund established by the Fund, the details of which will be specified in the Supplement for the relevant Sub-Fund.

### **Distributor**

The Manager may appoint one or more Distributors in relation to each Sub-Fund or Class. Details of any such Distributor will be disclosed in the relevant Supplement.

### **Investment Committee**

The Investment Committee appointed by the Investment Manager will provide an oversight role for the Investment Manager and details of any such Investment Committee shall be provided in the Supplement for the relevant Sub-Fund. The Investment Committee will provide additional review and oversight on the role of the Investment Manager for the Manager. It shall assist the Manager in providing an additional check that the portfolio is managed in compliance with the UCITS regulations applicable to the Sub-Fund. It shall also provide additional assistance to the Manager in monitoring the performance

and investment strategy of the Investment Manager. The Investment Committee will neither have any discretionary investment management powers nor will they receive a fee for their role. It will also not provide any advice to the Investment Manager. It may request the Investment Manager to explain any of its investment management decisions. The Investment Manager however retains full investment management powers.

### **Investment Advisor**

The Investment Manager, in consultation with the Manager, may appoint from time to time with the written approval of the Manager an Investment Advisor to provide non-discretionary investment advice in respect of each Sub-Fund established by the Fund, the details of which will be specified in the Supplement for the relevant Sub-Fund.

### **Administrator**

Pursuant to the Administration Agreement the Manager and the Fund have appointed Citibank Europe plc to act as the administrator, registrar and transfer agent of the Fund with responsibility for performing the day-to-day administration of the Fund including the calculation of the Net Asset Value and the Net Asset Value per Share.

The Administrator is a licensed bank, authorised and regulated by the Central Bank. The Administrator was incorporated in Ireland on 9 June 1988 under registered number 132781. The Administrator is a member of the Citigroup group of companies, having its ultimate parent Citigroup Inc., a US publicly quoted company.

The Administrator will only be liable to the Fund and the Shareholders for any loss suffered by them as a result of the negligence, fraud, bad faith, recklessness or wilful default on the part of the Administrator.

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

The Administrator is not involved directly or indirectly with the business affairs, organisation, sponsorship or management of the Fund and is responsible and liable only for its duties that it provides to the Fund in accordance with the Administration Agreement.

### **Depositary**

Pursuant to the Depositary Agreement the Fund has appointed Citi Depositary Services Ireland Designated Activity Company as the Depositary of the Fund.

The Depositary shall act as depositary of the Fund's assets and shall be responsible for the oversight of the Fund to the extent required by and in accordance with applicable law, rules and regulations. The Depositary shall exercise the supervisory duties in accordance with applicable law, rules and regulations as well as the Instrument of Incorporation and the Depositary Agreement.

The Depositary is a designated activity company registered in Ireland with number 193453 and with its registered office at 1 North Wall Quay, Dublin 1. The Depositary is regulated by the Central Bank of Ireland under the Investment Intermediaries Act 1995. The principal activity of the Depositary is to provide depositary services to collective investment schemes and other portfolios, such as the Fund.

Under the terms of the Depositary Agreement, the Depositary has been appointed as depositary of the Fund's assets and the assets of the Fund have been entrusted to the Depositary for safekeeping. The key duties of the Depositary are to perform the depositary duties referred to in Regulation 34 of the UCITS Regulations, essentially consisting of:

- i. monitoring and verifying the Fund and each Sub-Fund's cash flows;
- ii. safekeeping of the Fund's assets, including, inter alia, verification of ownership;
- iii. ensuring that the issue, redemption, cancellation and valuation of Shares are carried out in accordance with the Articles of Association and applicable law, rules and regulations;
- iv. ensuring that in transactions involving the Fund's assets any consideration is remitted to the Fund within the usual time limits;
- v. ensuring that the Fund and each Sub-Fund's income is applied in accordance with the Articles of Association, applicable law, rules and regulations; and
- vi. carrying out instructions of the Fund unless they conflict with the Articles of Association or applicable law, rules and regulations.

#### *Depositary Liability*

In carrying out its duties, the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Fund and its Shareholders and shall exercise due care and diligence in the discharge of its duties.

In the event of a loss of a financial instrument held in custody, determined in accordance with the UCITS Directive, and in particular Article 18 of the Commission Delegated Regulation, the Depositary shall return financial instruments of identical type or the corresponding amount to the Fund without undue delay.

The Depositary shall not be liable if it can prove that the loss of a financial instrument held in custody has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary pursuant to the Commission Delegated Regulation.

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

The Depositary will also be liable to the Fund and the Shareholders for all other losses suffered by them as arising from the Depositary's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive.

Save where prohibited by applicable law or regulation including without limitation as may be prohibited by the UCITS Directive, the Depositary shall not be liable for consequential or indirect or special damages or losses, arising out of or in connection with the performance or non-performance by the Depositary of its duties and obligations.

#### *Delegation of Safekeeping Function and Conflicts of Interest*

Under the terms of the Depositary Agreement the Depositary has the power to delegate certain of its depositary functions. In general, whenever the Depositary delegates any of its custody functions to a delegate, the Depositary will remain liable for any losses suffered as a result of an act or omission of the delegate as if such loss had arisen as a result of an act or omission of the Depositary. The use of securities settlement systems does not constitute a delegation by the Depositary of its functions.

As at the date of this Prospectus, the Depositary has entered into written agreements delegating the performance of its safekeeping function in respect of certain of the Fund's assets to Citibank, N.A. London Branch. As at the date of the Prospectus, the sub-delegates listed in Appendix IV have been appointed.

The liability of the Depositary will not be affected by the fact that it has delegated to a third party certain of its safekeeping functions in respect of the Fund's assets.

In order to discharge its responsibility in regard to the appointment of safekeeping delegates, the Depositary must exercise due skill, care and diligence in the selection, continued appointment and ongoing monitoring of a third party as a safekeeping agent so as to ensure that the third party has and maintains the expertise, competence and standing appropriate to discharge the responsibilities concerned; maintain an appropriate level of supervision over the safekeeping agent; and make appropriate inquiries from time to time to confirm that the obligations of the agent continue to be competently discharged.

From time to time conflicts may arise between the Depositary and the delegates or sub-delegates, for example where an appointed delegate or sub-delegate is an affiliated group company of the Depositary which receives remuneration for another custodial service it provides to the Fund. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to the applicable laws.

#### *Reuse of Sub-Fund Assets by the Depositary*

Under the Depositary Agreement the Depositary has agreed that it, and any person to whom it delegates custody functions, may not reuse any of the Fund's assets held in custody.

Reuse will be permitted in respect of the Fund's assets where:

- The reuse is carried out for the account of the Fund;
- The Depositary acts on the instructions of the Fund;
- The reuse of assets is for the benefit of the Fund and the Shareholders;
- The transaction is covered by high quality and liquid collateral received by the Fund under a title transfer arrangement, the market value of which shall, at all times, amount to at least the market value of the re-used assets plus a premium.

#### *Up-to-date information*

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

#### **Company Secretary**

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

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

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

Fees and expenses of Facilities Agents appointed by the Fund which will be at normal commercial rates will be borne by the Fund or the Sub-Fund in respect of which a Facilities Agent has been appointed unless otherwise disclosed in the Supplement relating to the relevant Sub-Fund. Where the fees and expenses will be borne by the Fund or the Sub-Fund, such fees and expenses will be payable only from the Net Asset Value attributable to the Class(es) all Shareholders of which are entitled to avail of the services of the Facilities Agent.

#### **Facilities Agent in the United Kingdom**

In connection with the Fund's recognition under Section 264 of the FSMA, the Fund, by way of a Facilities Agency Agreement has appointed UTI International Limited (the "Facilities Agent") to maintain the facilities required of a recognised scheme pursuant to the rules contained in the Collective Investment Schemes Sourcebook ("COLL") governing recognised schemes, published by the FCA as part of the FCA's Handbook of Rules and Guidance.

The facilities will be located at the offices of the Facilities Agent at UTI International Limited, 120 New Cavendish Street, London W1W 6XX, United Kingdom. The Fund does not have a permanent place of business in the United Kingdom.

At these facilities:

- 1 any person may inspect (free of charge) a copy in English of:
  - (a) the rules of the scheme or instrument of incorporation for the scheme and any subsequent amendments to these;
  - (b) the most recent Prospectus issued by the Fund as the same may be amended and supplemented from time to time;
  - (c) the most recent Key Investor Information Document issued by the Fund;
  - (d) the latest annual and half-yearly reports of the Fund; and
  - (e) any other documents required from time to time by COLL to be made available.
- 2 any person may obtain a copy in English of any of the above documents (free of charge in the case of documents (a),(b), (c) and (d)) and that no more than a reasonable charge in the case of the other documents;
- 3 any person may obtain information in English about the prices of shares;
- 4 a Shareholder may redeem or arrange for the redemption of its Shares and obtain payment in relation to such redemption. Any such redemption requests received by the Facilities Agent shall be sent to the Administrator for processing; and
- 5 any person may make a complaint about the operation of the scheme, which complaint the Facilities Agent will transmit to the Fund.

The Fund will pay the fees and out of pocket expenses of the Facilities Agent, which shall be calculated at normal commercial rates. The Facilities Agent will also be entitled to receive, from the Fund transaction charges at normal commercial rates.

### **Facilities Agent in Austria**

In accordance with Article 92 of EU Directive 2019/1160, Erste Bank der oesterreichischen Sparkassen AG (the "Austrian Facilities Agent") will fulfill the requirements of a facility in Austria and act as the Fund's Austrian facilities agent. The Austrian Facilities Agent's address is Am Belvedere 1, A-1100 Vienna, Austria.

## **Conflicts of Interest**

The Directors, the Manager, the Investment Manager(s), the Administrator, the Registrar and Transfer Agent, the Depositary, the Index Provider, an Authorised Participant or Market Maker and any Distributor appointed with respect to a particular Sub-Fund and their respective affiliates, officers, directors and shareholders, employees and agents (collectively the "Parties") are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with the management of the Fund and/or their respective roles with respect to the Fund. These activities may include managing or advising other funds, purchases and sales of securities, banking and investment management services, brokerage services, valuation of unlisted securities (in circumstances in which fees payable to the entity valuing such securities may increase as the value of assets increases) and serving as directors, officers, advisers or agents of other funds or companies, including funds or companies in which the Fund may invest. An Authorised Participant or one of its affiliates may also act as the index provider or the market-maker in accordance with the relevant agreements which are in place. The Directors acknowledge that, by the virtue of the functions which the Parties carry on in connection with the Fund, potential conflicts of interest are likely to arise. The Directors expect that each Party and its affiliate will use reasonable endeavours to seek to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and where such conflicts cannot be resolved to disclose it fully to potential investors. In particular the Investment Manager may be involved in advising or managing other investment funds in which a Sub-Fund may invest or which have similar or overlapping investment objectives to or with the Fund or Sub-Funds.

The Investment Manager will use its best efforts in connection with the purposes and objectives of the Fund and will devote so much of its time and effort to the affairs of the Fund as may, in its judgment, be necessary to accomplish the purposes of the Fund.

In addition, principals and employees of the Investment Manager may, directly or through investments in other investment funds, have interests in the securities in which the Fund invests as well as interests in investments in which the Fund does not invest. As a result of the foregoing, the Investment Manager (and its officers, directors, employees and affiliates) may have conflicts of interest in allocating their time and activity between the Fund and other entities, in allocating investments among the Fund and other entities and in effecting transactions for the Fund and other entities, including ones in which the Investment Manager (and its officers, directors, employees and affiliates) may have a greater financial interest.

The Investment Manager (and its directors, officers, employees and affiliates) may give advice or take action with respect to such other clients that differs from the advice given with respect to the Fund. To the extent a particular investment is suitable for both the Fund and other clients, such investments will be allocated between the Fund or the other clients pro rata based on assets under management or in some other manner which the Investment Manager determines is fair and equitable under the circumstances to all clients, including the Fund. From the standpoint of the Fund, simultaneous identical portfolio transactions for the Fund or other clients may tend to decrease the prices received, and increase the prices required to be paid, by the Fund for its portfolio sales and purchases. Where less than the maximum desired number of shares of a particular security to be purchased are available at a

favourable price, the shares purchased will be allocated among the Fund and the other clients in an equitable manner as determined by the Investment Manager.

Each of the Parties will use its reasonable endeavours to ensure that the performance of their respective duties will not be impaired by any such involvement they may have and that any conflicts which may arise will be resolved fairly. In relation to co-investment opportunities which arise between the Fund and other clients of the Investment Manager, the Investment Manager will ensure that the Fund participate fairly in such investment opportunities and that these are fairly allocated.

There is no prohibition on transactions with the Fund by the Investment Manager and Distributor, the Manager, the Administrator, the Depositary or entities related to each of the Investment Manager and Distributor, the Manager, the Administrator or the Depositary with respect to a particular Sub-Fund including, without limitation, holding, disposing or otherwise dealing with Shares issued by or property of the Fund and none of them shall have any obligation to account to the Fund for any profits or benefits made by or derived from or in connection with any such transaction provided that such transactions are consistent with the best interests of Shareholders and dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis.

Transactions permitted are subject to:

- (a) certified valuation by a person approved by the Depositary (or the Manager in the case of a transaction with the Depositary) as independent and competent; or
- (b) executed on best terms on an organised investment exchange under its rules; or
- (c) where (i) and (ii) are not practical, the Depositary is satisfied that the relevant transaction is conducted at arm's length and is in the best interests of Shareholders or in the case of a transaction involving the Depositary, the Manager is satisfied that the transaction is at arm's length and in the best interests of Shareholders.

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

Investors in a Sub-Fund may also be counterparties with whom the Fund, in respect of a Sub-Fund, may enter into OTC swap contracts.

The Investment Manager or an associated company of the Investment Manager may invest in Shares so that a Sub-Fund or Class may have a viable minimum size or is able to operate more efficiently. In such circumstances the Investment Manager or its associated company may hold a high proportion of the Shares of a Sub-Fund or Class in issue.

In the event that a conflict of interest does arise, the Fund will endeavour, so far as is reasonably possible, to ensure it is resolved fairly.

Details of interests of the Directors are set out in the section of the Prospectus entitled “General Information - Directors’ Interests”.

The foregoing does not purport to be a comprehensive list or complete explanation of all potential conflicts of interest that may affect the Fund. The Fund may encounter circumstances or enter into transactions in which conflicts that are not discussed above may arise.

### **Soft Commissions**

The Investment Manager, its delegates or connected persons of the Investment Manager may not retain cash or other rebates but may receive, and are entitled to retain, research products and services (known as soft dollar benefits) from brokers and other persons through whom investment transactions are carried out (“brokers”) which are of demonstrable benefit to the Shareholders (as may be permitted under applicable rules and regulations) and where such arrangements are made on best execution terms and brokerage rates are not in excess of customary institutional full-service brokerage rates and the services provided must be of a type which assist in the provision of investment services to the Fund.

### **Fee Rebate**

Where the Investment Manager, or any of its delegates, successfully negotiates the recapture of a portion of commissions charged by brokers or dealers in connection with the purchase and/or sale of securities, financial derivative instruments or techniques and instruments for the Fund or a Sub-Fund, the rebated commission shall be paid to the Fund or the relevant Sub-Fund as the case may be. The Investment Manager or its delegates may be paid/reimbursed out of the assets of the Fund or the relevant Sub-Fund for reasonable properly vouched costs and expenses directly incurred by the Investment Manager or its delegates in this regard. If the Investment Manager, or any of its delegates, will receive a fee for the arrangement and management of the provision of brokerage services, such fee will be disclosed in the relevant Supplement.

The Investment Manager may from time to time at its sole discretion and out of its own resources decide to give rebates to some or all Shareholders or their agents or intermediaries of part of or all of the Investment Manager fee. The Investment Manager also reserves the right to waive all of the Investment Manager fee, sales charge, redemption fee and conversion fee.

## **3. FEES AND EXPENSES**

### **Establishment Expenses**

The fees and expenses relating to the establishment of the Fund, the UTI India Dynamic Equity Fund and the UTI India Balanced Fund, including the fees of the Fund’s professional advisers will be borne by the Investment Manager. The costs relating to the launch of the UTI India Sovereign Bond UCITS ETF are estimated to be up to USD 100,000 and will be amortised over the first five years of the Sub-Fund’s operation.

## **Operating Expenses and Fees**

Unless otherwise provided for in the relevant Supplement, the Fund will pay all its operating expenses and the fees hereinafter described as being payable by the Fund. Expenses paid by the Fund throughout the duration of the Fund unless otherwise provided for in the relevant Supplement, in addition to fees and expenses payable to the Manager, the Administrator, the Depositary, the Investment Manager, the Distributor and the Paying Agent appointed by or on behalf of the Fund include but are not limited to brokerage and banking commissions and charges, legal and other professional advisory fees, company secretarial fees, Companies Registration Office filings and statutory fees, regulatory fees, auditing fees, translation and accounting expenses, interest on borrowings, taxes and governmental expenses applicable to the Fund costs of preparation, translation, printing and distribution of reports and notices, all marketing material and advertisements and periodic update of the Prospectus, stock exchange listing fees, all expenses in connection with registration, listing and distribution of the Fund and Shares issued or to be issued, all expenses in connection with obtaining and maintaining a credit rating for any Sub-Funds or Classes or Shares, expenses of Shareholders meetings, Directors' insurance premia, expenses of the publication and distribution of the Net Asset Value, clerical costs of issue or redemption of Shares, postage, telephone, facsimile and telex expenses and any other expenses in each case together with any applicable value added tax. Any such expenses may be deferred and amortised by the Fund in accordance with standard accounting practice, at the discretion of the Directors. While this is not in accordance with Accounting Standards issued by the Accounting Standards Board, and may result in the audit opinion on the annual report being qualified in this regard, the Directors believe that such amortisation would be fair and equitable to investors. An estimated accrual for operating expenses of the Fund will be provided for in the calculation of the Net Asset Value of each Sub-Fund. Operating expenses and the fees and expenses of service providers which are payable by the Fund shall be borne by all Sub-Funds in proportion to the Net Asset Value of the relevant Sub-Fund or attributable to the relevant Class provided that fees and expenses directly or indirectly attributable to a particular Sub-Fund or Class shall be borne solely by the relevant Sub-Fund or Class.

### **Directors' Fees**

The Directors are authorised to charge a fee for their services at a rate determined by the Directors up to a maximum fee per Director of EUR 20,000 per annum and may be entitled to special remuneration if called upon to perform any special or extra services to the Fund.

All Directors will be entitled to reimbursement by the Fund of expenses properly incurred in connection with the business of the Fund or the discharge of their duties.

### **Manager's Fee**

The Manager shall be entitled to receive from the Fund a fee in relation to each Sub-Fund or Class as specified in the relevant Supplement.

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

The Investment Manager shall be entitled to receive from the Fund a fee in relation to each Sub-Fund

or Class as specified in the relevant Supplement.

### **Administrator's Fee**

The Administrator shall be entitled to receive from the Fund a maximum annual fee of 1.5% of the NAV of the Fund. Such fee shall be calculated and accrued as at each Valuation Point and shall be payable monthly in arrears.

The Administrator shall also be entitled to be reimbursed out of the assets of the Fund for all reasonable out-of-pocket expenses incurred by the Administrator in the proper performance of its duties.

### **Depository's Fees**

The Depository shall be entitled to receive from the Fund a maximum annual fee 0.5% of the NAV of the Fund which shall consist of a fee per Class, a fee based on the market value of the assets of the Fund (which shall vary from country to country), a fee per transaction (which shall also vary from country to country) and a fee for each third party fixed deposit, foreign exchange deal and outward payment affected by the Depository on behalf of the Fund. Such fees shall be calculated and accrued as at each Valuation Point and shall be payable monthly in arrears.

The Depository shall also be entitled to be reimbursed by the Fund out of the assets of the Fund any properly vouched reasonable out-of-pocket expenses incurred by it on behalf of the Fund including those arising from settlement and custody activities in specific markets, such as stamp duty, securities re-registration fees and proxy voting physical representation and the fees of any sub-depository appointed by it at normal commercial terms.

All fees and charges payable by the Fund under the Depository Agreement shall be increased by the amount of any applicable value added taxes or duties.

### **Auditors' Fee**

The Fund shall pay a maximum annual fee to the Auditors of up to €70,000 (excluding VAT), as may agreed from time to time by the Directors.

### **Paying/Facilities Agents' Fees**

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

### **Service Providers' Fees**

Unless otherwise provided for in the relevant Supplement, the annual fees and expenses of the Administrator, the Manager, the Depository, Investment Manager, the Distributor and any other service providers in respect of each Sub-Fund shall be paid out of the assets of the relevant Sub-Fund. The

details of fees and expenses payable to the service providers in respect of each Sub-Fund, which are payable out of the assets of the relevant Sub-Fund, shall be disclosed in the relevant Supplement.

### **Subscription Fees, Redemption Fees and Conversion Fees**

Details of any subscription fee, redemption fee and conversion fees payable to the Fund will be set out in the relevant Supplement.

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

The Fund reserves the right to impose “an anti-dilution levy” representing a provision for market spreads (the difference between the prices at which assets are valued and/or bought or sold), duties and charges relating to the acquisition or disposal of assets in order to preserve the value of the underlying assets of a Sub-Fund in the event of receipt for processing in the Primary Market of net subscription or redemption requests exceeding 1% of the Net Asset Value of a Sub-Fund including subscriptions and/or redemptions which would be effected as a result of requests for conversion from one Sub-Fund into another Sub-Fund. Any such provision will be added to the price at which Shares will be issued in the case of net subscription requests exceeding 1% of the Net Asset Value of the Sub-Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 1% of the Net Asset Value of the Sub-Fund including the price of Shares issued or redeemed as a result of requests for conversion unless the Directors approve otherwise.

### **Swing Pricing**

Under certain circumstances and where provided in the Supplement relating to a Sub-Fund, the Directors, in consultation with the Manager, have the power to adjust the Net Asset Value per Share applicable to the issue price as described below under "Swing Pricing". In any case, the adjustments to the Net Asset Value per Share applicable at any Valuation Point shall be identical for all issues dealt with as of that Business Day.

The Swing Pricing methodology is described below under “Swing Pricing”.

### **Fee Increases**

The rates of fees for the provision of services may be increased within the maximum levels stated above so long as at least one month's written notice of the new rate(s) is given to Shareholders of the relevant Sub-Fund or Class.

### **Remuneration Policy of the Manager**

The Manager has established, implemented and maintains a remuneration policy which meets the requirements of, and complies with the principles set out in UCITS V and the ESMA Remuneration Guidelines relating to same (the “Remuneration Guidelines”) and ensures that the Investment Manager has an appropriate remuneration policy in place which is in compliance with the Remuneration Guidelines.

The Manager's remuneration policy applies to staff whose professional activities might have a material impact on the Fund's risk profile and so covers senior management, risk takers, control functions and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the risk profile of the Fund. The Manager's remuneration policy is accordingly consistent with, and promotes, sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profile of the Fund.

Consistent with the principal of proportionality referred to in the Remuneration Guidelines the payout process requirements in the Remuneration Guidelines have been disapplied in the Manager's remuneration policies. This disapplication has been made following assessment by the Manager of each of the payout process requirements and takes account of specific facts applicable to each and is appropriate to each size, internal organisation and the nature, scope and complexity of its activities. The Remuneration Policy of the Manager can be found at [www.kbassociates.ie](http://www.kbassociates.ie). A copy can be requested free of charge from the Manager.

## 4. THE SHARES

### General

Shares in a Sub-Fund may be subscribed for in the Primary Market as detailed below under “Application for Shares in the Primary Market” and in the relevant Supplement to this Prospectus.

Where the Shares of a Class in a Sub-Fund are listed and actively traded on a Relevant Stock Exchange, the Shares of that Class may also be acquired or purchased through the Secondary Market. General information on this is detailed below under “Dealing in the Secondary Market where a Sub-Fund is an Exchange Traded Sub-Fund”. Furthermore where it is intended that Shares of a Class in a Sub-Fund will be listed and actively traded on a Relevant Stock Exchange, this will be disclosed in the Supplement relating to the relevant Sub-Fund.

Shares issued in a Sub-Fund or Class on the Primary Market will be in such form (e.g. registered shares, bearer shares, certificated shares, un-certificated shares, etc) and denominated in such currency as set out in the relevant Supplement. Registered Shares may be represented by a Global Share Certificate or may be issued in dematerialised (or uncertificated) form in accordance with the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996. Such Global Share Certificates will be issued and deposited with a Clearing Agent. Global Share Certificates will be transferable in accordance with applicable laws and any rules and procedures issued by any Clearing Agent concerned with such transfer. Such Registered Shares represented by a Global Share Certificate are freely transferable subject to and in accordance with the rules of the relevant Clearing Agent. Shareholders who are not participants in such systems will only be able to transfer such Registered Shares represented by a Global Share Certificate through a financial intermediary who is a participant in the settlement system of the relevant Clearing Agent

Where Shares in a Sub-Fund or Class are issued in registered form, title to Shares will be evidenced by the entering of the investor’s name in writing on the Fund’s register of Shareholders. Amendments to a Shareholder’s registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder. Where Shares in bearer form are issued, they will be evidenced by the issue of a bearer certificate, details of which will be inserted in the Fund’s register of Shareholders.

Shares will have no par value and save where otherwise disclosed in the relevant Supplement, will first be issued in the Primary Market on the last Business Day of the initial offer period specified in the relevant Supplement at the Initial Price as specified in the relevant Supplement. Thereafter Shares shall be issued in the Primary Market on any Dealing Day at the Net Asset Value per Share. Save where disclosed in the relevant Supplement, it is not intended to impose a subscription fee on Shares subscribed for on the Primary Market.

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

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

The Directors have power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation. If it shall come to the notice of the Directors or if the Directors shall have reason to believe that any Shares are owned directly or beneficially by any person or persons in breach of restrictions imposed by the Directors or any declarations or information is outstanding (including inter alia any declarations or information required pursuant to anti-money laundering or counter terrorist financing requirements), the Directors shall be entitled (subject to appropriate authority under the Articles of Association) to give notice (in such form as the Directors deem appropriate) of their intention to compulsorily redeem that person's Shares. The Directors may (subject to appropriate authority under the Articles of Association) charge any such Shareholder, any legal, accounting or administration costs associated with such compulsory redemption. In the event of a compulsory redemption, the redemption price will be determined as of the Valuation Point in respect of the relevant redemption day specified by the Directors in their notice to the Shareholder. The proceeds of a compulsory redemption shall be paid in accordance with the redemption provisions outlined below.

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

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

The Manager (or its duly appointed delegate) generally encourages investors who acquire Shares to invest in the Sub-Funds as part of a long-term investment strategy and discourage excessive or short term or abusive trading practices. Such activities, sometimes referred to as "market timing", may have a detrimental effect on the Sub-Funds and Shareholders. For example, depending upon various factors such as the size of the Sub-Fund and the amount of its assets maintained in cash, short-term or excessive trading by Shareholders may interfere with the efficient management of the Sub-Funds portfolio, increased transaction costs and taxes and may harm the performance of the Sub-Fund.

The Manager (or its duly appointed delegate) seeks to deter and prevent abusive trading practices and to reduce these risks, through several methods, including the following:

- (i) to the extent that there is a delay between a change in the value of a Sub-Funds portfolio holdings and the time when that change is reflected in the Net Asset Value per Share, a Sub-Fund is exposed to the risk that investors in the Primary Market may seek to exploit this delay by purchasing or redeeming Shares at a Net Asset Value per Share which does not reflect appropriate fair value prices. The Manager (or its duly appointed delegate) seeks to deter and prevent this activity, sometimes referred to as “stale price arbitrage”, by the appropriate use of their power to adjust the value of any investment having regard to relevant considerations in order to reflect the fair value of such investment.
- (ii) the Manager may, or may instruct the Administrator to monitor Shareholder account activities in order to detect and prevent excessive and disruptive trading practices and reserve the right to exercise their discretion to reject any subscription or conversion transaction without assigning any reason therefor and without payment of compensation if, in their judgment, the transaction may adversely affect the interest of a Sub-Fund or its Shareholders. The Manager or the Administrator may also monitor Shareholder account activities for any patterns of frequent purchases and sales that appear to be made in response to short-term fluctuations in the Net Asset Value per Share and may take such action as they deem appropriate to restrict such activities.

There can be no assurances that abusive trading practices can be mitigated or eliminated. For example, nominee accounts in which purchases and sales of Shares by multiple investors may be aggregated for dealing with the Sub-Fund on the Primary Market on a net basis, conceal the identity of underlying investors in a Sub-Fund which makes it more difficult for the Manager (or its duly appointed delegate) to identify abusive trading practices.

### **Application for Shares in the Primary Market**

Initial applications on the Primary Market should be made using an Application Form obtained from the Administrator or Distributor but may, if the Directors so determine, be made by facsimile or by electronic means subject to prompt transmission to the Administrator of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Directors or their delegate. No redemptions or dividends will be processed until the original Application Form and such other papers as may be required by the Directors have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares on the Primary Market following the initial subscription may be made by facsimile, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Directors or their delegate. Amendments to a Shareholder’s registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Applications accepted by the Administrator on behalf of the Fund and received by the Administrator prior to the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any applications received after the Dealing Deadline will be dealt with on the following Dealing Day subsequent to the relevant Dealing Day unless the Directors in their absolute discretion and in exceptional circumstances only may otherwise determine. Such discretion may only be exercised by the Directors where the

application is received subsequent to the Dealing Deadline but before the Net Asset Valuation Point. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

Following the expiry of the Initial Offer Period, Shares will be issued at the Net Asset Value per Share plus any applicable duties and charges and payments as described in the relevant Supplement. For additional information on applications for Shares by U.S. Persons please see Appendix III to this Prospectus.

#### *Operation of Umbrella Cash Accounts*

Subscription monies received from an investor in advance of a Dealing Day in respect of which an application for Shares has been, or is expected to be, received will be held in Umbrella Cash Accounts in the name of the relevant Sub-Fund and will be treated as an asset of the relevant Sub-Fund upon receipt and will not benefit from the application of any investor money protection rules (i.e. the subscription monies in such circumstance will not be held on trust as investor monies for the relevant investor). In such circumstance, the investor will be an unsecured creditor of the relevant Sub-Fund with respect to the amount subscribed and held by the Fund until such Shares are issued as of the relevant Dealing Day. In the event of an insolvency of the Sub-Fund or the Fund, there is no guarantee that the Sub-Fund or the Fund will have sufficient Sub-Funds to pay unsecured creditors in full.

Your attention is drawn to the section of the Prospectus entitled “Risk Factors” –“Operation of Umbrella Cash Account” above.

#### *Fractions*

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will, save where otherwise provided in the relevant Supplement, be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be calculated to less than two decimal places of a Share.

Subscription monies, representing less than two decimal places of a Share, will not be returned to the investor but will be retained by the Fund in order to defray administration costs.

#### *Method of Payment*

Subscription payments net of all bank charges should be paid by CHAPS, SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form by such time as set out in the relevant Supplement. Other methods of payment are subject to the prior approval of the Directors and agreement of the Administrator.

Unless otherwise disclosed in a Sub-Fund Supplement and subject to the below listed conditions, the Directors may on any Dealing Day allot Shares in any Class on terms that settlement shall be made by the vesting in the Fund assets of the type in which the subscription monies for the relevant shares may

be invested in accordance with the investment objective, policy and restrictions of the relevant Sub-Fund.

Dealing is carried out at forward pricing basis. i.e. the Net Asset Value next computed after receipt of subscription requests.

#### *Currency of Payment*

Subscription monies are payable in the currency applicable to each Class. However, the Fund may accept payment in such other currencies, with the agreement of the Administrator and Directors as at the prevailing exchange rate quoted by the Administrator. The cost and risk of converting currency will be borne by the investor.

#### *Timing of Payment*

Payment in respect of subscriptions must be received in cleared funds by the Administrator by such time specified in the relevant Supplement. If payment in cleared funds in respect of a subscription has not been received by the relevant time specified in the Supplement, the Directors or its delegate may (and in the event of non-clearance of funds, shall) cancel the allotment.

#### *Subscriptions in specie*

At the discretion of the Directors, following consultation with the Manager, where provided for in the relevant Supplement and subject to the below listed conditions, the Fund may accept in specie applications for Shares provided that the nature of the assets to be transferred into the Fund qualify as investments in which the subscription monies for the relevant shares may be invested in accordance with the investment objective, policy and restrictions of the relevant Sub-Fund.

Where permitted Shares can be purchased in Creation Unit aggregations in exchange for the in specie deposit by the purchaser of a basket of securities in the form of the constituents of the Index and in the proportions set down in the Index ("Deposit Securities"), together with the deposit of a specified cash payment ("Balancing Amount").

The Balancing Amount per Creation Unit is an amount equal to the difference between (1) the Net Asset Value per Creation Unit of the Sub-Fund at the Valuation Point and (2) the total aggregate market value (per Creation Unit of the Sub-Fund) of the Deposit Securities determined at the Valuation Point ("Securities Deposit Value"). The Balancing Amount serves the function of compensating for any differences that may exist, between the Net Asset Value per Creation Unit and the Securities Deposit Value at the Valuation Point in respect of each Creation Unit. For example, the Balancing Amount may cover undistributed income accrued and held by a Sub-Fund. If the Balancing Amount is a negative number (i.e. if the Net Asset Value per Creation Unit is less than the Securities Deposit Value), the investor will receive the Balancing Amount.

The Administrator will make available on the Business Day following each Dealing Day at 8.00 a.m. GMT the list of Deposit Securities for that Dealing Day, which will contain the names and the required

number of the securities and the Balancing Amount to be included in the current list of Deposit Securities (the "Portfolio Deposit") of the Sub-Fund for orders submitted on the Dealing Day. The identity and number of Deposit Securities required for a Portfolio Deposit of the Sub-Fund changes from day to day as rebalancing adjustments to the Sub-Fund's portfolio are effected from time to time by the Investment Manager with a view to achieving the investment objective of the Sub-Fund. The identity and required number of the Deposit Securities and the Balancing Amount required for a Portfolio Deposit will be available upon request from the Administrator.

Assets so transferred shall be vested with the Depositary or arrangements shall be made to vest the assets with the Depositary. The number of Shares to be issued shall not exceed the amount that would be issued for the cash equivalent. The Depositary shall be satisfied that the terms of any exchange will not be such as are likely to result in any prejudice to the existing shareholders of the Sub-Fund. The cost of such subscription in specie shall be borne by the relevant Shareholder.

- (i) No Shares shall be issued until the investments have been vested or arrangements are made to vest the investments with the Depositary or its sub-depositary to the Depositary's satisfaction;
- (ii) Any such exchange shall be effected on terms that the number of Shares to be issued shall be the number (including, at the Director's discretion, fractions of Shares) which would have been issued at the subscription price for a cash amount equal to the value of the investments including such sum as the Directors may consider represents an appropriate provision for charges arising in connection with the vesting of the investments;
- (iii) The investments to be transferred to the Fund shall be valued by applying the rules relating to valuation of investments contained in the Articles;
- (iv) There may be paid to the incoming Shareholder out of the assets of the relevant Sub-Fund a sum in cash equal to the value at the current price of any fraction of a Share excluded from the calculation aforesaid; and
- (v) The Depositary shall be satisfied that the terms of such exchange shall not be such as are likely to result in any material prejudice to the existing Shareholders.

#### *Confirmations*

Confirmation in writing of entry on the register of Shareholders in the Primary Market will be sent to Shareholders within such period as set out in the relevant Supplement.

Application Forms may be obtained from the Fund or the Administrator. The Minimum Subscription, Minimum Redemption and, where applicable, the Minimum Holding for Shares obtained on the Primary Market are set out in the Supplement for each Sub-Fund

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

Measures aimed at the prevention of money laundering and terrorist financing require a detailed verification of the investor's identity, address and source of funds and where applicable the beneficial owner on a risk sensitive basis and the on-going monitoring of the business relationship. Additional verification in the case of a politically exposed person ("PEP's"), an individual who is or has, at any time in the preceding year, been entrusted with prominent public function, an investor who is an immediate family member of PEP, or an investor known to close associates of a PEP, must also be treated as a PEP. By way of example of suitable verification an individual may be required to produce an original certified copy of a passport or their photographic identification, together with two original copies of evidence of his/her address, such as a utility bill or bank statement. The investor may also be asked to provide his/her date of birth and tax residence if not shown on the material provided.

In the case of corporate investors, such measures may require production of a certified copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business address of all directors. Depending on the circumstances of each application, a detailed verification might not be required where for example, the application is made through a recognised intermediary. This exception will only apply if the intermediary referred to above is located within certain countries recognised by the Fund as having equivalent anti-money laundering and counter terrorist financing regulations (a list of these countries is available from the Administrator) and the investor produces a letter of undertaking from the recognised intermediary. Intermediaries cannot rely on third parties to meet the obligation to monitor the on-going business relationship with an investor which remains their ultimate responsibility.

The Fund (or the Administrator or the Manager on behalf of the Fund) may request such additional information as it believes is necessary to verify the investor's identity, address and source of funds before the account is opened and subscription into the Fund is accepted. Verification of the investor's identity is required to take place before the subscription is assessed.

In the event of delay or failure by an investor or applicant to produce any information required for verification purposes, the Fund may refuse to accept the application or to return the subscription monies or may refuse to make payment of any repurchase proceeds until the required information is provided. If an application is rejected, the Administrator will return application monies or the balance thereof by telegraphic transfer in accordance with any applicable laws to the account from which it was paid at the cost and risk of the applicant. None of the Fund, the Directors, the Investment Manager or the Administrator shall be liable to the subscriber or Shareholder where an application for Shares is not processed or payment of repurchase proceeds is delayed in such circumstances.

## **Data Protection**

Prospective investors should note that by completing the Application Form they are providing information to the Fund, which may constitute "personal data" within the meaning of the Data Protection Legislation.

This data will be used for the specific purposes set out in the Application Form which include but are not limited to client identification, the management and administration of investors holding in the Fund, in order to comply with any applicable legal, taxation or regulatory requirements. Personal data provided to the Fund (which may include where relevant personal data of persons connected with a corporate

Shareholder such as directors, beneficial owners, representatives etc) may be disclosed to such third parties as identified in the Application Form including regulatory bodies, tax authorities, service providers of the Fund such as the Administrator, the Investment Manager, the Depositary etc, delegates and advisors of the Fund and their or the Fund's duly authorised agents and any of their respective related, associated or affiliated companies wherever located (including to countries outside the EEA which may not have the same data protection laws as in Ireland) for the purposes specified.

Investors have a right to obtain a copy of their personal data kept by the Fund, the right to rectify any inaccuracies in personal data held by the Fund and in a number of circumstances a right to be forgotten and a right to restrict or object to processing. In certain limited circumstances, a right to data portability may apply. Where a Shareholder is required to give his/her consent to the processing of personal data for certain specific purposes, that Shareholder may withdraw this consent at any time.

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

A copy of the data privacy statement of the Fund is available upon request from the Manager or on the following website: <https://utifunds.com>.

It should also be noted that service providers of the Fund may act as data controllers of the personal data provided to the Fund in certain circumstances. In such instances, all rights afforded to Shareholders as data subjects under the Data Protection Legislation shall be exercisable by a Shareholder against that service provider as the data controller of his/her personal data.

### **Beneficial Ownership Regulations**

The Fund may also request such information (including by means of statutory notices) as may be required for the maintenance of the Fund's beneficial ownership register in accordance with the Beneficial Ownership Regulations.

It should be noted that a Beneficial Owner has, in certain circumstances, obligations to notify the Fund in writing of relevant information as to his/her status as a Beneficial Owner and any changes thereto (including where a Beneficial Owner has ceased to be a Beneficial Owner). Under the Beneficial Ownership Regulations, the Fund shall be obliged to file certain information on its Beneficial Owners (including name, nationality, country of residence, social security number (which shall be displayed in hashed form only) and details of the interest held in the Fund) with a central register which will be accessible to the public.

Applicants should note that it is an offence under the Beneficial Ownership Regulations for a Beneficial Owner to (i) fail to comply with the terms of a beneficial ownership notice received from or on behalf of the Fund or (ii) provide materially false information in response to such a notice or (iii) fail to comply with his/her obligations to provide relevant information to the Fund as to his/her status as a Beneficial Owner or changes thereto in certain circumstances or in purporting to comply, provide materially false information.

## **Redemption of Shares in the Primary Market**

Shareholders may redeem their Shares on a Dealing Day at the Net Asset Value per Share for that class calculated as at the Valuation Point in relation to that Dealing Day (save during any period when the calculation of Net Asset Value is suspended).

Applications for the redemption of Shares in the Primary Market should be made to the Administrator by facsimile or signed original redemption application and should include such information as may be specified from time to time by the Directors or their delegate. Requests for redemption received prior to the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any requests for redemption received after the Dealing Deadline for a Dealing Day will be dealt with on the next Dealing Day subsequent to the relevant Dealing Day unless the Directors, following consultation with the Manager, in their absolute discretion and in an equitable manner determine otherwise. Such discretion may only be exercised by the Directors where the request is received subsequent to the Dealing Deadline but before the Net Asset Valuation Point. Redemption requests will only be accepted where cleared funds and completed documents are in place from original subscriptions.

Any failure to supply the Fund or the Administrator with any documentation requested by them for anti-money laundering purposes may result in a delay in the settlement of redemption proceeds or dividends payable. In such circumstances, any redemption proceeds payable or sums payable by way of dividend to Shareholders shall remain an asset of the relevant Sub-Fund until such time as the Administrator has verified the Shareholder's identity to its satisfaction, following which such redemption proceeds or dividend payable will be paid. It is the responsibility of the investor to ensure all required documentation and information is provided promptly and is complete and accurate, so that the redemption proceeds or dividends payable may be released in a timely manner. Where such monies cannot be released due to outstanding, incomplete or inaccurate information, it should also be noted that the investor shall have ceased being considered a Shareholder, and will instead rank as a general unsecured creditor of the relevant Sub-Fund.

The Directors, following consultation with the Manager, may impose a minimum value of Shares which may be redeemed in any one redemption transaction, in which case such minimum value shall be disclosed in the relevant Supplement for the relevant Sub-Fund. If the redemption of part only of a Shareholder's shareholding would leave the Shareholder holding less than the Minimum Holding for the relevant Sub-Fund, the Administrator acting on the instructions of the Investment Manager may redeem the whole of that Shareholder's holding.

The Directors following consultation with the Manager may, with the consent or at the request of the relevant Shareholders, satisfy any request for the redemption of Shares by the transfer in specie to those Shareholders of assets of the relevant Sub-Fund having a value equal to the redemption price for the Shares redeemed as if the redemption proceeds were paid in cash less any redemption charge and other expenses of the transfer as the Directors may determine.

In accordance with the requirements of the Central Bank, a determination to provide redemption in specie may be solely at the discretion of the Directors, following consultation with the Manager, where

the redeeming Shareholder requests redemption of a number of Shares that represents 5% or more of the Net Asset Value of a relevant Sub-Fund provided that any such Shareholder requesting redemption shall be entitled to request the sale of any asset or assets proposed to be distributed in specie and the distribution to such Shareholder of the cash proceeds of such sale less the costs of such sale which shall be borne by the relevant Shareholder. The above regularly requirements may be disapplied in the case of any Sub-Fund which has been established as an exchange traded Sub-Fund where relevant Shareholder has subscribed for Shares in specie.

The Directors, following consultation with the Manager, may in their absolute discretion refuse to accept a request for redemption in specie where the Directors determine, in consultation with the Investment Manager, that it would not be practicable to satisfy such a request. Where a request for redemption in specie has been refused by the Directors, in consultation with the Investment Manager and the Manager, on the basis that it would not be practicable to satisfy such a request, the Administrator will reject the instruction from the relevant Shareholder and inform the Shareholder of the reason for the rejection. The Shareholder then has the option to submit a cash redemption request for settlement in the currency of the relevant Sub-Fund or Class.

The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Depositary as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the relevant Sub-Fund or Class.

#### *Operation of Umbrella Cash Accounts*

Redemption monies payable to an investor subsequent to a Dealing Day of a Sub-Fund as of which Shares of that investor were redeemed (and consequently the investor is no longer a Shareholder of the Sub-Fund as of the relevant Dealing Day) will be held in a Cash Account in the name of the relevant Sub-Fund and will be treated as an asset of the Sub-Fund until paid to that investor and will not benefit from the application of any investor money protection rules (i.e. the redemption monies in such circumstance will not be held on trust for the relevant investor). In such circumstance, the investor will be an unsecured creditor of the relevant Sub-Fund with respect to the redemption amount held by the Fund until paid to the investor. In the event of an insolvency of the Sub-Fund or the Fund, there is no guarantee that the Sub-Fund or the Fund will have sufficient funds to pay unsecured creditors in full.

Your attention is drawn to the section of the Prospectus entitled “Risk Factors” –“Operation of Umbrella Cash Accounts”.

#### *Deferral of Redemptions*

If the number of Shares to be redeemed on any Dealing Day exceeds 10% of the total number of Shares of a Sub-Fund in issue on that day or exceeds 10% of the Net Asset Value of the relevant Sub-Fund, the Directors or their delegate may at their discretion refuse to redeem any Shares in excess of 10% of the total number of Shares in issue or any Shares in excess of 10% of the Net Asset Value of the relevant Sub-Fund as the case may be, and, if they so refuse, the requests for redemption on such

Dealing Day shall be reduced pro rata and Shares which are not redeemed by reason of such refusal shall be carried forward in accordance with the provisions outlined in the Articles.

#### *Method of Payment*

Redemption payments will be made to the bank account detailed on the Application Form. Any amendments to an investor's registration details and payment instructions will only be effected on receipt of original documentation by the Administrator.

#### *Currency of Payment*

Shareholders will normally be repaid in the currency of the applicable Class. If, however, a Shareholder requests to be repaid in any other freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of and for the account, risk and expense of the Shareholder.

#### **Withdrawal of Redemption Requests**

Requests for redemption may not be withdrawn save with the written consent of the Fund or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Sub-Funds in respect of which the redemption request was made.

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

Shareholders are required to notify the Administrator through whom Shares have been purchased immediately if they become U.S. Persons. Any persons who are subject to restrictions on ownership of Shares in the Fund imposed by the Directors may be required to redeem or transfer their Shares. The Fund, in consultation with the Manager, may redeem any Shares which are or become owned, directly or indirectly, by or for the benefit of any person in breach of any restrictions on ownership from time to time specified by the Directors or if the holding of Shares by any person is unlawful or is likely to result or results in any tax, fiscal, legal, regulatory, pecuniary liability or disadvantage or material administrative disadvantage to any of the Fund, Shareholders or any Sub-Fund. The Fund may also redeem any Shares which are held by any person who holds less than the Minimum Holding, if applicable, or does not supply any information or declaration required under the Articles of Association within seven days of a request to do so. Any such redemption will be effected on a Dealing Day at the Net Asset Value per Share calculated on or with respect to the relevant Dealing Day on which the Shares are to be redeemed. The Fund may apply the proceeds of such compulsory redemption in the discharge of any taxation or withholding tax arising as a result of the holding or beneficial ownership of Shares by a Shareholder including any interest or penalties payable thereon. The attention of investors in relation to the section of the prospectus entitled "Taxation" and in particular the section therein headed "Taxation of the Fund in Ireland" which details circumstances in which the Fund shall be entitled to deduct from payments to Shareholders who are resident or ordinarily resident in Ireland amounts in respect of liability of to Irish taxation including any penalties and interest thereon and/or compulsorily redeem Shares to discharge such liability. Relevant Shareholders will indemnify and keep the Fund

indemnified against loss arising to the Fund by reason of the Fund becoming liable to account for tax on the happening of an event giving rise to a charge to taxation.

The HIRE Act was signed into U.S. law in March 2010. It includes provisions generally known as FATCA. The obligations of Irish financial institutions under FATCA will be covered by the provisions of the Ireland/U.S. Intergovernmental Agreement (“IGA”) and supporting Irish legislation/regulations. Although the full impact of the FATCA rules in Ireland is not yet known, the Fund will generally require Shareholders to provide documentary evidence of their tax residence and certain additional information in order to comply with the FATCA requirements.

### **Total Redemption of Shares**

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

- (a) on the giving by the Fund of not less than four nor more than twelve weeks' notice expiring on a Dealing Day to Shareholders of its intention to redeem such Shares; or
- (b) if the holders of 75% in value of the relevant Class(es) or Sub-Fund resolve at a meeting of the Shareholders duly convened and held that such Shares should be redeemed the redemption of such Shares is approved by resolution in writing signed by all the holders of Shares in that Class or Sub-Fund;
- (c) at the sole discretion of the Directors where they deem it appropriate because a material administrative disadvantage or adverse political, economic, fiscal, regulatory or other changes or circumstances affecting the relevant Sub-Fund or Class;
- (d) where the Shares of a Sub-Fund are de-listed from a Relevant Stock Exchange and are not listed or re-listed within three months on another Relevant Stock Exchange;
- (e) if the licence agreement relating to a Sub-Fund's use of an index is terminated or where the index provider ceases to publish a Sub-Fund's Index; or
- (f) in circumstances where an OTC swap contract entered into by the Fund with respect to a Sub-Fund is terminated earlier than its anticipated term for reasons such as modification or cancellation of the relevant Index for that Sub-Fund, illegality, material impediment to the counterparty to maintain or effect its hedge.

The Directors, following consultation with the Manager, may resolve in their absolute discretion to retain sufficient monies prior to effecting a total redemption of Shares to cover the costs associated with the subsequent termination of a Sub-Fund or Class or liquidation of the Fund.

### **Conversion of Shares in the Primary Market**

Subject to the approval of the Directors and the Minimum Subscription, Minimum Redemption and Minimum Holding of the relevant Sub-Fund or Classes and the provisions relating to the subscription

and redemption of Shares in the Primary Market set out above, Shareholders may convert some or all of their Shares in one Sub-Fund or Class ("the Original Sub-Fund") to Shares in another Sub-Fund or Class or another Class in the same Sub-Fund ("the New Sub-Fund"). Shareholders may apply to convert Shares on any day which is a Dealing Day by facsimile or written communication or as otherwise described in the relevant Supplement and should include such information as may be specified from time to time by the Directors or their delegate. Requests for conversion should be received prior to the earlier of the Dealing Deadline for redemptions in the Original Sub-Fund and the Dealing Deadline for subscriptions in the New Sub-Fund. Any applications received after such time will be dealt with on the next Dealing Day which is a dealing date for the relevant Sub-Funds, unless the Directors in their absolute discretion otherwise determine. Such discretion may only be exercised by the Directors where the application is received subsequent to the relevant Dealing Deadline but before the relevant Valuation Point for the relevant Dealing Day. Conversion requests will only be accepted where cleared funds and completed documents are in place from original subscriptions.

A conversion request will not be processed where the investor would be an initial investor in the New Sub-Fund and would not comply with the Minimum Subscription requirement for Shares in the New Sub-Fund.

Where a conversion request would result in a Shareholder holding a number of Shares of either the Original Sub-Fund or the New Sub-Fund which would be less than the Minimum Holding for the relevant Sub-Fund, the Administrator acting on the instructions of the Investment Manager may, if it thinks fit, convert the whole of the holding in the Original Sub-Fund to Shares in the New Sub-Fund or refuse to effect any conversion from the Original Sub-Fund.

Fractions of Shares which shall not be less than two decimal places of a Share may where not otherwise provided for in a Supplement, be issued by the Fund on conversion where the value of Shares converted from the Original Sub-Fund are not sufficient to purchase an integral number of Shares in the New Sub-Fund and any balance representing less than two decimal places of a Share will be retained by the Fund in order to defray administration costs.

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

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

where:-

S = the number of Shares of the New Sub-Fund that will be issued;

R = the number of Shares of the Original Sub-Fund to be converted;

NAV= is the Net Asset Value per Share of the Original Sub-Fund at the Valuation Point on the relevant Dealing Day;

- ER= the rate of exchange (if any) determined by the Directors on the relevant Dealing Day as the appropriate rate at which the Base Currency of the Original Sub-Fund Shares should be converted into the Base Currency of the New Sub-Fund Shares;
- F = a conversion charge (if any) of up to 5% of the Subscription Price of Shares to be issued in the New Sub-Fund or Class.
- SP= the Subscription Price of a Share in the New Sub-Fund at the Valuation Point on the relevant Dealing Day.

It is not intended to impose a conversion charge.

### **Withdrawal of Conversion Requests**

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

### **Transfer of Shares in the Primary Market**

Transfer of Shares in the Primary Market must be effected in writing in any usual or common form or in any other form approved by the Directors and the Manager from time to time. Every form of transfer must state the full name and address of each of the transferors and the transferees and must be signed by or on behalf of the transferors.

It is not intended to impose a fee for the registration of instruments of transfer.

The registration of transfers in the Primary Market may be suspended for such periods as the Directors may determine provided always that each registration may not be suspended for more than 30 days.

Shares are freely transferable save that the Directors may decline to register any transfer of Shares:-

- (i) where a Minimum Holding has been imposed with respect to a Sub-Fund or Class and in consequence of such transfer the transferor or the transferee would hold a number of Shares less than the Minimum Holding or the transferee would hold less than the Minimum Subscription;
- (ii) all applicable taxes and/or stamp duties have not been paid in respect of the instrument of transfer;
- (iii) the instrument of transfer is not deposited at the registered office of the Administrator or such other place as the Directors may reasonably request, accompanied, where applicable, by such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, such relevant information and declarations as the Directors may reasonably require from the transferee including, without limitation, information and declarations of the type which

may be requested from an applicant for Shares in the Fund and such fee as may from time to time be specified by the Directors for the registration of any instrument of transfer;

- they are aware or reasonably believe the transfer would result in the beneficial ownership of such Shares by a person in contravention of any restrictions on ownership imposed as set out herein or might result in legal, regulatory, pecuniary, taxation or material administrative disadvantage to the Fund or the relevant Sub-Fund or Shareholders as a whole; or
- for Shares issued to U.S. Persons, as provided in Appendix III to this Prospectus.

A transfer of Shares issued in dematerialised form in the Primary Market shall be made in accordance with and subject to the Companies Act, 1990 (Uncertificated Securities Regulations, 1996) (S.I. No. 68 of 1996) as may be amended from time to time and conditions imposed thereunder which may affect the Fund and facilities and requirements of a generally recognised book entry or other settlement system or clearing system and in accordance with any arrangements made by the Fund pursuant to the Articles of Association.

### **Dealing In Shares In The Secondary Market**

Where the Directors determine that a Sub-Fund of the Fund will be an exchange-traded Sub-Fund, Shares of one or more Classes of that Sub-Fund will be listed on one or more Relevant Stock Exchanges. The purpose of the listing of the Shares on Relevant Stock Exchanges is to enable investors to buy and sell Shares on the secondary market, normally via a broker/dealer or third party administrator, in smaller quantities than would be possible if they were to subscribe and/or redeem Shares through the Fund in the Primary Market. Upon such listings there is an expectation that members of the Relevant Stock Exchanges will act as market makers and provide offer and bid prices at which the Shares can be purchased or sold, respectively, by investors in accordance with the requirements of the Relevant Stock Exchange. The spread between such bid and offer prices is typically monitored by the Relevant Stock Exchanges. Certain Authorised Participants who subscribe for Shares may act as market makers; other Authorised Participants are expected to subscribe for Shares in order to be able to offer to buy Shares from or sell Shares to their customers as part of their broker/dealer business. Through such Authorised Participants being able to subscribe for or redeem Shares, a liquid and efficient secondary market may develop over time on one or more Relevant Stock Exchanges and/or other stock exchanges as they meet secondary market demand for such Shares. Through the operation of such a secondary market, persons who are not Authorised Participants will be able to buy Shares from or sell Shares to other secondary market investors or market makers, broker/dealers, or other Authorised Participants at prices which should approximate, after currency conversion, the Net Asset Value of the Shares. The Authorised Participant is not the underwriter of the of the Shares and is not, in its capacity as an authorised participant of the Sub-Fund, recommending an investment in the Sub-Fund by any person and has not determined the suitability of an investment in the Sub-Fund for any person.

Investors in a Secondary Market will be obliged to provide such information to their broker operating in the Relevant Stock Exchange as is necessary to verify the identity of an investor prior to an account

being opened in that investor's name. Investors should contact their broker for further details on the anti-money laundering requirements imposed by the Relevant Stock Exchange.

The Fund does not charge any transfer fee for purchases of Shares on the secondary market. Orders to buy Shares on the secondary market may incur costs over which the Fund has no control. The approval of any listing particulars pursuant to the listing requirements of the Relevant Stock Exchange does not constitute a warranty or representation by such Relevant Stock Exchange as to the competence of the service providers or as to the adequacy of information contained in the listing particulars or the suitability of the Shares for investment or for any other purpose.

For so long as the Shares are listed on any Relevant Stock Exchange, the Fund shall endeavor to comply with the requirements of the Relevant Stock Exchange relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Ireland this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription. Each Class of Shares of the relevant Sub-Fund may be listed on one or more Relevant Stock Exchanges.

Investors in the secondary market should be aware that the market price of a Share listed on a Relevant Stock Exchange may not reflect the Net Asset Value per Share. Any transactions in the Shares of the Fund on a Relevant Stock Exchange will be subject to the customary brokerage commissions and/or transfer taxes associated with the trading and settlement through the Relevant Stock Exchange. The settlement of trades in Shares on Relevant Stock Exchanges will be through the facilities of one or more Recognized Clearing Systems following applicable procedures which are available from the Relevant Stock Exchanges. Depending on the Relevant Stock Exchange the interest acquired in the Shares may be the legal and/or beneficial ownership. There can be no guarantee once the Shares are listed on a Relevant Stock Exchange that they will remain listed. Investors wishing to purchase or redeem Shares on the secondary market should contact their broker or third party administrator.

### **Intra-Day Portfolio Value**

Where the Directors determine that a Sub-Fund of the Fund will be an exchange-traded fund, the directors may, at their discretion make available, or may designate other persons to make available on their behalf, on each day on which the Relevant Stock Exchange is open for trading, an indicative net asset value for one or more Shares. If the Fund makes such information available on any Business Day, the intra-day portfolio value will be calculated based upon information available during the trading day or any portion of the trading day, and will ordinarily be based upon the current value of the assets/exposures of the relevant Sub-Fund in effect on such Business Day, together with any cash amount in the relevant Sub-Fund as at the previous Business Day. The Fund will make available an intraday portfolio value if this is required by (and at the frequency required by) any Relevant Stock Exchange.

Any intra-day portfolio value is not, and should not be taken to be or relied on as being, the value of a Share or the price at which Shares may be subscribed for or redeemed or purchased or sold on any Relevant Stock Exchange. In particular, any intra-day portfolio value provided for the Fund where the assets of the Fund are not actively traded during the time of publication of such intra-day portfolio value

may not reflect the true value of a Share, may be misleading and should not be relied on. The inability of the Fund or its designee to provide an intra-day portfolio value, on a real-time basis, or for any period of time, will not in itself result in a halt in the trading of the Shares on a Relevant Stock Exchange, which will be determined by the rules of the Relevant Stock Exchange in the circumstances. Investors on the secondary market should be aware that the calculation and reporting of any intra-day portfolio value may reflect time delays in the receipt of the relevant constituent asset prices in comparison to other calculated values based upon the same constituent assets. An inaccuracy in the intra-day net asset value could result from various factors, including the difficulty of pricing Fixed Income Instruments on an intra-day basis. Investors interested in subscribing for or redeeming Shares on a Relevant Stock Exchange should not rely solely on any intra-day portfolio value which is made available in making investment decisions, but should also consider other market information and relevant economic and other factors. None of the Fund, the Directors, or any Authorised Participant and the other service providers shall be liable to any person who relies on the intraday portfolio value.

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

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

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

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

In determining the Net Asset Value of the Fund and each Sub-Fund:-

- (a) Each asset which is quoted, listed or traded on or under the rules of any Recognised Exchange save as hereinafter provided at (d), (e), (f), (g) and (h) shall be valued using the index method of valuations. Accordingly, depending on the terms of the relevant index, such assets will be valued at (a) closing bid price, (b) last bid price, (c) last traded price, (d) closing mid-market

price or (e) last mid-market price on the relevant Recognised Exchange at the close of business on such Recognised Exchange on each Dealing Day. Prices will be obtained for this purpose by the Administrator from independent sources, such as recognised pricing services or brokers specialising in the relevant markets. If the investment is normally quoted, listed or traded on or under the rules of more than one Recognised Exchange, the relevant Recognised Exchange shall be either (a) that which is the main market for the investment or (b) the market which the Manager, in consultation with the Investment Manager, determines provides the fairest criteria in a value for the security, as the Manager may determine. If prices for an investment quoted, listed or traded on the relevant Recognised Exchange are not available at the relevant time, or are unrepresentative in the opinion of the Manager, such investment shall be valued at such value as shall be estimated with care and in good faith as the probable realisation value of the investment by a competent professional person, firm or corporation appointed for such purpose by the Manager and approved for the purpose by the Depositary. If the investment is quoted, listed or traded on a Recognised Exchange but acquired or traded at a premium or discount outside of or off the Recognised Exchange, the investment shall be valued taking into account the level of premium or discount as of the date of valuation of the instrument and the Depositary must ensure the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security. Neither the Manager or its delegates nor the Depositary shall be under any liability if a price reasonably believed by them to be the (a) closing bid price, (b) last bid price, (c) last traded price, (d) closing mid-market price or (e) last mid-market price for the time being, may be found not to be such.

- (b) The value of any Investment which is not quoted, listed or dealt in on a Recognised Exchange or which is so quoted, listed or dealt but for which no such quotation or value is available or the available quotation or value is not representative of the fair market value shall be either (i) the probable realisation value as estimated with care and good faith by the Manager, firm or corporation (including the Investment Manager) selected by the Manager and approved for the purpose by the Depositary or (ii) the value as determined by any other means provided that such value is approved by the Depositary. Where reliable market quotations are not available for fixed income securities the value of such securities may be determined by reference to the valuation of other securities which are comparable in rating, yield, due date and other characteristics. The matrix methodology will be compiled by the Manager as outlined above.
- (c) Cash and other liquid assets will be valued at its nominal value plus accrued interest, where applicable, to the end of the relevant day on which the Valuation Point occurs, unless in any case the Manager is of the opinion that such assets are unlikely to be paid or received in full in which case the value thereof shall be arrived at after making such discount as the Manager or their delegate (with the approval of the Depositary) may consider appropriate in such case to reflect the true value thereof.
- (d) Derivative contracts traded on a regulated market including without limitation futures and options contracts and index futures shall be valued at the settlement price as determined by the relevant market where the derivative contract is traded. If the settlement price is not available, the instrument may be valued as per unlisted securities and securities which are listed/traded on a regulated market where the price is unrepresentative/not available.

- (e) OTC derivative contracts which are not cleared by a clearing counterparty will be valued on the basis of the mark to market value of the derivative contract or if market conditions prevent marking to market, reliable and prudent marking to model may be used. Over the counter derivative contracts, including without limitation swap contracts and swaptions, which are not traded on a regulated market and which are cleared by a clearing counterparty shall be valued daily either (i) on the basis of a quotation provided by the relevant counterparty and such valuation shall be approved or verified at least weekly by a party who is selected by the Manager and approved for the purpose by the Depositary and who is independent of the counterparty (the "Counterparty Valuation"); or (ii) using an alternative valuation provided by a competent person (including the Investment Manager) appointed by the Manager and approved for the purpose by the Depositary (the "Alternative Valuation").
- (f) Derivative contracts which are not traded on a regulated market but are cleared by a clearing counterparty will be valued on the basis of the mark to market value of the derivative contract or if market conditions prevent marking to market, reliable and prudent marking to model may be used.
- (g) Forward foreign exchange and interest rate swap contracts shall be valued in the same manner as OTC derivatives contracts or by reference to freely available market quotations.
- (h) Notwithstanding paragraph (a) above units in collective investment schemes shall be valued at the latest available net asset value of such share, unit or participation as published by such open-ended collective investment scheme. Where a final net asset value per share is not available an estimated net asset value per share received from the administrator or investment manager of the relevant collective investment scheme may be used. Where estimated values are used, these shall be final and conclusive notwithstanding any subsequent variation in the net asset value of the collective investment scheme.
- (i) In the case of a Sub-Fund which is a short term money market Sub-Fund, the Manager may value the assets of the Sub-Fund using the amortised cost method of valuation where the securities are valued at their acquisition cost, adjusted for amortisation of premium or accretion of discount on the securities provided; (A) the money market fund is restricted to securities which comply with the following criteria:- (i) have a maturity at issuance of up to and including 397 days; (ii) have a residual maturity of up to and including 397 days; (iii) undergo regular yield adjustments in line with money market conditions at least every 397 days; and/or (iv) the risk profile, including credit and interest rate risks, corresponds to that of financial instruments which have a maturity of up to and including 397 days or are subject to a yield adjustment at least every 397 days and which in the case of (iii) and (iv) also meet with the final maturity requirements of the relevant rating agency; (B) the weighted average maturity of the portfolio does not exceed 60 days. The Manager or its delegate shall review or cause a review to be carried out weekly of discrepancies between the market value and the amortised value of the Money Market Instruments and ensure escalation procedures in accordance with the requirements of the Central Bank are put in place to address material discrepancies.
- (j) In the case of a Sub-Fund which is not a money market fund, the Manager may value securities

having a residual maturity not exceeding three months using the amortised cost method of valuation provided such securities have no specific sensitivity to market parameters, including credit risk.

- (k) In the case of a Sub-Fund in relation to which it is not intended to apply the amortised cost method of valuation as a whole, the Manager may value using the amortised cost method of valuation of money market instruments within the Sub-Fund having a residual maturity of less than three months and which do not have specific sensitivity to market parameters, including credit risk.
- (l) The Manager may, with the approval of the Depositary, adjust the value of any investment if, having regard to its currency, marketability, dealing costs, applicable interest rates, anticipated rates of dividend, maturity, liquidity or any other relevant considerations, they consider that such adjustment is required to reflect the fair value thereof. The Manager shall document clearly the rationale for adjusting the value of any such investment.
- (m) Any value expressed otherwise than in the Base Currency of the relevant Sub-Fund shall be converted into the Base Currency of the relevant Sub-Fund at the exchange rate (whether official or otherwise) which the Manager or its delegate shall determine to be appropriate.

In the event of it being impossible or incorrect to carry out a valuation of a specific asset in accordance with the valuation rules set out in paragraphs (a) to (m) above, or if such valuation is not representative of the asset's fair market value, the Manager or its delegate is entitled to use other generally recognised valuation methods in order to reach a proper valuation of that specific asset, provided that any alternative method of valuation is approved by the Depositary. The rationale/methodologies used should be clearly documented.

*In calculating the value of assets of the Fund and each Sub-Fund the following principles will apply:*

- (a) in determining the value of investments of a Fund (a) the Manager may value the investments of a Fund (i) at lowest market dealing bid prices where on any Dealing Day the value of all redemption requests received exceeds the value of all applications for Shares received for that Dealing Day or at highest market dealing offer prices where on any Dealing Day the value of all applications for Shares received for that Dealing Day exceeds the value of all redemption requests received for that Dealing Day, in each case in order to preserve the value of the Shares held by existing Shareholders; (ii) at bid and offer prices where a bid and offer value is used to determine the price at which Shares are issued and redeemed; or (iii) at mid prices; provided in each case that the valuation policy selected by the Directors shall be applied consistently with respect to the Fund and, as appropriate, individual Sub-Funds for so long as the Funds or Sub-Funds, as the case may be, are operated on a going concern basis;
- (b) every Share agreed to be issued by the Directors with respect to each Dealing Day shall be deemed to be in issue at the close of business on the relevant Dealing Day and the assets of the relevant Sub-Fund shall be deemed to include as at the close of business on the relevant Dealing Day not only cash and property in the hands of the Depositary but also the amount of

any cash or other property to be received in respect of Shares agreed to be issued after deducting therefrom (in the case of Shares agreed to be issued for cash) or providing for preliminary charges;

- (c) where investments have been agreed to be purchased or sold but such purchase or sale has not been completed, such investments shall be included or excluded and the gross purchase or net sale consideration excluded or included as the case may require as if such purchase or sale had been duly completed;
- (d) there shall be added to the assets of the relevant Sub-Fund any actual or estimated amount of any taxation of a capital nature which may be recoverable by the Fund which is attributable to that Sub-Fund;
- (e) there shall be added to the assets of each relevant Sub-Fund a sum representing any interest, dividends or other income accrued but not received and a sum representing unamortised expenses;
- (f) there shall be added to the assets of each relevant Sub-Fund the total amount (whether actual or estimated by the Manager or its delegate) of any claims for repayment of any taxation levied on income or capital gains including claims in respect of double taxation relief;
- (g) where notice of the redemption of Shares has been received by the Fund with respect to a Dealing Day and the cancellation of such Shares has not been completed, the Shares to be redeemed shall be deemed not to be in issue at the close of business on the relevant Dealing Day and the value of the assets of the relevant Sub-Fund shall be deemed to be reduced by the amount payable upon such redemption as at the close of business on the relevant Dealing Day;
- (h) there shall be deducted from the assets of the relevant Sub-Fund:
  - (i) the total amount of any actual or estimated liabilities properly payable out of the assets of the relevant Sub-Fund including any and all outstanding borrowings of the Fund in respect of the relevant Sub-Fund, interest, fees and expenses payable on such borrowings and any estimated liability for tax and such amount in respect of contingent or projected expenses as the Manager considers fair and reasonable as of the relevant Valuation Point;
  - (ii) such sum in respect of tax (if any) on income or capital gains realised on the investments of the relevant Sub-Fund as in the estimate of the Manager will become payable;
  - (iii) the amount (if any) of any distribution declared but not distributed in respect thereof;
  - (iv) the remuneration of the Manager, Investment Manager and Distributor, the Administrator, the Depositary and any other providers of services to the Fund accrued but remaining unpaid together with a sum equal to the value added tax chargeable thereon (if any);

- (v) the total amount (whether actual or estimated by the Manage) of any other liabilities properly payable out of the assets of the relevant Sub-Fund (including all establishment, operational and on-going administrative fees, costs and expenses) as of the relevant Valuation Point;
- (vi) an amount as of the relevant Valuation Point representing the projected liability of the relevant Sub-Fund in respect of costs and expenses to be incurred by the relevant Sub-Fund in the event of a subsequent liquidation;
- (vii) an amount as of the relevant Valuation Point representing the projected liability of the relevant calls on Shares in respect of options written by the relevant Sub-Fund or Class of Shares Fund; and
- (viii) any other liability which may properly be deducted.

In the absence of negligence, fraud or wilful default, every decision taken by the Manager or by any duly authorised person on behalf of the Fund in determining the value of any investment or calculating the Net Asset Value of the Fund a Sub-Fund or Class or the Net Asset Value per Share shall be final and binding on the Fund and on present, past or future Shareholders.

Notwithstanding that subscription monies, redemption monies and dividend amounts will be held in Cash Accounts in the name of and treated as assets of and attributable to the relevant Sub-Fund:

- (a) any subscription monies received from an investor prior to the Dealing Day of a Sub-Fund in respect of which an application for Shares has been, or is expected to be, received will not be taken into account as an asset of the Sub-Fund for the purpose of determining the Net Asset Value of that Sub-Fund until subsequent to the Valuation Point in respect of the Dealing Day as of which Shares of the Sub-Fund are agreed to be issued to that investor;
- (b) any redemption monies payable to an investor subsequent to the Dealing Day of the Fund as of which Shares of that investor were redeemed will not be taken into account as an asset of the Fund for the purpose of determining the Net Asset Value of the Fund; and
- (c) From the date upon which it becomes payable, any dividend amount payable to a Shareholder will not be taken into account as an asset of the Sub-Fund for the purpose of determining the Net Asset Value of the Sub-Fund.

### **Swing Pricing**

Under certain circumstances (for example, large volumes of deals), investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in a Sub-Fund. In order to prevent this effect, called "dilution", the Directors, in consultation with the Manager, may determine that a "Swing Pricing" methodology applies so as to allow for the Net Asset Value per Share to be adjusted upwards or downwards by dealing and other costs and fiscal charges which would be payable on the effective

acquisition or disposal of assets in the relevant Sub-Fund if the net capital activity exceeds, as a consequence of the aggregate transactions in that Sub-Fund on a given Business Day, a threshold (the "Threshold") set by the Directors from time to time.

Details of the both the swing factors and the threshold applied are available from the registered office of the Fund. The Fund reserves the right to review the swing threshold without prior notification.

#### *Description of the swing pricing methodology*

If the Net Capital Activity (as defined below) on a given Business Day leads to a net inflow of assets in excess of the Threshold in the relevant Sub-Fund, the Net Asset Value used to process all subscriptions, redemptions or conversions in that Sub-Fund is adjusted upwards by the swing factor set by the Directors from time to time.

If the Net Capital Activity on a given Business Day leads to a net outflow of assets in excess of the Threshold in the relevant Sub-Fund, the Net Asset Value used to process all subscriptions, redemptions or conversions in that Sub-Fund is adjusted downwards by the swing factor set by the Directors from time to time.

The adjustment will apply to all transactions over the Threshold.

In any case, the swing factor shall not exceed 1.00 per cent of the Net Asset Value per Share of the relevant Sub-Fund. Further, for the purpose of calculating the expenses of a Sub-Fund which are based on the Net Asset Value of the relevant Sub-Fund, the Administrator will continue to use the un-swung Net Asset Value.

The factors influencing the determination of the swing threshold include:

- a) The Sub-Fund size;
- b) The type and liquidity of securities in which the Sub-Fund invests;
- c) The costs, and hence dilution impact associated with the markets in which the Sub-Fund invests; and
- d) The Investment Manager's investment policy and the extent to which a Sub-Fund can retain cash (or near cash) as opposed to always being fully invested.

"Net Capital Activity" means the net cash movement of subscriptions and redemptions into and out of a particular Sub-Fund across all share classes on a given Business Day.

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

The Net Asset Value per Share shall be made available on Bloomberg at [www.bloomberg.com](http://www.bloomberg.com) and shall be updated following each calculation of the Net Asset Value per Share. The Net Asset Value per Share may also be obtained from the Administrator during normal business hours. The Net Asset Value per Share shall also be available from such other sources as may be set out in the Supplement for the relevant Sub-Fund.

The current Net Asset Value of listed Classes will be notified to Euronext immediately upon calculation and will be published on [www.euronext.com](http://www.euronext.com)

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

The Directors, in consultation with the Manager, may at any time and from time to time temporarily suspend the determination of the Net Asset Value of any Sub-Fund and the issue, conversion and redemption of Shares in any Sub-Fund during:

- (a) the whole or part of any period (other than for ordinary holidays or customary weekends) when any of the Recognised Exchanges on which the relevant Sub-Funds investments are quoted, listed, traded or dealt are closed or during which dealings therein are restricted or suspended or trading is suspended or restricted; or
- (b) the whole or part of any period when circumstances outside the control of the Directors exist as a result of which any disposal or valuation of investments of the Sub-Fund is not reasonably practicable or would be detrimental to the interests of Shareholders or it is not possible to transfer monies involved in the acquisition or disposition of investments to or from the relevant account of the Fund; or
- (c) the whole or any part of any period when any breakdown occurs in the means of communication normally employed in determining the value of any of the relevant Sub-Funds investments; or
- (d) the whole or any part of any period when for any reason the value of any of the Sub-Funds investments cannot be reasonably, promptly or accurately ascertained;
- (e) the whole or any part of any period when the Fund or any Sub-Fund is unable to repatriate Sub-Funds required for making redemption payments or when such payments cannot, in the opinion of the Directors, be carried out at normal rates of exchange;
- (f) during the whole or any part of any period when subscription proceeds cannot be transmitted to or from the account of any Sub-Fund or the Fund is unable to repatriate Sub-Funds required for making redemption payments or when such payments cannot, in the opinion of the Directors, be carried out at normal rates of exchange;
- (g) when settlement or clearing of securities in a recognised clearing and settlement system is disrupted;
- (h) when dealings of the Shares which are listed on any Relevant Stock Exchange are restricted or suspended;
- (i) following the circulation to the relevant Shareholders of a notice of a general meeting at which a resolution proposing the wind-up of the Fund or terminate the relevant Sub-Fund is to be considered;

- (j) upon mutual agreement between the Fund and the Depositary for the purpose of winding up the Fund or terminating any Sub-Fund; or
- (k) if any other reason makes it impossible or impracticable to determine the value of a substantial portion of the investments of the Fund or any Sub-Fund.

Any suspension of valuation shall be notified immediately (without delay) to the Central Bank, in the case of a listing to the Relevant Stock Exchanges and any other relevant regulatory authority with respect to any Sub-Fund or Class which is listed and the Manager and the Depositary immediately and, in any event, within the same Business Day and shall be published on [www.bloomberg.com](http://www.bloomberg.com). Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

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

## 5. TAXATION

### General

**The section below on Irish taxation is a brief summary of the tax advice received by the Directors relating to current law and practice which may be subject to change and interpretation.**

**The information given below does not constitute legal or tax advice and prospective investors should consult their professional advisers on the possible tax consequences of buying, selling, converting, holding or redeeming Shares under the laws of the jurisdictions in which they may be subject to tax. Investors are also advised to inform themselves as to any exchange control regulations applicable in their country of residence.**

**Generally the tax consequences of acquiring, holding, converting, redeeming or disposing of Shares in the Fund will depend on the relevant laws of the jurisdiction to which the Shareholder is subject. These consequences will vary with the law and practice of the Shareholder's country of residence, domicile or incorporation and with his personal circumstances.**

Dividends, interest and capital gains (if any) on securities issued in countries other than Ireland may be subject to taxes including withholding taxes imposed by such countries. The Fund may not be able to benefit from a reduction in the rate of withholding tax by virtue of the double taxation agreement in operation between Ireland and other countries. Legislative, administrative or judicial changes may modify the tax consequences described below and in the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time of investment is made will endure indefinitely. The Fund may not, therefore, be able to reclaim withholding tax suffered by it in particular countries. If this position changes in the future, and the application for a lower rate results in a repayment to the Fund, the Net Asset Value of the Fund will not be restated and the benefit will be allocated to the existing Shareholders rateably at the time of repayment.

### Taxation of the Fund in Ireland

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

The Fund will be regarded as resident in Ireland for tax purposes if the central management and control of its business is exercised in Ireland and the Fund is not regarded as resident elsewhere. It is the intention of the Directors that the business of the Fund will be conducted in such a manner as to ensure that it is Irish Resident for tax purposes.

The Directors have been advised that the Fund qualifies as an investment undertaking as defined in Section 739B of the TCA. Under current Irish law and practice, on that basis, the Fund is not chargeable to Irish tax on its income and gains.

However, tax can arise on the happening of a "chargeable event" in the Fund. A chargeable event includes any distribution payments to Shareholders or any encashment, redemption, cancellation or transfer of Shares or appropriation or cancellation of Shares of a Shareholder by the Fund for the

purposes of meeting the amount of tax payable on a gain arising on a transfer. No tax will arise on the Fund in respect of chargeable events in respect of a Shareholder who is neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event provided that a Relevant Declaration is in place and the Fund is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration or the Fund satisfying and availing of equivalent measures (see paragraph headed “*Equivalent Measures*” below) there is a presumption that the investor is Irish Resident or Ordinarily Resident in Ireland.

A chargeable event does not include:

- An exchange by a Shareholder, effected by way of an arm’s length bargain where no payment is made to the Shareholder, of Shares in the Fund for other Shares in the Fund;
- Any transactions (which might otherwise be a chargeable event) in relation to Shares held in a Recognised Clearing System as designated by order of the Irish Revenue Commissioners (in this regard it is the intention of the Directors that all Shares in the Fund will be held in a Recognised Clearing System);
- A transfer by a Shareholder of the entitlement to Shares where the transfer is between spouses or former spouses civil partners and former civil partners, subject to certain conditions; or
- An exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the TCA) of the Fund with another investment undertaking.
- The cancellation of shares arising from an exchange in relation to a scheme of amalgamation (as defined in section 739HA of the TCA).
- Any transaction in relation to, or in respect of, relevant units (as defined in Section 739B(2A) of the Taxes Act) in an investment undertaking whereby the transaction only arises by virtue of a change of court funds manager for that undertaking

The holding of Shares at the end of a Relevant Period will also constitute a chargeable event. In the case of Shares held in a Recognised Clearing System, no chargeable event is deemed to arise and the Shareholders may have to account for the appropriate tax arising at the end of a Relevant Period on a self-assessment basis.

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

Please see the “Taxation of Shareholders in Ireland” section below dealing with the tax consequences for the Fund and the Shareholders of chargeable events in respect of: -

- (a) Shares which are held in a Recognised Clearing System

- (b) Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland; and
- (c) Shareholders who are Irish Residents or Ordinarily Resident in Ireland and the Shares are not held in a Recognised Clearing System.

As a result of provisions introduced by Finance Act 2012 (and the subsequent Return of Values (Investment Undertakings Regulations 2013), the Fund is obliged to report certain details in relation to Shares acquired by investors from 1 January 2012 onwards. The details to be reported include the name, address, date of birth (if an individual) and the value of the units held. For new Shares acquired on or after 1 January 2014, the details to be reported will also include the tax reference number or, in the absence of the number, a special marker indicating that this was not provided. No details are required to be reported in respect of Shareholders who are:

- Exempted Irish Investors, (provided the Relevant Declaration has been made); or
- Shareholders whose shares are held in a Recognised Clearing System; or
- Shareholders who are neither Irish Residents nor Irish Ordinary Residents (provided a Relevant Declaration has been made).

#### Taxation of Shareholders in Ireland

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

Where Shares are held in a Recognised Clearing System, the obligation falls on the Shareholder (rather than the Fund) to self-account for any tax arising on a chargeable event. In the case of an individual tax currently at the rate of 41% should be accounted for by the Shareholder in respect of a distribution where payments are made annually or at more frequent intervals and on any other distribution or gain arising to the Shareholder on an encashment, redemption or transfer of Shares by a Shareholder. Irish resident corporate Shareholders holding Shares other than in the course of a trade and who receive any distributions or gains on an encashment, redemption, cancellation or transfer of shares will be treated as having received income chargeable to tax under Case IV of Schedule D of the Taxes Act. We refer you to the “*Personal Portfolio Investment Undertaking (“PPIU”)*” section below for the appropriate tax rates that would apply if the investment constitutes a PPIU.

Where the Shareholder has not correctly included the income in their tax return, the normal rates apply (i.e. 41% or up to 80% in the case of an investment that constitutes a PPIU) and the Shareholder may be subject to a surcharge and penalty.

It should be noted that a Relevant Declaration or approval in relation to the equivalent measures under Finance Act 2010 provisions is not required to be made where the Shares, the subject of the application for subscription or registration of transfer on a transfer of Shares, are held in a Recognised Clearing system so designated by the Irish Revenue Commissioners. It is the intention of the Directors that all Shares will be held in a Recognised Clearing System. If in the future, the Directors permit Shares to be held in certificated form outside a Recognised Clearing System, prospective investors for Shares on subscription and proposed transferees of Shares will be required to complete a Relevant Declaration as a pre-requisite to being issued Shares in the Fund or being registered as a transferee of the Shares

(as the case may be). A Relevant Declaration will not be required to be completed in this regard where the Fund has received approval under the Finance Act 2010 provisions where appropriate equivalent measures have been put in place.

Where the shares are not held for the purpose of a trade carried on by a company a gain arising on the disposal of Shares by a Shareholder cannot be offset by a loss on the disposal of Shares by a Shareholder or by losses arising from the disposal of other assets which are subject to Capital Gains Tax. Losses arising on the disposal of Shares by a Shareholder cannot be offset against income or gains arising from the disposal of assets which are subject to Capital Gains Tax.

For the purposes of a Shareholder completing their annual tax return income and gains arising on Shares in the Fund are treated as income and gains arising on an Offshore Fund.

To the extent that any Shares are not held in a Recognised Clearing System, the following tax consequences will arise on a chargeable event.

*Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland and the shares are not held in a Recognised Clearing System*

The Fund will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder where (a) the Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland, (b) the Shareholder has made a Relevant Declaration and (c) the Fund is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or (d) the Fund has put in place appropriate equivalent measures to ensure that Shareholders in the Fund are neither Irish Resident nor Irish Ordinarily Resident and the Fund has received the appropriate approval from the Revenue Commissioners, (see paragraph headed “*Equivalent Measures*” below). In the absence of either a Relevant Declaration (provided in a timely manner) or the Fund satisfying and availing of equivalent measures, tax will arise on the happening of a chargeable event in the Fund regardless of the fact that a Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland. The appropriate tax that will be deducted is as described in the “*Shareholders who are Irish Residents or Ordinarily Resident in Ireland and the Shares are not held in a Recognised Clearing System*” section below.

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither Irish Resident nor Ordinarily Resident in Ireland, no tax will have to be deducted by the Fund on the occasion of a chargeable event provided that either (i) the Fund has received approval from the Irish Revenue Commissioners that appropriate equivalent measures are in place and this approval has not been withdrawn or (ii) the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Fund is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland and either (i) the Fund has satisfied and availed of the equivalent measures or (ii) such Shareholders have made Relevant Declarations in respect of which the Fund is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct, will not be

liable to Irish tax in respect of income from their Shares and gains made on the disposal of their Shares. However, any corporate Shareholder which is not Irish Resident and which holds Shares directly or indirectly by or for a trading branch or agency in Ireland will be liable to Irish tax on income from their Shares or gains made on disposals of the Shares.

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

*Shareholders who are Irish Residents or Ordinarily Resident in Ireland and the Shares are not held in a Recognised Clearing System*

Unless a Shareholder is an Exempt Irish Investor, makes a Relevant Declaration to that effect to the Fund and the Fund is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or unless the Shares are purchased by the Courts Service, tax, currently at the rate of 41% (25% in respect of Irish corporate investors) will be required to be deducted by the Fund from a distribution (where payments are made annually or at more frequent intervals) to a Shareholder who is Irish Resident or Ordinarily Resident in Ireland. Any other distribution or gain arising to the Shareholder (other than an Exempt Irish Investor who has made a Relevant Declaration on an encashment, redemption, cancellation, transfer or deemed disposal (see below) of Shares by a Shareholder who is Irish Resident or Ordinarily Resident in Ireland shall be taxable at a rate of 41% (25% in respect of Irish corporate investors) and will be required to be deducted by the Fund. Tax will also have to be deducted in respect of Shares held at the end of a Relevant Period (in respect of any excess in value over the cost of the Relevant Shares) to the extent that the Shareholder is Irish Resident or Irish Ordinarily Resident and is not an Exempted Irish Investor who has made a Relevant Declaration

In general, non-corporate Shareholders who are Irish Resident or Ordinarily Resident in Ireland will not be subject to further Irish tax on income from their Shares or gains made on the disposal of their Shares where tax has been deducted by the Fund on payments received. Where a currency gain is made by a Shareholder on the disposal of his/her Shares, such Shareholder may be liable to capital gains tax in the year of assessment in which the Shares are disposed of.

Any Shareholder who is Irish Resident or Ordinarily Resident in Ireland and receives a distribution or a gain on an encashment, cancellation, redemption, or transfer from which tax has not been deducted by the Fund may be liable to income tax or corporation tax on the amount of such distribution or gain.

*Equivalent Measures*

The Finance Act 2010 ("Finance Act") introduced new measures commonly referred to as equivalent measures to amend the rules with regard to Relevant Declarations. The position prior to the Finance Act was that no tax would arise on an investment undertaking with regard to chargeable events in

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

#### *Personal Portfolio Investment Undertaking ("PPIU")*

The Finance Act 2007 introduced new provisions regarding the taxation of Irish Resident individuals or individuals Ordinarily Resident in Ireland who hold shares in a personal portfolio investment undertaking ("PPIU"). Essentially, an investment undertaking will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the investment undertaking, either directly or through persons acting on behalf of or connected to the investor. Depending on an individual's circumstances, an investment undertaking may be considered a PPIU in relation to some, none or all individual investors i.e. it will only be a PPIU in respect of those individuals who can "influence" selection. Any gain arising on a chargeable event in relation to an investment undertaking which is a PPIU in respect of an individual, will be currently taxed at 60%. Where the payment is not correctly included in the individual's tax return, the payment will be liable to tax at the rate of 80%. Specific exemptions apply where the property invested in has been clearly identified in the investment undertaking's marketing and promotional literature and the investment is widely marketed to the public. Further restrictions may be required where the investments held by the investment undertaking are in land or real property or unquoted shares deriving their value from such investments.

#### *Other Relevant Irish Taxes*

Distributions paid by the Fund are not subject to dividend withholding tax.

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

#### *Stamp Duty*

No stamp duty is payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Fund. However, where any subscription for or redemption of Shares is satisfied by the in specie transfer

of Irish securities or other Irish property, Irish stamp duty might arise on the transfer of such securities or property.

Irish Stamp Duty applies at the rate of 1% on the higher of the market value of or consideration paid for the acquisition of stocks and marketable securities issued by a company registered in Ireland. Generally, no Irish stamp duty will be payable by the Fund on the conveyance or transfer of stock or marketable securities provided that the stock or marketable securities in question have not been issued by a company registered in Ireland and provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B of the TCA) which is registered in Ireland.

No Stamp Duty will arise on reconstructions or amalgamations of investment undertakings under Section 739H of the Taxes Act, provided the reconstructions or amalgamations are undertaken for bona fide commercial purposes and not for the avoidance of tax.

#### Capital Acquisitions Tax

The disposal of Shares will not be subject to Irish gift or inheritance tax (Capital Acquisitions Tax), provided that the Fund falls within the definition of investment undertaking (within the meaning of Section 739B of the TCA), and that:

- (a) at the date of the gift or inheritance, the donee or successor is neither domiciled nor Ordinarily Resident in Ireland;
- (b) at the date of the disposition, the Shareholder disposing ("disponer") of the Shares is neither domiciled nor Ordinarily Resident in Ireland; and
- (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

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

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

#### IREF Withholding Tax

The Finance Act 2016 introduced a new type of fund, an Irish Real Estate Fund (IREF). A fund will be considered an IREF where 25% or more of the market value of its assets are derived from Irish land or buildings including shares in a REIT.

Where a fund is categorised as an IREF, a 20% withholding tax must be operated by the fund on distributions of income to certain Shareholders after 1 January 2017. No tax applies in respect of gains on redemptions except where those gains are derived from undistributed income or disposals of Irish real estate.

#### Automatic Exchange of Information for Tax Purposes

Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU) ("DAC2") provides for the implementation among Member States (and certain third countries that have entered into information exchange agreements) of the automatic exchange of information in respect of various categories of income and capital and broadly encompasses the regime known as the Common Reporting Standard ("CRS") proposed by the OECD as a new global standard for the automatic exchange of information between tax authorities in participating jurisdictions.

Under CRS, governments of participating jurisdictions have committed to collect detailed information to be shared with other jurisdictions annually.

CRS is implemented in Ireland pursuant to the Returns of Certain Information by Reporting Financial Institutions Regulations 2015, S.I. 583 of 2015, made under Section 891F of the Taxes Act.

DAC2 is implemented in Ireland pursuant to the Mandatory Automatic Exchange of Information in the Field of Taxation Regulations of 2015, S.I. No. 609 of 2015 made under Section 891G of the Taxes Act.

Pursuant to these regulations, the Fund is required to obtain and report to the Revenue Commissioners annually certain financial account and other information for certain non-Irish and non-US new and existing accountholders in respect of their Shares. The returns are required to be submitted annually by 30 June. The information includes amongst other things, details of the name, address, taxpayer identification number ("TIN"), place of residence and, in the case of accountholders who are individuals, the date and place of birth, together with details relating to payments made to accountholders and their holdings. All Shareholders are required to provide this information and documentation, if applicable, to the Fund and each Shareholder agrees or will be deemed to agree by its subscription for Shares or, by its holding of Shares, to provide the requisite information and documentation, if applicable, to the Fund, upon request by it or its service providers so that the Fund can comply with its obligations under the CRS.

#### Foreign Account Tax Compliance Act ("FATCA") Implementation in Ireland

The FATCA provisions of the US Hiring Incentives to Restore Employment Act were enacted to identify US persons either directly investing outside the US or indirectly earning income inside or outside the US by using foreign entities.

The obligations of Irish financial institutions under FATCA are covered by the provisions of the Ireland/US Intergovernmental Agreement ("IGA") (signed in December 2012) and the Financial Accounts Reporting (United States of America) Regulations 2014, as amended (the "FATCA Regulations"). Under the IGA and the FATCA Regulations, any Irish financial institutions as defined under the IGA are required to report annually to the Revenue Commissioners details on its US account holders including the name, address and taxpayer identification number ("TIN") and certain other details. The Fund, in conjunction with assistance from its service providers where necessary, will endeavour to ensure that it satisfies any obligations imposed on it under the IGA and the FATCA Regulations.

The Fund's ability to satisfy its obligations under the IGA and the FATCA Regulations will depend on each Shareholder providing the Fund with any information, including information concerning the direct or indirect owners of such Shareholders, that the Fund determines is necessary to satisfy such obligations. Each Shareholder agrees in its application form to provide such information upon request from the Fund.

If the Fund fails to satisfy its obligations under the IGA and the FATCA Regulations, it may, in certain circumstances, be treated as a Non-participating Financial Institution by the US Tax Authorities and therefore subject to a 30% withholding on its US source income and any proceeds from the sale of property that could give rise to US source income. Shareholders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA on their interest in the Fund.

#### Tax Definitions

For the purposes of the above Irish taxation section, the following definitions shall apply.

##### *"Courts Service"*

The Courts Service is responsible for the administration of monies under the control or subject to the order of the Courts.

##### *"Irish Resident"*

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

*An individual will be regarded as being resident in Ireland for a tax year if he/she is present in Ireland: (1) for a period of at least 183 days in that tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is present in Ireland for at least 30 days in each period. In determining days present in Ireland, an individual is deemed to be present if he/she is in Ireland at any time during the day.*

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

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

- the company or a related company carries on a trade in Ireland, and either the company is ultimately controlled by persons resident in EU Member States or in countries with which Ireland has a double taxation treaty, or the company or a related company are quoted companies on a recognised Stock Exchange in the EU or in a treaty country under a double taxation treaty between Ireland and that country;

or

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

A company which is incorporated in Ireland and managed and controlled in a country with which Ireland has a double taxation treaty will be treated as Irish tax resident where the company would otherwise:

- (i) be treated as tax resident in the other double taxation treaty country if incorporated there instead of in Ireland,
- (ii) (ii) be treated as Irish tax resident if managed and controlled in Ireland instead of that double taxation treaty country, and
- (iii) in the absence of the above requirements, be treated as not tax resident in Ireland or any other double taxation treaty country.

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

This will take effect from 24 October 2013 as respects a company incorporated on or after that date, and 1 January 2015 as respects a company incorporated before that date.

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

*"Ordinarily Resident in Ireland"*

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

An individual will be regarded as ordinarily resident for a particular tax year if he/she has been Irish Resident for the three previous consecutive tax years (i.e. he/she becomes ordinarily resident with effect from the commencement of the fourth tax year). An individual will remain ordinarily resident in Ireland until he/she has been non-Irish Resident for three consecutive tax years. Thus, an individual who is resident and ordinarily resident in Ireland in the tax year 1 January 2020 to 31 December 2020 and departs from Ireland in that tax year will remain ordinarily resident up to the end of the tax year 1 January 2023 to 31 December 2023.

### **“Exempt Irish Investor”**

**Exempt Irish Investors may be liable to Irish tax on their income, profits and gains in relation to any sale, transfer, repurchase, redemption or cancellation of shares or dividends or distributions or other payments in respect of their share depending on their circumstances. It is the obligation of each Exempt Irish Investor to account for tax to the Irish Revenue Commissioners. An Exempt Irish Investor means:**

- a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the TCA or a retirement annuity contract or a trust scheme to which Section 784 or 785 of the TCA applies;
- a company carrying on life business within the meaning of Section 706 of the TCA;
- an investment undertaking within the meaning of Section 739B(1) of the TCA;
- an investment limited partnership within the meaning of Section 739 of the TCA;
- a special investment scheme within the meaning of Section 737 of the TCA;
- a charity being a person referred to in Section 739D(6)(f)(i) of the TCA;
- a unit trust to which Section 731(5)(a) of the TCA applies;
- a qualifying fund manager within the meaning of Section 784A(1)(a) of the TCA where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
- a qualifying management company within the meaning of Section 739B of the TCA;
- a personal retirement savings account (“PRSA”) administrator acting on behalf of a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the TCA and the Shares are assets of a PRSA;
- a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- the National Treasury Management Agency or a Fund investment vehicle within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act, 2014;
- the National Asset Management Agency;
- a company that is or will be within the charge to corporation tax in accordance with Section 110(2) of the TCA in respect of payments made to it by the Fund;

- an Irish Resident company investing in a money market fund being a person referred to in Section 739(6)(m) of the TCA; or
- any other Irish Resident or Ordinarily Resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Fund or jeopardising tax exemptions associated with the Fund giving rise to a charge to tax in the Fund;

provided that they have correctly completed the Relevant Declaration under Schedule 2B of the TCA.

“Intermediary”

means a person who:-

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

“Personal Portfolio Investment Undertaking”

means an investment undertaking in respect of a shareholder under the terms of which some or all of the property of the undertaking may be, or was, selected by, or the selection of some or all of the property may be, or was, influenced by:

- the investor;
- a person acting on behalf of the investor;
- a person connected with the investor;
- a person connected with a person acting on behalf of the investor;
- the investor and a person connected with the investor; or
- a person acting on behalf of both the investors and a person connected with the investor.
- An investment undertaking is not a personal portfolio investment undertaking if the only property which may be or has been selected was available to the public at the time that the property is available for selection by an investor and is clearly identified in the investment undertaking's marketing or other promotional material. The investment undertaking must also deal with all investors on a non-discriminatory basis. In the case of investments deriving 50% or more of their value from land, any investment made by an individual is limited to 1% of the total capital required.

**“Recognised Clearing System”**

means BNY Mellon Central Securities Depository SA/NV (BNY Mellon CSD), Central Moneymarkets Office, Clearstream Banking SA, Clearstream Banking AG, CREST, Depository Trust Company of New York, Deutsche Bank AG, Depository and Clearing System, Euroclear, Hong Kong Securities Clearing Company Limited, Japan Securities Depository Center (JASDEC), Monte Titoli SPA, Netherlands Centraal Instituut voor Giraal Effectenverkeer BV, National Securities Clearing System, Sicovam SA, SIS Sega Intersectle AG, The Canadian Depository for Securities Ltd and VPC AB (Sweden) or any other system for clearing shares which is designated for the purposes of Chapter 1A in Part 27 of the TCA, by the Irish Revenue Commissioners as a Recognised Clearing System.

**“Relevant Declaration”**

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

**“Relevant Period”**

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

**“TCA”**

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

**United Kingdom Taxation**

The taxation of income and capital gains of both the Fund and Shareholders is subject to the fiscal law and practice of Ireland and of the jurisdictions in which the Fund invests or in which Shareholders are resident or otherwise subject to tax. The following is a summary of various aspects of the UK taxation regime which may apply to UK resident or ordinarily resident persons acquiring Shares in the classes of the Fund, and where such persons are individuals, only to those domiciled in the UK. It is intended as a general summary only, based on current law and practice in force as of the date of this Prospectus. There can be no guarantee that the tax position or proposed tax position prevailing at the time an investment in the Fund is made will endure indefinitely. Such law and practice may be subject to change, and the below summary is not exhaustive. Furthermore, it will apply only to those UK Shareholders holding Shares as an investment rather than those which hold Shares as part of a financial trade; and does not cover UK Shareholders which are tax exempt or subject to special taxation regimes.

This summary should not be taken to constitute legal or tax advice and any prospective Shareholder should consult their own professional advisers as to the UK tax treatment of returns from the holding of Shares in the Fund.

Prospective shareholders should familiarise themselves with and, where appropriate, take advice on the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription for, and the holding, purchasing, switching or disposing of Shares in the place of their citizenship, residence and domicile.

### *The Fund*

The directors intend to manage the Fund in such a manner that it should not become resident in the UK for taxation purposes. Therefore, on the condition that the Fund does not carry on a trade in the UK through a permanent establishment located there, then the Fund will not be subject to UK corporation tax on income or chargeable gains arising to it, other than on certain UK source income.

The Directors intend that the respective affairs of the Fund are conducted so that the Fund will not be deemed to be trading in the UK insofar this is within their respective control. However, it cannot be guaranteed that the necessary conditions will be satisfied in the future.

Certain income and gains received by the Fund that have a UK source, may be subject to withholding or similar taxes in the UK.

### *Shareholders*

Subject to their personal tax position, Shareholders resident in the UK for taxation purposes may be liable to UK income tax or corporation tax in respect of any dividends or other income distributions of the Fund (including Redemption Dividends and any dividends funded out of realised capital profits of the Fund), whether or not reinvested. In addition, UK resident Shareholders holding Shares at the end of each "reporting period" (as defined for UK tax purposes) will potentially be subject to UK income or corporation tax on their share of a class's "reported income", to the extent that this amount exceeds dividends received. Further details on the reporting regime and its implication for investors are discussed in more detail below.

Under Part 9A of the Corporation Tax Act 2009, from 1 July 2009 distributions from an offshore fund structured as a company made to companies resident in the UK are likely to fall within one of a number of exemptions from UK corporation tax. For example, if the UK corporate investor holds less than a 10% shareholding in the company making the distribution then the dividends received by the UK corporate investor will fall within an exempt class for portfolio holdings. In addition, distributions to non-UK companies carrying on a trade in the UK through a permanent establishment in the UK should also fall within the exemption from UK corporation tax on dividends to the extent that the shares held by that Sub-Fund are used by, or held for, that permanent establishment. Reported income will be treated in the same way as a dividend distribution for these purposes.

Holdings in the Fund should constitute interests in "offshore funds", as defined for the purposes of the Taxation (International and other Provisions) Act 2010, with each Class treated as a separate "offshore fund" for these purposes, consistent with the previous rules.

### *Equalisation*

An equalisation account may be operated for certain Sub-Funds and therefore if shares in such a Sub-Fund are acquired otherwise than at the beginning of an account period over which distributions are calculated, the first distribution after acquisition will include a refund of capital, referred to as an equalisation payment, which is not subject to tax. The amount of the equalisation payment must be

deducted from the original purchase cost of the shares in computing the allowable cost of the Units for capital gains purposes.

### *UK Reporting Fund Regime*

The Offshore Funds (Tax) Regulations 2009 (the “Tax Regulations”) introduced a regime for the taxation of investments in “offshore funds” that operates by reference to whether a fund opts into a reporting regime (“reporting funds”) or not (“non-reporting funds”). The Tax Regulations provide that if an investor resident or ordinarily resident in the UK for taxation purposes holds an interest in an offshore fund and that offshore fund is a ‘non-reporting fund’, any gain accruing to that investor upon the sale or other disposal of that interest will be charged to UK tax as income and not as a capital gain. Alternatively, where an investor resident or ordinarily resident in the UK holds an interest in an offshore fund that has been a reporting fund for all periods of account for which they hold their interest, any gain accruing upon sale or other disposal of the interest will be subject to tax as a capital gain rather than income; with relief for any accumulated or reinvested profits which have already been subject to UK income tax or corporation tax on income (even where such profits are exempt from UK corporation tax). Investors in non-reporting funds would not be subject to income tax on income retained by the non-reporting fund.

Where an offshore fund has been a non-reporting fund for part of the time during which the UK Shareholder held their interest and a reporting fund for the remainder of that time, there are elections that can potentially be made by the Shareholder in order to pro-rate any gain upon disposal; the impact being that the portion of the gain made during the time when the offshore fund was a reporting fund would be taxed as a capital gain. Such elections have specified time limits in which they can be made. Investors should refer to their tax advisors for further information.

In broad terms, a reporting fund is an offshore fund that meets certain upfront and annual reporting requirements to HM Revenue & Customs and its Shareholders. The Directors intend to manage the affairs of the Fund so that these upfront and annual duties are met and continue to be met on an on-going basis for each of the relevant share classes within the Fund, which have been accepted into the UK reporting fund regime. Such annual duties will include calculating and reporting the income returns of the offshore fund for each reporting period (as defined for UK tax purposes) on a per-Share basis to all relevant Shareholders (as defined for these purposes). UK Shareholders that hold their interests at the end of the reporting period, to which the reported income relates, will be subject to income tax or corporation tax on the higher of any cash distribution paid and the full reported amount. The reported income will be deemed to arise to UK Shareholders on the date six months following the end of the reporting period.

The Manager intends to issue the annual investor report via post, electronic communication, website, or a nationally-available UK newspaper.

Once reporting fund status is obtained from HM Revenue & Customs for the relevant classes, it will remain in place permanently so long as the annual requirements are undertaken. Investors should refer to their tax advisors in relation to the implications of the Fund’s obtaining such status.

### *General*

The attention of individual shareholders ordinarily resident in the UK is drawn to the provisions of Chapter 2 of Part 13 of the Income Taxes Act 2007. These provisions are aimed at preventing the avoidance of UK income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled outside the UK, and may render them liable to income tax in respect of undistributed income of the Fund on an annual basis. The legislation is not directed towards the taxation of capital gains.

The attention of UK resident corporate Shareholders is drawn to Chapter 3 of Part 6 of the Corporation Tax Act 2009, whereby interests of UK companies in offshore funds may be deemed to constitute a loan relationship. These provisions apply to offshore funds that are more than 60% invested in “qualifying investments” at any point in the relevant reporting period. Qualifying investments are broadly defined as investments which yield a return directly or indirectly in the form of interest. On the basis of the investment policies of the Fund each of the Sub-Funds could hold more than 60% of its assets in qualifying investments during a reporting period. In that eventuality, the Shares in such Sub-Fund(s) will be taxed as loan relationships with any distributions taxed as interest and in most cases any increases/decreases in the value of the holding taxed/relieved annually on a mark to market basis.

The attention of investors resident or ordinarily resident in the UK for taxation purposes is drawn to the provisions of Section 13 of Taxation of Chargeable Gains Act 1992. These provisions can apply to any such person whose proportionate interest in a company (whether as a Shareholder or otherwise as a “participator” for UK taxation purposes) when aggregated with that of persons connected with that person is 10%, or greater, and if, at the same time, the company is itself controlled in such manner that it would, were it to be resident in the UK for taxation purposes, be a “close” company for those purposes. Section 13 could, if applied, result in a person with such an interest in the company being treated for the purposes of UK taxation of chargeable gains as if a part of any capital gain accruing to the company (such as on a disposal of any of its investments) had accrued to that person directly, that part being equal to the proportion of the gain that corresponds to that person’s proportionate interest in the company (determined as mentioned above). No liability under section 13 could be incurred by such a person, however, in respect of a chargeable gain or an offshore income gain accruing to the company if the aggregate proportion of that gain that could be attributed under section 13 both to that person and to any persons connected with him for UK taxation purposes does not exceed one-tenth of the gain.

Any individual Shareholder domiciled or deemed to be domiciled in the UK for UK tax purposes may be liable to UK inheritance tax on their Shares in the event of death or on making certain categories of lifetime transfer.

Shareholders who are life insurance companies within the charge to UK taxation holding their Share in the Fund for the purposes of their long term business (other than pension business) will be deemed to dispose of and immediately re-acquire those Shares at the end of each accounting period. Such Shareholders should seek their own professional advice as to the tax consequences of the deemed disposal.

Under the rules for the taxation of corporate and government debt contained in the Finance Act 1996, special rules will apply to insurance companies, investment trusts, authorised unit trusts and open-

ended investment companies.

#### *Stamp Duty and Stamp Duty Reserve Tax*

Since the Fund is not incorporated in the UK and the register of Shareholders will be kept outside the UK, no liability to stamp duty reserve tax should arise by reason of the transfer, subscription for and or redemption of shares except as stated above.

Liability to UK Stamp Duty should not arise provided that any instrument in writing, transferring Shares in the Fund, or shares acquired by the Fund, is executed and retained at all times outside the UK, However, the Fund may be liable to transfer taxes in the UK on acquisitions and disposals of investments. In the UK, stamp duty or stamp duty reserve tax at a rate of 0.5% will be payable by the Fund on the acquisition of shares in companies that are either incorporated in the UK or that maintain a share register there. This liability will arise in the course of the Fund's normal investment activity and on the acquisition of investments from subscribers on subscription for Shares.

In the absence of an exemption applicable to a prospective Shareholder (such as that available to intermediaries under section 88A of the Finance Act 1986) stamp duty reserve tax (or stamp duty) at the same rate as above will also be payable by prospective Shareholders on the acquisition of shares in companies incorporated in the UK or which maintain a share register in the UK for the purpose of subsequent subscription for shares, and may arise on the transfer of investments to Shareholders on redemption.

***Shareholders should note that other aspects of United Kingdom taxation legislation may also be relevant to their investment in the Fund.***

#### ***Mandatory Disclosure Rules***

##### EU DAC6

DAC6 imposes mandatory reporting requirements on EU-based tax advisors, accountants, lawyers, banks, financial advisors and other intermediaries who design, market, organise, make available for implementation or manage the implementation of potentially aggressive cross-border tax planning schemes. It also covers persons who provide aid, assistance or advice in relation to potentially aggressive cross-border tax-planning schemes, where they can be reasonably expected to know that they have performed that function. If the intermediary is located outside the EU or is bound by legal professional privilege, the obligation to report can pass to the Fund in certain instances, as the taxpayer.

An arrangement is reportable if it falls within certain hallmarks. These hallmarks are very broadly defined and have the potential to capture a wide range of transactions.

DAC6 was transposed into Irish law by Chapter 3A, Part 33, Taxes Consolidation Act 1997, which was introduced by section 67 of Finance Act 2019. Reportable transactions, where the first implementation step of a cross-border arrangement occurs between 1 July 2020 and 31 December 2020, is required to be reported by 31 January 2021. Reportable transactions, where the first implementation step of a

cross-border arrangement occurred between 25 June 2018 and 1 July 2020, is required to be reported by 28 February 2021.

Any reportable transactions that occur from 1 January 2021 are required to be reported within 30 days.

## **6. GENERAL INFORMATION**

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

- (a) The Fund was incorporated in Ireland on 27<sup>th</sup> of March, 2014 as an investment company with variable capital with limited liability under registration number 541549.
- (b) The registered office of the Fund is set out in the directory.
- (c) Clause 3 of the Articles of Association of the Fund provides that the Fund's sole object is the collective investment in transferable securities and/or other liquid financial assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and the Fund operates on the principal of risk spreading in accordance with the UCITS Regulations.
- (d) The authorised share capital of the Fund is 300,000 redeemable non-participating shares of no par value and 500,000,000,000 participating Shares of no par value. Non-participating Shares do not entitle the holders thereof to any dividend and on a winding up entitle the holders thereof to receive the amount paid up thereon but do not otherwise entitle them to participate in the assets of the Fund. The Directors have the power to allot shares up to the authorised share capital of the Fund.
- (e) No share capital of the Fund has been put under option nor has any share capital been agreed (conditionally or unconditionally) to be put under option.

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

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

### **3. Voting Rights**

The following rules relating to voting rights apply:-

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

### **4. Meetings**

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

## **5. Reports and Accounts**

The Fund will prepare an annual report and audited accounts as of 31 October in each year and a half-yearly report and unaudited accounts as of 30<sup>th</sup> April in each year. The first annual audited accounts will be prepared for the period from launch to 31<sup>st</sup> October 2014. The annual audited report and accounts of the Fund will be published within 4 months of the end of the relevant financial period. If a Class is listed, the annual audited accounts of the Fund will be sent to Euronext. The initial half-yearly unaudited report and accounts will be prepared to 30<sup>th</sup> April 2015 and will be sent to the Central Bank within 2 months of the end of the half year period to which they relate.

Copies of the annual audited and half-yearly unaudited accounts of the Fund will be made available to Shareholders in soft copy from the office of the Administrator, upon request.

## **6. Communication and Notices to Shareholders**

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

MEANS OF DISPATCH	DEEMED RECEIVED
Delivery by Hand	: The day of delivery or next following working day if delivered outside usual business hours.
Post	: 48 hours after posting.
Facsimile	: The day on which a positive transmission receipt is received.
Electronically	: The day on which the electronic transmission has been sent to the electronic information system designated by a Shareholder.
Publication of Notice or	: The day of publication in a daily newspaper.
Advertisement of Notice	: circulating in the country or countries where shares are marketed.

## **7. Transfer of Shares**

- (a) Transfers of Shares may be effected in writing in any usual or common form, signed by or on behalf of the transferor and every transfer shall state the full name and address of the transferor and transferee. Shares may also be transferred in accordance with the rules of a clearing system as the Articles of Association permit the transfer of Shares in Dematerialised Form.

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

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

- (iv) they are aware or reasonably believe the transfer would result in the beneficial ownership of such Shares by a person in contravention of any restrictions on ownership imposed by the Directors or might result in legal, regulatory, pecuniary, taxation or material administrative disadvantage to the relevant Class or Shareholders generally; or
  - (v) for Shares issued to U.S. Persons, as provided in Appendix III to this Prospectus.
- (b) The registration of transfers may be suspended for such periods as the Directors may determine provided always that each registration may not be suspended for more than 30 days.

## **8. Directors**

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

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

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

- (h) A Director may not vote in respect of any resolution or any contract or arrangement or any proposal whatsoever in which he has any material interest or a duty which conflicts with the interests of the Fund and shall not be counted in the quorum at a meeting in relation to any resolution upon which he is debarred from voting unless the Directors resolve otherwise. However, a Director may vote and be counted in quorum in respect of any proposal concerning any other company in which he is interested directly or indirectly, whether as an officer or shareholder or otherwise, provided that he is not the holder of or beneficially interested in 5 per cent or more of the issued shares of any class of such company, or any third company through which his interest is derived, or of the voting rights available to members of such company. A Director may also vote in respect of any proposal concerning an offer of Shares or debentures or other securities in which he is interested as a participant in an underwriting or sub-underwriting arrangement and may also vote in respect of the giving of any security, guarantee or indemnity to him in respect of money lent by the Director to the Fund or obligations incurred by him at the request of or for the benefit of the Fund or any of its subsidiaries or associated companies or in respect of the giving of any security, guarantee or indemnify to a third party in respect of a debt or obligation of the Fund for which the Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security.
- (i) The office of a Director shall be vacated in any of the following events namely:-
  - (a) if he resigns his office by notice in writing signed by him and left at the registered office of the Fund;
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) if he becomes of unsound mind;
  - (d) if he is absent from meetings of the Directors for six successive months without leave expressed by a resolution of the Directors and the Directors resolve that his office be vacated;
  - (e) if he ceases to be a Director by virtue of, or becomes prohibited or restricted from being a Director by reason of, an order made under the provisions of any law or enactment;
  - (f) if he is requested by a majority of the other Directors (not being less than two in number) to vacate office; or

(g) if he is removed from office by ordinary resolution of the Fund.

## **9. Directors' Interests**

(a) None of the Directors has or has had any direct interest in the promotion of the Fund or in any transaction effected by the Fund which is unusual in its nature or conditions or is significant to the business of the Fund up to the date of this Prospectus or in any contracts or arrangements of the Fund subsisting at the date hereof other than:

Mr. Praveen Jagwani is employed by UTI International (Singapore) Private Limited which acts as Investment Manager of the Fund.

Ms. Samantha McConnell is a director of the Fund and the Manager.

- (b) No present Director or any connected person has any interests beneficial or non-beneficial in the share capital of the Fund.
- (c) None of the Directors has a service contract with the Fund nor are any such service contracts proposed.
- (d) The Directors may hold Shares in the Fund from time to time.

## **10. Winding Up**

- (a) The Fund or where relevant, a Sub-Fund, may be wound up if:
- (k) at any time after the first anniversary of the incorporation of the Fund or the establishment of a Sub-Fund, the Net Asset Value of the Fund or Sub-Fund falls below EUR 10,000,000 on each Dealing Day for a period of six consecutive weeks and the Members of the Fund or where relevant the Shareholders of the Sub-Fund resolve by ordinary resolution to wind up the Fund or the Sub-Fund as appropriate;
  - (ii) The Members of the Fund or where relevant the Shareholders of the Sub-Fund resolve by special resolution to wind up the Fund or Sub-Fund as appropriate;
  - (iii) The Members of the Fund and, where relevant the Shareholders of the Sub-Fund resolved by ordinary resolution that the Fund or Sub-Fund (as appropriate) by reason of its liabilities cannot continue its business and that it be wound up;
  - (iv) If within a period of ninety days from the date on which (a) the Depositary notifies the Fund of its desire to retire in accordance with the terms of the Depositary Agreement and has not withdrawn notice of its intention to so retire; (b) the appointment of the Depositary is terminated by the Fund in accordance with the terms of the Depositary Agreement, or (c) the Depositary ceases to be approved by the Central Bank to act as

a Depositary, no new Depositary has been appointed, the Secretary at the request of the Directors or the Depositary shall forthwith convene an extraordinary general meeting of the Fund at which there shall be proposed a Special Resolution to redeem all of the Shares in issue or appoint a liquidator to wind up the Fund;

- (v) When it becomes illegal or in the opinion of the Directors impracticable or inadvisable to continue operating the Fund or a Sub-Fund.
- (b) In the event of a winding up, the liquidator shall firstly apply the assets of each Sub-Fund in satisfaction of creditors' claims in relation to the Sub-Fund in such manner and order as he thinks fit.
- (c) The liquidator shall apply the assets of each Sub-Fund in satisfaction of liabilities incurred on behalf of or attributable to such Sub-Fund and shall not apply the assets of any Sub-Fund in satisfaction of any liabilities incurred on behalf of or attributable to any other Sub-Fund.
- (d) The assets available for distribution shall be applied as follows:-
  - (i) firstly in the payment to the Shareholders of each Class or Sub-Fund a sum as nearly as possible equal to the Net Asset Value of the Shares of the relevant Class or Sub-Fund held by such Shareholders respectively as at the date of commencement of winding up;
  - (ii) secondly, in the payment to the holders of non-participating shares of sums up to the nominal amount paid thereof provided that if there are insufficient assets to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Sub-Funds; and
  - (iii) thirdly, in the payment to the Shareholders of each Class or Sub-Fund of any balance then remaining in the relevant Sub-Fund, in proportion to the number of Shares held in the relevant Class or Sub-Fund; and
  - (iv) fourthly, in the case of the winding up of the Fund any balance then remaining and not attributable to any Sub-Fund or Class shall be apportioned between the Sub-Funds and Classes pro-rata to the Net Asset Value of each Sub-Fund or attributable to each Class immediately prior to any distribution to Shareholders and the amounts so apportioned shall be paid to Shareholders pro-rata to the number of Shares in that Sub-Fund or Class held by them
- (e) The liquidator may, with the authority of an Ordinary Resolution of the Fund or where relevant Sub-Fund, divide among the Shareholders (pro rata to the value of their respective shareholdings in the Fund or where relevant Sub-Fund) in specie the whole or any part of the assets of the Fund or where relevant Sub-Fund and whether or not the assets shall consist of property of a single kind provided that any Shareholder shall be entitled to request the sale of any asset or assets proposed to be so distributed and the distribution to such Shareholder of

the cash proceeds of such sale. The costs of any such sale shall be borne by the relevant Shareholder. The liquidator may, with like authority, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator shall think fit and the liquidation of the Fund or where relevant Sub-Fund may be closed and the Fund the Sub-Fund dissolved, but so that no Shareholder shall be compelled to accept any asset in respect of which there is any liability. Further the liquidator may with like authority transfer the whole or part of the assets of the Fund or where relevant Sub-Fund to a company or collective investment scheme (the "Transferee Company") on terms that Shareholders in the Fund or the relevant Sub-Fund shall receive from the Transferee Company shares or units in the Transferee Company of equivalent value to their shareholdings in the Fund or relevant Sub-Fund.

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

## **11. Indemnities**

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

## **12. General**

- (a) As at the date of this Prospectus, the Fund has no loan capital (including term loans) outstanding or created but unissued nor any mortgages, charges, debentures or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, finance leases, hire purchase commitments, guarantees, other commitments or contingent liabilities.
- (b) No share or loan capital of the Fund is subject to an option or is agreed, conditionally or unconditionally, to be made the subject of an option.
- (c) In accordance with Section 623 of the Act, any dividends which remain unclaimed for six years as from the date on which they become payable will be forfeited. On forfeiture such dividends will become part of the assets of the Fund. No dividend or other amount payable to any Shareholder shall bear interest against the Fund.

### 13. Material Contracts

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

(a) *Management Agreement* between the Fund and the Manager dated 26 November, 2021 as same may be amended from time to time, under which the Manager was appointed to provide certain management, marketing and investment management services to the Fund. The Management Agreement may be terminated by either party on giving not less than ninety days prior written notice to the other party or such shorter period as may be agreed by the Fund not less than thirty days. The Management Agreement may also be terminated forthwith by either party giving notice in writing to the other party upon certain breaches or upon the insolvency of a party (or upon the happening of a like event). The Management Agreement provides that the Fund shall hold harmless and indemnify the Manager, its employees, delegates and agents against all actions, proceedings, claims, damages, costs, demands and expenses including, without limitation, legal and professional expenses on a full indemnity basis which may be brought against, suffered or incurred by the Manager, its employees, delegates or agents in the performance of its duties under the terms of the agreement other than due to the wilful default, bad faith, recklessness, fraud or negligence of the Manager, its employees, delegates or agents in the performance of the Manager's obligations thereunder and / or the performance of its regulatory obligations in its capacity as manager of the Fund.

(b) *Amended and Restated Administration Agreement* between the Fund, the Manager and the Administrator dated 26 November, 2021, as may be amended from time to time, under which the latter was appointed as Administrator to administer the affairs of the Fund on behalf of the Fund, subject to the terms and conditions of the Administration Agreement and subject to the overall supervision of the Directors. The Administration Agreement may be terminated by either party on 6 months prior written notice or forthwith by either party by giving notice in writing to the other party in certain circumstances such as the insolvency of either party or unremedied material breach after notice. The Fund shall hold harmless and indemnify out of the assets of the Fund, the Administrator on its own behalf of its permitted delegates, servants and agents against all actions, proceedings and claims (including claims of any person purporting to be the beneficial owner of any part of the investments or shares) and against all costs, demands and expenses (including legal and professional expenses) arising therefrom which may be made or brought against, suffered or incurred by the Administrator, its delegates, servants or agents in the performance or non-performance of its obligations and duties under the Administration Agreement and from and against all taxes on profits or gains of the Fund which may be assessed upon or become payable by the Administrator or its permitted delegates, servants or agents provided that such indemnity shall not be given where the Administrator its delegates, servants or agents is or are guilty of negligence, fraud or wilful default in the performance or non-performance of its duties under the Administration Agreement.

(c) *Amended and Restated Depositary Agreement* between the Fund and the Depositary dated 26 November, 2021, pursuant to which the Depositary was appointed as Depositary of the Fund's

assets subject to the overall supervision of the Fund. The Depositary Agreement may be terminated by either party on 6 months written notice or forthwith by notice in writing in certain circumstances such as the unremedied material breach after service of written notice provided that the Depositary shall continue to act as Depositary until a successor Depositary approved by the Central Bank is appointed by the Fund or the Fund's authorisation by the Central Bank is revoked. The Depositary has the power to delegate its duties but its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping.

The Depositary Agreement provides that the Fund shall indemnify and keep indemnified and hold harmless the Depositary (and each of its directors, officers and employees) out of the assets of the relevant Sub-Fund from and against any and all third party actions, proceedings claims, costs, demands and expenses which may be brought against suffered or incurred by the Depositary other than in circumstances where the Depositary is liable by reason of (i) loss of financial instruments held in custody (unless the loss has arisen as a result of an external event beyond the control of the Depositary) and/or (ii) the Depositary's negligent or intentional failure to properly fulfil its obligations under the UCITS Regulations.

- (d) *Amended and Restated Distribution Agreement* between the Fund, the Manager and the Distributor dated 26 November, 2021 as may be amended from time to time, under which the Distributor was appointed as distributor of the Fund's assets subject to the overall supervision of the Directors. The Distribution Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice. The Distributor has the power to delegate its duties in accordance with the requirements of the Central Bank. The Agreement provides that the Fund shall indemnify the Distributor and hold it harmless against all or any damages, liabilities, actions, proceedings, claims, costs and expenses which may be brought against, suffered or incurred by the Distributor by reason of the performance or non-performance of its duties other than in the circumstances set out in the Distribution Agreement pursuant to which the Distributor will be required to indemnify the Fund.

Any additional material contracts which will be entered into by the Fund, including any Investment Management Agreement with respect to one or more Sub-Funds, not being contracts entered into in the ordinary course of business, will be detailed in the relevant Supplement to this Prospectus.

#### **14. Documents Available for Inspection**

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

- (a) The Articles of Association of the Fund (copies may be obtained free of charge from the Manager or the Administrator).
- (b) The Act and the UCITS Regulations.
- (c) The material contracts detailed above.

- (d) Once published, the latest annual and half yearly reports of the Fund (copies of which may be obtained from either the Distributor or the Administrator free of charge).

Copies of the Prospectus and Key Investor Information Document may also be obtained by Shareholders from the Manager, the Administrator or the Distributor.

## Appendix I – Permitted Investments and Investment Restrictions

<b>1</b>	<b>Permitted Investments</b>
	Investments of a UCITS are confined to:
<b>1.1</b>	Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.
<b>1.2</b>	Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
<b>1.3</b>	Money market instruments other than those dealt on a regulated market.
<b>1.4</b>	Units of UCITS.
<b>1.5</b>	Units of AIFs.
<b>1.6</b>	Deposits with credit institutions.
<b>1.7</b>	Financial derivative instruments.
<b>2</b>	<b>Investment Restrictions</b>
<b>2.1</b>	Each Sub-Fund may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph 1.
<b>2.2</b>	<p>Recently Issued Transferable Securities</p> <p>Subject to paragraph (2) a responsible person shall not invest any more than 10% of assets of a UCITS in securities of the type to which Regulation 68(1)(d) of the UCITS Regulations 2011 apply.</p> <ul style="list-style-type: none"> <li>- Paragraph (1) does not apply to an investment by a responsible person in US Securities known as “Rule 144 A securities” provided that; <ul style="list-style-type: none"> <li>(a) the relevant securities have been issued with an undertaking to register the securities with the SEC within 1 year of issue; and</li> <li>(b) the securities are not illiquid securities i.e. they may be realised by the Fund within 7 days at the price, or approximately at the price, which they are valued by the Fund.</li> </ul> </li> </ul>
<b>2.3</b>	A Sub-Fund may invest no more than 10% of net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.

- 2.4** The limit of 10% (in 2.3) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a Sub-Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of the Sub-Fund. This restriction need not be included unless it is intended to avail of this provision and reference must be made to the fact that this requires the prior approval of the Central Bank.
- 2.5** The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.
- 2.6** The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.
- 2.7** A UCITS shall not invest more than 20% of its assets in deposits made with the same body.
- 2.8** The risk exposure of a Sub-Fund to a counterparty to an OTC derivative may not exceed 5% of net assets.
- This limit is raised to 10% in the case of a credit institution authorised in the EEA; a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.
- 2.9** Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:
- investments in transferable securities or money market instruments;
  - deposits, and/or
  - counterparty risk exposures arising from OTC derivatives transactions.
- 2.10** The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.
- 2.11** Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.
- A Sub-Fund may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.
- The individual issuers must be listed in the prospectus and may be drawn from the following list:

	<p>OECD Governments (provided the relevant issues are investment grade), Government of the People's Republic of China, Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Straight-A Funding LLC, Export-Import Bank.</p>
<b>2.12</b>	The UCITS must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.
<b>3</b>	<b>Investment in Collective Investment Schemes (“CIS”)</b>
<b>3.1</b>	A Sub-Fund may not invest more than 20% of net assets in any one CIS.
<b>3.2</b>	Investment in AIFs may not, in aggregate, exceed 30% of net assets.
<b>3.3</b>	The CIS are prohibited from investing more than 10 per cent of net assets in other open-ended CIS.
<b>3.4</b>	When a Sub-Fund invests in the units of other CIS that are managed, directly or by delegation, by the fund management company or by any other company with which the fund management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Sub-Fund investment in the units of such other CIS.
<b>3.5</b>	Where by virtue of investment in the units of another investment fund, a responsible person, an investment manager or an investment advisor receives a commission on behalf of the Sub-Fund (including a rebated commission), The responsible person shall ensure that the relevant commission is paid into the property of the Sub-Fund.
<b>4</b>	<b>Index Tracking UCITS</b>
<b>4.1</b>	A Sub-Fund may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the Sub-Fund is to replicate an index which satisfies the criteria set out in the Central Bank UCITS Regulations and is recognised by the Central Bank.
<b>4.2</b>	The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.

<b>5</b>	<b>General Provisions</b>
<b>5.1</b>	An investment company, ICAV or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
<b>5.2</b>	<p>Each Sub-Fund may acquire no more than:</p> <ul style="list-style-type: none"> <li>(i) 10% of the non-voting shares of any single issuing body;</li> <li>(ii) 10% of the debt securities of any single issuing body;</li> <li>(iii) 25% of the units of any single CIS;</li> <li>(v) 10% of the money market instruments of any single issuing body.</li> </ul> <p>NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated.</p>
<b>5.3</b>	<p>5.1 and 5.2 shall not be applicable to:</p> <ul style="list-style-type: none"> <li>(i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;</li> <li>(ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;</li> <li>(iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;</li> <li>(iv) shares held by a UCITS in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the UCITS can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed.</li> <li>(v) Shares held by an investment company or investment companies or ICAV or ICAVs in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf.</li> </ul>
<b>5.4</b>	Each Sub-Fund need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.
<b>5.5</b>	The Central Bank may allow recently authorised Sub-Fund to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading.
<b>5.6</b>	

<p><b>5.7</b></p>	<p>If the limits laid down herein are exceeded for reasons beyond the control of a UCITS, or as a result of the exercise of subscription rights, the UCITS must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders.</p> <p>Neither an investment company, ICAV nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of:</p> <ul style="list-style-type: none"> <li>- transferable securities;</li> <li>- money market instruments;</li> <li>- units of investment funds; or</li> </ul>
<p><b>5.8</b></p>	<ul style="list-style-type: none"> <li>- financial derivative instruments.</li> </ul> <p>A UCITS may hold ancillary liquid assets.</p>
<p><b>6</b></p>	<p><b>Financial Derivative Instruments ('FDIs')</b></p>
<p><b>6.1</b></p>	<p>The Sub-Fund's global exposure relating to FDI must not exceed its total net asset value.</p>
<p><b>6.2</b></p>	<p>Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in Central Bank UCITS Regulations).</p>
<p><b>6.3</b></p>	<p>Sub-Funds may invest in FDIs dealt in over-the-counter (OTC) provided that</p> <ul style="list-style-type: none"> <li>- The counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.</li> </ul>
<p><b>6.4</b></p>	<p>Investment in FDIs are subject to the conditions and limits laid down by the Central Bank.</p>

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

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

## Appendix II - Recognised Exchanges

The following is a list of regulated stock exchanges and markets on which the Fund's investments in securities and financial derivative instruments other than permitted investment in unlisted securities, will be listed or traded and is set out in accordance with the Central Bank's requirements. With the exception of permitted investments in unlisted securities and over the counter derivative instruments investment in securities and derivative instruments will be restricted to the stock exchanges and markets listed below. The Central Bank does not issue a list of approved stock exchanges or markets.

(i) any stock exchange which is:-

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

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

- |                                 |   |                                   |
|---------------------------------|---|-----------------------------------|
| Argentina                       | - | Bolsa de Comercio de Buenos Aires |
| Argentina                       | - | Mercado Abierto Electronico S.A.  |
| Bahrain                         | - | Bahrain Bourse                    |
| Bangladesh                      | - | Dhaka Stock Exchange              |
| Bangladesh                      | - | Chittagong Stock Exchange         |
| Bermuda                         | - | Bermuda Stock Exchange            |
| Bosnia                          |   |                                   |
| Botswana                        | - | Botswana Stock Exchange           |
| Brazil                          | - | BM&F BOVESPA S.A.                 |
| Chile                           | - | Bolsa de Comercio de Santiago     |
| Chile                           | - | Bolsa Electronica de Chile        |
| Chile                           |   | Bolsa de Valparaiso               |
| China                           |   |                                   |
| Peoples' Rep. of –<br>Shanghai) | - | Shanghai Securities Exchange      |
| China                           |   |                                   |

(Peoples' Rep. of – Shenzhen)	-	Shenzhen Stock Exchange
Clearstream (ICSD)		
Colombia	-	Bolsa de Valores de Colombia
Costa Rica	-	Bolsa Nacional de Valores
Croatia	-	Zagreb Stock Exchange
Egypt	-	Egyptian Exchange
Euroclear	-	ICSD
Euroclear	-	United Kingdom & Ireland - ICSD
Ghana	-	Ghana Stock Exchange
Georgia		
India	-	BSE
India	-	National Stock Exchange
Indonesia	-	Indonesia Stock Exchange
Israel	-	Tel-Aviv Stock Exchange
Iceland	-	Citibank is a direct member of Clearstream Banking S.A., which is an ICSD
Jamaica	-	Jamaica Stock Exchange
Jordan	-	Amman Stock Exchange
Kenya	-	Nairobi Securities Exchange
Korea South		
Kazakhstan (Rep. Of)	-	Kazakhstan Stock Exchange
Kuwait		
Macedonia		
Malaysia	-	Bursa Malaysia Securities Berhad
Malaysia		Bursa Malaysia Derivatives Berhad
Mauritius	-	Stock Exchange of Mauritius
Mexico	-	Bolsa Mexicana de Valores
Mexico		Mercado Mexicano de Derivados
Morocco	-	Bourse de Casablanca
New Zealand	-	NZX Stock Exchange
Nigeria	-	Nigeria Stock Exchange
Oman		
Pakistan	-	Islamabad Stock Exchange
Pakistan	-	Karachi Stock Exchange
Pakistan	-	Lahore Stock Exchange
Panama		
Peru	-	Bolsa de Valores de Lima
Philippines	-	Philippine Stock Exchange
Qatar		
Russia		
Saudi Arabia		
Serbia		
Singapore	-	Singapore Stock Exchange
Singapore		CATALIST

South Africa	-	JSE Limited
South Africa		South African Futures Exchange
South Korea	-	Korea Exchange
Sri Lanka	-	Colombo Stock Exchange
Taiwan		
(Republic of China)	-	Taiwan Stock Exchange
Taiwan		
(Republic of China)		GreTai Securities Market
Taiwan		
(Republic of China)		Taiwan Futures Exchange
Thailand	-	Stock Exchange of Thailand
Thailand		Market for Alternative Investment
Thailand		Bond Electronic Exchange
Thailand		Thailand Futures Exchange
Tunisia	-	Bourse des Valeurs Mobilieres de Tunis
Turkey	-	Istanbul Stock Exchange
Turkey		Turkish Derivatives Exchange
Ukraine	-	Persha Fondova Toegovelna Systema
Ukraine		Ukrainian Interbank Currency Exchange
Uruguay	-	Bolsa de Valores de Montevideo
Uruguay		Bolsa Electronica de Valores del Uruguay SA
UAE ADX		
UAE DFM		
UAE NASDAQ Dubai		
Vietnam		

(iii) any of the following markets:

MICEX (equity securities that are traded on level 1 or level 2 only);  
RTS1 (equity securities that are traded on level 1 or level 2 only);  
RTS2 (equity securities that are traded on level 1 or level 2 only);

the market organised by the International Capital Market Association;

the market conducted by the "listed money market institutions", as described in the FSA publication "The Investment Business Interim Prudential Sourcebook" (which replaces the "Grey Paper") as amended from time to time;

AIM - the Alternative Investment Market in the UK, regulated and operated by the London Stock Exchange;

The over-the-counter market in Japan regulated by the Securities Dealers Association of Japan.  
NASDAQ in the United States;

The market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;

The over-the-counter market in the United States regulated by the National Association of Securities Dealers Inc. (also described as the over-the-counter market in the United States conducted by primary and secondary dealers regulated by the Securities and Exchange Commission and by the National Association of Securities Dealers (and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation));

The French market for Titres de Créances Négotiables (over-the-counter market in negotiable debt instruments);

the over-the-counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada.

SESDAQ (the second tier of the Singapore Stock Exchange.)

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

- in a Member State
- in a Member State in the European Economic Area (European Union Norway, Iceland and Liechtenstein);

in the United States of America, on the

- Chicago Board of Trade
- Chicago Board Options Exchange;
- Chicago Mercantile Exchange;
- Eurex US;
- New York Futures Exchange.
- New York Board of Trade;
- New York Mercantile Exchange;

in China, on the Shanghai Futures Exchange;

in Hong Kong, on the Hong Kong Futures Exchange;

in the United Kingdom, on the London Stock Exchange Derivatives Market;

in Japan, on the

- Osaka Securities Exchange;

- Tokyo International Financial Futures Exchange;
- Tokyo Stock Exchange;

in New Zealand, on the New Zealand Futures and Options Exchange;

in Singapore, on the

- Singapore International Monetary Exchange;
- Singapore Commodity Exchange.

For the purposes only of determining the value of the assets of the Fund, the term "Recognised Exchange" shall be deemed to include, in relation to any derivatives contract utilised by the Fund, any organised exchange or market on which such contract is regularly traded.

### Appendix III – United States Matters

The Fund is making a private placement (the “Offering”) of participating shares (the “Shares”) on the terms and conditions of this Appendix and the Prospectus of the Fund dated [ ], 2022, to which this Appendix is appended. The Offering is part of the Primary Market described in the Prospectus.

This Appendix only addresses matters of particular concern to United States investors and does not purport to be a complete description of the Fund or the Shares. This Appendix should be reviewed only in conjunction with the Prospectus.

Capitalized terms used in this Appendix without definition have the respective meanings assigned to them in the Prospectus.

THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE 1933 ACT OR THE SECURITIES LAWS OF ANY STATE OR OTHER POLITICAL SUBDIVISION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE 1933 ACT) EXCEPT TO ELIGIBLE PERSONS PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT AND ANY APPLICABLE STATE LAWS.

THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE. SEE “UNITED STATES SECURITIES LAW CONSIDERATIONS -- RESTRICTIONS ON TRANSFER”. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) OR ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE FUND IS NOT AND WILL NOT BE REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “1940 ACT”), PURSUANT TO SECTION 3(c)(7) OF THE 1940 ACT. ACCORDINGLY, SHARES WILL ONLY BE SOLD TO “U.S. PERSONS”, AS DEFINED IN REGULATION S UNDER THE 1933 ACT, WHO ARE “QUALIFIED PURCHASERS”, AS DEFINED IN THE 1940 ACT OR THE REGULATIONS THEREUNDER, OR AS OTHERWISE CONSISTENT WITH SECTION 3(c)(7) OF THE 1940 ACT. THE DIRECTORS MAY AT ANY TIME IN THEIR SOLE DISCRETION DECLINE TO REGISTER ANY TRANSFER OF SHARES OR COMPULSORILY REDEEM SHARES AS THE DIRECTORS CONSIDER NECESSARY FOR THE PURPOSES OF COMPLIANCE WITH THE 1940 ACT AND OTHER UNITED STATES LAWS.

UTI INTERNATIONAL (SINGAPORE) PRIVATE LIMITED (THE “INVESTMENT MANAGER”), IS EXEMPT FROM REGISTRATION WITH THE U.S. COMMODITY FUTURES TRADING COMMISSION

(THE "CFTC") AS A COMMODITY POOL OPERATOR WITH RESPECT TO THE FUND PURSUANT TO RULE 4.13(a)(3) UNDER THE COMMODITY EXCHANGE ACT, AS AMENDED (THE "COMMODITY ACT"). THIS EXEMPTION IS BASED UPON THE FACT THAT (i) SHARES OF THE FUND ARE EXEMPT FROM REGISTRATION UNDER THE 1933 ACT AND ARE OFFERED AND SOLD WITHOUT MARKETING TO THE PUBLIC IN THE UNITED STATES, (ii) PARTICIPATION IN THE FUND IS LIMITED TO CERTAIN CLASSES OF INVESTORS RECOGNIZED UNDER U.S. FEDERAL SECURITIES AND COMMODITIES LAWS, (iii) THE SHARES ARE NOT MARKETED AS OR IN A VEHICLE FOR TRADING IN THE COMMODITY FUTURES OR COMMODITY OPTIONS MARKETS, AND (iv) AT ALL TIMES, THE FUND WILL MEET AT LEAST ONE OF THE TWO FOLLOWING TESTS WITH RESPECT TO ITS COMMODITY INTEREST POSITIONS:

- (A) THE AGGREGATE INITIAL MARGIN, PREMIUMS, AND REQUIRED MINIMUM SECURITY DEPOSIT FOR RETAIL FOREX TRANSACTIONS REQUIRED TO ESTABLISH THOSE POSITIONS, DETERMINED AT THE TIME THE MOST RECENT POSITION WAS ESTABLISHED, WILL NOT EXCEED 5% OF THE LIQUIDATION VALUE OF THE FUND'S PORTFOLIO, AFTER TAKING INTO ACCOUNT UNREALIZED PROFITS AND UNREALIZED LOSSES ON ANY SUCH POSITIONS IT HAS ENTERED INTO, PROVIDED THAT IN THE CASE OF AN OPTION THAT IS IN-THE-MONEY AT THE TIME OF PURCHASE, THE IN-THE-MONEY AMOUNT AS DEFINED IN THE CFTC REGULATIONS MAY BE EXCLUDED IN COMPUTING SUCH 5%; AND
- (B) THE AGGREGATE NET NOTIONAL VALUE OF THOSE POSITIONS, DETERMINED AT THE TIME THE MOST RECENT POSITION WAS ESTABLISHED IN ACCORDANCE WITH RULE 4.13(a)(3), DOES NOT EXCEED 100% OF THE LIQUIDATION VALUE OF THE FUND'S PORTFOLIO, AFTER TAKING INTO ACCOUNT UNREALIZED PROFITS AND UNREALIZED LOSSES ON ANY SUCH POSITIONS IT HAS ENTERED INTO.

THEREFORE, UNLIKE A REGISTERED COMMODITY POOL OPERATOR, THE INVESTMENT MANAGER IS NOT REQUIRED TO DELIVER A DISCLOSURE DOCUMENT AND A CERTIFIED ANNUAL REPORT TO PARTICIPANTS IN THE FUND MEETING THE REQUIREMENTS OF THE CFTC RULES APPLICABLE TO REGISTERED COMMODITY POOL OPERATORS.

THE INVESTMENT MANAGER IS EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE U.S. INVESTMENT ADVISERS ACT OF 1940, AS AMENDED (THE "ADVISERS ACT"). ACCORDINGLY THE INVESTMENT MANAGER IS NOT SUBJECT TO THE REGULATIONS PROMULGATED UNDER THE ADVISERS ACT OR TO INSPECTION BY THE STAFF OF THE SEC PURSUANT TO THE ADVISERS ACT.

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK. SEE "THE FUND -- RISK FACTORS" IN THE PROSPECTUS. THIS OFFERING IS SPECULATIVE, AND THESE SECURITIES SHOULD BE PURCHASED ONLY BY PERSONS WHO CAN AFFORD THE RISK OF LOSS OF THEIR ENTIRE INVESTMENT.

The Fund, the Investment Manager, their respective directors, and the other persons referred to in this Prospectus (the “Relevant Parties”) are located outside of the United States and all or a substantial portion of the assets of the Relevant Parties are located outside of the United States. As a result, it may be difficult for purchasers of the Shares to effect service of process within the United States upon the Relevant Parties, or to realize against them civil liabilities under United States securities laws. Moreover, there is doubt whether courts outside the United States would enforce judgments of United States courts predicated solely on United States securities laws or would entertain actions brought before them in the first instance on the basis of liabilities predicated solely upon such laws.

The types of investments that the Fund anticipates making involve a high degree of risk and can result in substantial or total capital losses. The Investment Manager is unable to provide assurance that the Fund will be able to choose, make or realize a return in any particular investment. Additionally, there can be no assurance the Fund will be able to obtain the expected financial terms on the targeted investments, and changes in political, social and economic conditions could have substantial impact on the Fund’s investments. Also, there is a risk that epidemics, pandemics, outbreaks of disease and other public health issues would materially adversely affect the business, financial condition, operations and liquidity management of the Investment Manager and the Fund. **THE PAST INVESTMENT PERFORMANCE, IF ANY, OF THE INVESTMENT MANAGER, ITS AFFILIATES, AND ANY ENTITIES WITH WHICH IT HAS BEEN ASSOCIATED MAY NOT BE INDICATIVE OF THE FUTURE RESULTS OF AN INVESTMENT IN THE FUND, AND, WITH RESPECT TO ANY “FORWARD-LOOKING STATEMENTS” IN THIS PROSPECTUS, INCLUDING STATEMENTS ABOUT THE INVESTMENT MANAGER’S PLANS, BELIEFS AND STRATEGIES AND ABOUT THE FUND’S PROSPECTS, THE INVESTMENT MANAGER CAN GIVE NO ASSURANCE THAT THE FUND WILL ACHIEVE THEM.**

Please see the sections entitled “Risk Factors” and “Conflicts of Interest” in this Prospectus.

## UNITED STATES SECURITIES LAW CONSIDERATIONS

### ***United States Securities Act of 1933***

The Shares have not been, nor will they be, registered under the U.S. Securities Act of 1933, as amended (the “1933 Act”), or registered or qualified under the securities laws of any state or other political subdivision of the United States. Except as specified herein, the Shares may not be offered, sold, transferred, or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person (as defined below under “Definition of U.S. Person”). Notwithstanding the foregoing, (a) Shares may be offered and sold by the Fund to U.S. Persons that are “accredited investors” within the meaning of Rule 501(a) under the 1933 Act in reliance upon the exemption from the registration requirements of the 1933 Act provided in Rule 506 under the 1933 Act and (b) once issued, Shares may be transferred or sold to U.S. Persons, subject to the limitations set forth in “Restrictions on Transfer” below, in transactions that are exempt from the registration requirements of the 1933 Act and applicable state and other securities laws.

The following investors qualify as “accredited investors”:

- (i) Any natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of his purchase of Shares, exceeds \$1,000,000 (not including that person’s primary residence as an asset and not including as a liability debt secured by the primary residence, up to the estimated fair market value of the primary residence, other than debt incurred in the prior 60 days not as a result of acquiring the primary residence);
- (ii) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person’s spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (iii) Any corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000;
- (iv) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Shares, whose purchase is directed by a sophisticated person who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of an investment in Shares;
- (v) Any plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees provided the plan has total assets in excess of \$5,000,000;
- (vi) Any employee benefit plan within the meaning of the ERISA, if the decision to purchase Shares is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, if investment decisions are made solely by persons that are accredited investors;
- (vii) Any organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000;

- (viii) Any bank as defined in Section 3(a)(2) of the 1933 Act or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the 1933 Act acting for its own account or for the account of an accredited investor;
- (ix) Any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended, acting for its own account or the account of an accredited investor;
- (x) Any insurance company as defined in Section 2(13) of the 1933 Act;
- (xi) Any investment company registered under the 1940 Act, or a business development company as defined in Section 2(a)(48) of the 1940 Act that was not formed for the specific purpose of acquiring the Shares;
- (xii) Any small business investment company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958, as amended;
- (xiii) A private business development company as defined in Section 202(a)(22) of the U.S. Investment Advisers Act of 1940, as amended;
- (xiv) Any director, executive officer, or general partner of the Fund;
- (xv) A person that holds in good standing a Series 7, Series 65 or Series 82 license;
- (xvi) A “knowledgeable employee,” as defined in rule 3c-5(a)(4) under the Investment Company Act of 1940, as amended, of the issuer of the securities being offered or sold where the Partnership would be an investment company, as defined in section 3 of the Investment Company Act of 1940, as amended, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of the Investment Company Act of 1940, as amended;
- (xvii) an investment adviser registered pursuant to section 203 of the Investment Advisers Act of 1940, as amended, or registered pursuant to the laws of a state;
- (xviii) any investment adviser relying on the exemption from registering with the Securities and Exchange Commission under section 2(a)(13) of the Investment Advisers Act of 1940, as amended;
- (xix) any Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act;
- (xx) An entity that is not formed for the specific purpose of acquiring the securities offered hereby, and that owns investments, as defined under rule 2a51-1(b) of the Investment Company Act of 1940, in excess of \$5,000,000;
- (xxi) A “family office” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, as amended, (i) with assets under management in excess of \$5,000,000, (ii) not formed for the specific purpose of acquiring the securities offered, and (iii) whose prospective investments are directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investments;
- (xxii) A “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, as amended, of a family office meeting the requirements in paragraph (18) above and whose prospective investments in the Partnership is directed by such family office as described in paragraph (xxi) above; or
- (xxiii) Any entity in which all of the equity owners are accredited investors, as described above.

## U.S. Investment Company Act of 1940

The Fund has not been, and will not be, registered under the 1940 Act pursuant to Section 3(c)(7) of the 1940 Act. Accordingly, Shares will only be sold to “U.S. Persons”, as defined in Regulation S under the 1933 Act, who are “qualified purchasers”, as defined in the 1940 Act or the regulations thereunder, or as otherwise consistent with Section 3(c)(7) of the 1940 Act. The Directors have power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation. The Directors intend to exercise this power as necessary so that the Fund remains exempt from the registration requirements of the 1940 Act.

The following investors qualify as “qualified purchasers”:

- (i) Any natural person who owns \$5,000,000 or more in “investments”, as defined below;
- (ii) Any person, acting for his own account or for the accounts of other qualified purchasers, who, in the aggregate, owns and invests on a discretionary basis, not less than \$25,000,000 in “investments”, as defined below;
- (iii) Any company (not formed for the specific purpose of acquiring the Shares) that owns not less than \$5,000,000 in “investments”, as defined below, that is owned directly or indirectly by or for two or more natural persons who are related as siblings or spouse (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations or trusts established by or for the benefit of such persons;
- (iv) Any trust that was not formed for the specific purpose of acquiring the Shares, as to which each trustee and settlor or other person who contributed assets to the trust meets the requirements under (i),(ii) or (iii) above;
- (vi) Any qualified institutional buyer (as defined in paragraph (a) of Rule 144A promulgated under the 1933 Act) meeting the requirements of Rule 2a51-1(g) promulgated under the 1940 Act;
- (vii) A qualified institutional buyer (as defined in paragraph (a) of Rule 144A under the 1933 Act) acting for its own account, the account of another qualified institutional buyer, or the account of a qualified purchaser (as defined by the 1940 Act) but not a securities dealer (as described in paragraph (a)(I)(ii) of Rule 144A under the 1933 Act), an employee benefit plan or a trust fund that holds the assets of an employee benefit plan;
- (viii) A qualified institutional buyer that is a dealer in securities registered as such under the Securities Exchange Act of 1934 and such investor owns and invests on a discretionary basis at least \$25,000,000 in securities of issuers that are not affiliated persons of the dealer;
- (ix) A qualified institutional buyer that is an employee benefit plan or a trust fund that holds the assets of such a plan and the investment decisions with respect to the plan are made solely by the fiduciary, trustee or sponsor of such plan; or

- (vi) Any company all of the securities of which are beneficially owned by “qualified purchasers”.

For purposes of the definition of “qualified purchaser”, the term “investments” means:

- (i) Securities, such as stocks, bonds, options, warrants, notes and partnership interests, other than securities of an issuer that controls, is controlled by, or is under common control with the prospective qualified purchaser who owns the securities unless the issuer is: (A) an investment company registered under the 1940 Act; (B) an investment fund that qualifies for certain exemptions under the 1940 Act; (C) a commodity pool; (D) a U.S. public company; (E) a company listed on one or more of specified non-U.S. exchanges; or (F) a company with shareholders equity of at least US\$50,000,000 as reflected in its most recent financial statements;
- (ii) Real estate held for investment purposes (this generally does not include real estate used by the investor for personal purposes or as a place of business);
- (iii) Futures contracts, options on commodity futures contracts, and options on physical commodities traded on or under the rules of certain U.S. contract markets or non-U.S. boards of trade or exchange;
- (x) Physical commodities with respect to which contracts or options referred to in paragraph (iii) are traded;
- (xi) Certain financial contracts entered into for investment purposes;
- (xii) Cash and cash equivalents (including foreign currencies) held for investment purposes; and
- (vii) For an investor that is a private investment fund or commodity pool, binding capital commitments to such investor.

### ***U.S. Application Form***

In order to apply for Shares in the Offering, investors that are U.S. Persons as defined in “Definition of U.S. Person” below must complete and execute a U.S. Application Form containing additional representations and covenants designed to address specific U.S. regulatory and tax requirements. Investors should consult their own counsel if they have any questions concerning the representations and warranties in the U.S. Application Form.

### ***Restrictions on Transfer***

The Shares issued in the Offering may not be offered, sold, transferred, or delivered, directly or indirectly, in the United States or to, or for the account of, any U.S. Person, as defined in “Definition of U.S. Person” below, except, with the consent of the Directors, to one or more persons each of whom is an “accredited investor” (as that term is defined under Rule 501 under the 1933 Act) in a transaction exempt from the registration requirements of the 1933 Act and applicable state and other securities laws. Any such consent may be granted or withheld in the sole discretion of the Directors.

Transferees of Shares issued in the Offering will be required to execute a U.S. Application Form in the same form as investors applying to the Fund for Shares in the Offering. Among other things, the U.S. Application Form provides that the Shares may not be offered, sold, transferred, or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons without the prior written consent of the Fund and unless:

- (a) such offer, sale, transfer or delivery is duly registered under the 1933 Act and any applicable state securities laws, or the transferor provides the Fund with an opinion of counsel, satisfactory in form and substance to the Fund, to the effect that such offer, sale, transfer or delivery is exempt from the registration requirements of the 1933 Act and any applicable state securities laws;
- (b) the transferee provides the Fund with evidence, satisfactory in form and substance to the Fund, to the effect that the transferee is a “qualified purchaser” as defined in the 1940 Act or otherwise permitted to invest in a fund that relies on the Section 3(c)(7) exemption from the registration requirements of the 1940 Act;
- (c) the transferee provides the Fund with evidence satisfactory in form and substance to the Fund that (i) the transferee is not purchasing the transferred Shares on or through an “established securities market” (as such term is used in Section 7704(b) of the Code and applicable U.S. Treasury regulations and (ii) the transferee is not purchasing the transferred Shares on or through a “secondary market or the substantial equivalent thereof” (as such term is used in Section 7704(b) of the Code and the Treasury regulations thereunder); and
- (d) the transferee undertakes to comply with these restrictions in respect of any further transfers of the Shares.

The Fund has no obligation to register the Shares under the 1933 Act or any state securities laws or to assist any investor in effecting any such registration. As a result, U.S. Persons that invest in Shares may have to bear the economic risk of an investment in the Shares for an indefinite period of time.

No public market in the United States is expected to develop for the Shares.

### ***Mandatory Transfers***

The Directors may at any time impose such restrictions as they may think necessary for the purpose of ensuring that no Shares in the Fund are acquired or held directly or beneficially by any person in breach of the law or requirements of any country or governmental authority by virtue of which such person is not qualified to hold Shares. Any such transfer shall have, as the Directors may determine, such retroactive effect as may be required for the purposes of compliance with United States law.

### ***Definition of U.S. Person***

In this Appendix (other than in the discussion of “Certain United States Federal Income Tax Considerations”, below), U.S. Person means a person who is (i) included in the definition of “U.S.

person” under Rule 902 of Regulation S under the 1933 Act and (ii) excluded from the definition of a “Non-United States person” as used in CFTC Rule 4.7 under the Commodity Act.

“U.S. person” under Rule 902 means the following:

- (a) any natural person resident in the United States;
- (b) any partnership or corporation organized or incorporated under the laws of the United States;
- (c) any estate of which any executor or administrator is a U.S. Person;
- (d) any trust of which any trustee is a U.S. Person;
- (e) any agency or branch of a non-U.S. entity located in the United States;
- (f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
- (g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or, if an individual, resident in the United States; or
- (h) any partnership or corporation if (i) organized or incorporated under the laws of any non-U.S. jurisdiction and (ii) formed by a U.S. Person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the 1933 Act) who are not natural persons, estates or trusts.

Notwithstanding the foregoing “U.S. Person” does not include: (a) a discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organized, incorporated, or, if an individual, resident in the United States; (b) any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if (i) an executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate, and (ii) the estate is governed by non-U.S. law; (c) any trust of which any professional fiduciary acting as trustee is a U.S. Person if a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person; (d) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country; (e) any agency or branch of a U.S. Person located outside the United States if (i) the agency or branch operates for valid business reasons, and (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; or (f) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

Rule 4.7 under the Commodity Act currently provides in relevant part that the following persons are considered “Non-United States persons”:

1. a natural person who is not a resident of the United States;

2. a partnership, corporation or other entity, other than an entity organized principally for passive investment, organized under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;
3. an estate or trust, the income of which is not subject to United States income tax regardless of source;
4. an entity organized principally for passive investment such as a commodity pool, investment company or other similar entity, *provided*, that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as “qualified eligible persons” (as defined in Rule 4.7(a)(2) under the Commodity Act) represent in the aggregate less than 10% of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the CFTC’s regulations by virtue of its participants being Non-United States persons; or
5. a pension plan for the employees, officers or principals of an entity organized and with its principal place of business outside the United States.

## CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

THE DISCUSSION HEREIN IS FOR INFORMATIONAL PURPOSES ONLY AND IS A DISCUSSION OF CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES OF AN INVESTMENT IN THE FUND TO PROSPECTIVE SHAREHOLDERS ACQUIRING SHARES IN THE FUND PURSUANT TO THE PROSPECTUS DATED 1 NOVEMBER, 2017 EACH PROSPECTIVE SHAREHOLDER SHOULD CONSULT ITS PROFESSIONAL TAX ADVISOR WITH RESPECT TO THE TAX ASPECTS OF AN INVESTMENT IN THE FUND. TAX CONSEQUENCES MAY VARY DEPENDING UPON THE PARTICULAR CIRCUMSTANCES OF A PROSPECTIVE SHAREHOLDER. IN ADDITION, SPECIAL CONSIDERATIONS (NOT DISCUSSED HEREIN) MAY APPLY TO PERSONS WHO ARE NOT DIRECT SHAREHOLDERS IN THE FUND BUT WHO HOLD SHARES THROUGH AN ENTITY THAT IS TREATED AS A PARTNERSHIP OR OTHER PASS-THROUGH ENTITY FOR U.S. FEDERAL INCOME TAX PURPOSES, OR WHO ARE DEEMED TO OWN SHARES AS A RESULT OF THE APPLICATION OF CERTAIN ATTRIBUTION RULES. MOREOVER, THIS DISCUSSION DOES NOT ADDRESS ANY TAX CONSIDERATIONS THAT MAY BE SPECIFICALLY RELEVANT TO A SHAREHOLDER SUBJECT TO SPECIAL TAX RULES, INCLUDING, WITHOUT LIMITATION, A SHAREHOLDER THAT IS A DEALER IN SECURITIES (OR OTHER PERSON NOT HOLDING SHARES IN THE FUND AS CAPITAL ASSETS OR THAT HAS ELECTED MARK-TO-MARKET TREATMENT), A SHAREHOLDER RECEIVING SHARES AS COMPENSATION, A SHAREHOLDER THAT IS A REGULATED INVESTMENT COMPANY, REAL ESTATE INVESTMENT TRUST, S CORPORATION, FINANCIAL INSTITUTION OR INSURANCE COMPANY, A SHAREHOLDER TREATED AS A PARTNERSHIP FOR U.S. FEDERAL INCOME TAX PURPOSES, A SHAREHOLDER THAT IS A GOVERNMENT OR AN AGENCY OR INSTRUMENTALITY THEREOF, A SHAREHOLDER THAT HAS A "FUNCTIONAL CURRENCY" OTHER THAN THE US DOLLAR, A SHAREHOLDER THAT ACQUIRES SHARES AS PART OF A STRADDLE, HEDGE, CONVERSION TRANSACTION OR OTHER INTEGRATED INVESTMENT, A SHAREHOLDER THAT IS SUBJECT TO THE ALTERNATIVE MINIMUM TAX, A SHAREHOLDER THAT IS SUBJECT TO THE RULES THAT APPLY TO EXPATRIATES UNDER THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), A SHAREHOLDER THAT IS NOT A U.S. PERSON (AS DEFINED BELOW), OR (EXCEPT TO THE LIMITED EXTENT EXPRESSLY SET FORTH BELOW) A TAX-EXEMPT ENTITY OR A SHAREHOLDER THAT OWNS, OR IS CONSIDERED AS OWNING, SHARES REPRESENTING 10 PER CENT OR MORE OF THE COMBINED VOTING POWER OF THE FUND OR STOCK REPRESENTING 10 PER CENT OR MORE OF THE COMBINED VOTING POWER OF ANY ENTITY IN WHICH THE FUND INVESTS.

The discussion contained herein is not a full description of all of the U.S. federal income tax consequences of an investment in the Fund and is based upon the Code, existing judicial decisions and temporary and permanent U.S. Treasury Regulations (the "Treasury Regulations"), and published U.S. Internal Revenue Service ("IRS") rulings and procedures, all of which are subject to change, retroactively as well as prospectively. This discussion does not address any state, local, non-U.S. or non-income tax matters, nor does it discuss any tax consequences that may result from the application of any tax treaty. A decision to invest in a Sub-Fund should be based upon an evaluation of the merits of the Sub-Fund's investment objective and approach, and not upon any anticipated U.S. tax benefits.

CIRCULAR 230 DISCLOSURE: THIS DOCUMENT WAS NOT INTENDED OR WRITTEN TO BE

USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING ANY FEDERAL TAX PENALTIES THAT THE IRS MAY ATTEMPT TO IMPOSE. BECAUSE THIS DISCUSSION COULD BE VIEWED AS A “MARKETED OPINION” UNDER THE TREASURY REGULATIONS, WE INFORM YOU THAT IT WAS WRITTEN TO SUPPORT THE “PROMOTION OR MARKETING” OF THE MATTERS SET FORTH IN THIS DOCUMENT. EACH RECIPIENT OF THIS DOCUMENT SHOULD SEEK ADVICE BASED ON THAT PERSON’S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

For purposes of this discussion, the term “U.S. Person” means a Shareholder that is, for U.S. federal income tax purposes, (A) with respect to individuals, a U.S. citizen or “resident alien” within the meaning of the U.S. federal income tax laws, and, (B) with respect to persons other than individuals, (i) a corporation (including any entity treated as a corporation for U.S. federal income tax purposes) created or organised in the U.S. or under the laws of the U.S. or any state (including the District of Columbia), (ii) a trust if (a) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (b) the trust has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person or (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source.

#### Classification of the Fund for United States Federal Income Tax Purposes

The Fund may be treated as a single corporation for United States federal income tax purposes, in which case the Sub-Funds will be treated as divisions of the Fund for United States federal income tax purposes. However, under Irish law, each Sub-Fund’s assets and liabilities are segregated from the assets and liabilities of the other Sub-Funds, and as a result of that segregation, each Sub-Fund may instead be treated as a separate corporation for United States federal income tax purposes. If each Sub-Fund were to be treated as a separate corporation for United States federal income tax purposes, the following discussion would generally still apply, but references to “the Fund” below would generally need to be read as references to each Sub-Fund, and references to “Shareholders” would generally need to be read as references to Shareholders of that Sub-Fund. The remainder of this discussion assumes that the Fund will be treated as a single corporation for U.S. federal income tax purposes. Under those circumstances, each Sub-Fund would be jointly and severally liable with each other Sub-Fund for any U.S. federal income tax liability incurred by the Fund or any Sub-Fund, and the Fund’s U.S. federal income tax status (including whether it will be treated as engaged in a U.S. trade or business, and whether it will be a “PFIC” or “controlled foreign corporation”, each as defined below) and its income and earnings and profits would be calculated on an aggregate basis.

The Fund expects that it will be classified as a corporation that is a “passive foreign investment company” (a “PFIC”) for U.S. federal income tax purposes. A non-U.S. entity treated as a corporation for U.S. federal income tax purposes will generally be classified as a PFIC if (i) 75 per cent or more of its gross income in a taxable year is passive income, or (ii) 50 per cent or more of its assets held during the taxable year produce, or are held for the production of, passive income. Passive income generally includes, among other items, and subject to certain exceptions, dividends, interest, rents, royalties, and gains from the disposition of passive assets. Passive income also generally includes (i) the excess of foreign currency gains over foreign currency losses from transactions in currencies other than the entity’s functional currency, (ii) the excess of gains over losses from some commodities transactions,

and (iii) net income from notional principal contracts. For purposes of determining whether an entity is classified as a PFIC, if the entity owns (directly or indirectly) 25 per cent or more of the value of the stock of another corporation, the entity will be treated as if it received its proportionate share of the income of the other corporation and as if it held its proportionate share of the assets of the other corporation. If the entity holds (directly or indirectly) positions equal to or exceeding 25 per cent of the equity interests in companies that do not earn solely passive income or that do not hold solely assets that produce (or are held to produce) passive income, such positions might cause the entity not to be classified as a PFIC.

## United States Federal Income Taxation of the Fund

### In General

The Directors intend to conduct the affairs of the Fund in such a manner as will not result in the Fund being treated as engaged in a trade or business in the United States or otherwise being subject to United States federal income taxation on a net income basis on its income and gains. While the Fund believes that it will not be treated as engaged in a trade or business in the United State, this test is applied annually based on the activities of the Fund and the activities of any entity in which the Fund invests that is not classified as a corporation for United States federal income tax purposes (whether the Fund's investment is made directly or indirectly through one or more other entities that are not themselves classified as corporations for United States federal income tax purposes). There can be no assurance that the IRS will not contend that the Fund is engaged in a trade or business in the United States in any one or more of its tax years. If the Fund were deemed to be engaged in a trade or business in the United States, the Fund would be subject to United States federal income tax and branch profits tax on its income that is effectively connected with that trade or business.

Even if the Fund is not engaged in a United States trade or business, any gains realized by the Fund from the sale or disposition of stock or securities (other than debt instruments with no equity component) of a "United States real property holding corporation", as defined in the Code, and stock or securities of certain "real estate investment trusts", will be generally subject to U.S. income tax on a net basis as well as to certain withholding taxes, subject to certain exceptions. In addition, even if the Fund is not engaged in a United States trade or business, it may nevertheless be subject to United States withholding taxes at a rate of up to 30 per cent on the gross amount of certain income, if any, realised from sources within the United States.

### Foreign Account Tax Compliance Act ("FATCA")

Unless a "foreign financial institution," as defined in the Code and Treasury Regulations, timely agrees to collect and disclose to the United States Treasury certain information with respect to its investors and its investors' investments, or collects and discloses such information to a foreign government pursuant to an applicable intergovernmental agreement between the United States and that foreign government, and meets certain other conditions, certain payments made to that foreign financial institution of dividends, interest, and certain other categories of income from sources within the United States, and payments of gross proceeds from the sale of property that can produce dividends, interest or certain other categories of income from sources within the United States, will generally (and subject to certain grandfathering rules) be subject to a 30 per cent United States federal withholding tax. Under proposed

U.S. Treasury regulations the preamble to which states that they may be relied upon pending finalization, FATCA withholding on gross proceeds paid from the sale or other disposition of property is not expected to apply. The Fund expects to be treated as a foreign financial institution for this purpose. If the Fund timely agrees to collect and disclose such information to the U.S. Treasury, then it will not be subject to such withholding; however, a 30 per cent withholding tax may then apply to certain payments by the Fund to Shareholders that fail to comply with reasonable requests for similar information or that, under certain circumstances, fail to provide similar information directly to the U.S. Treasury, and to Shareholders that are “foreign financial institutions” and that fail to agree to provide similar information to the United States Treasury, or, in certain circumstances, to a non-U.S. government with respect to their own (and possibly certain of their affiliates’) account holders. Similar rules apply if the Fund collects and discloses such information to Ireland pursuant to the intergovernmental agreement between the United States and Ireland. Shareholders may be required to provide information to the Fund from time to time so the Fund can meet its obligations under these rules.

Rules and principles similar to the foregoing may apply to partially or wholly owned subsidiaries or other vehicles in which the Fund may invest. The Fund may be required to provide information to those vehicles so those vehicles can meet their obligations under those rules.

#### Tax-Exempt U.S. Persons

For purposes of this discussion, a “Tax-Exempt U.S. Person” is a U.S. Person that is generally exempt from payment of U.S. federal income tax. Generally, a Tax-Exempt U.S. Person is exempt from federal income tax on certain categories of income, such as dividends, interest, capital gains and similar income realised from securities investment or trading activity. This general exemption from tax does not, however, apply to the “unrelated business taxable income” (“UBTI”) of a Tax-Exempt U.S. Person. Generally, except as noted above with respect to certain categories of exempt trading activity, UBTI includes income or gain derived from a trade or business, the conduct of which is substantially unrelated to the exercise or performance of the Tax-Exempt U.S. Person’s exempt purpose or function. UBTI also includes (i) income derived by a Tax-Exempt U.S. Person from debt-financed property and (ii) gains derived by a Tax-Exempt U.S. Person from the disposition of debt-financed property.

While the Fund may borrow money or otherwise utilise leverage, under current law that leverage should not be attributed to, or otherwise flow through to, Tax-Exempt U.S. Persons that invest in the Fund. Accordingly, any dividends from the Fund or gain on the sale or redemption of Shares in the Fund should not constitute UBTI to a Tax-Exempt U.S. Person, assuming the Tax-Exempt U.S. Person does not borrow money or otherwise utilise leverage in purchasing its Shares in the Fund.

Tax-Exempt U.S. Persons may be subject to certain IRS tax return filing requirements in the U.S. as a result of their investments in the Fund, and are urged to consult with their own tax advisors concerning those requirements.

**TAX-EXEMPT U.S. PERSONS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE U.S. TAX CONSEQUENCES OF AN INVESTMENT IN THE FUND.**

#### Taxable U.S. Persons

If a U.S. Person other than a Tax-Exempt U.S. Person (a “Taxable U.S. Person”) invests directly or indirectly in the Fund, that person may suffer adverse tax consequences.

Since the Fund expects to be treated as a PFIC under the Code, Taxable U.S. Persons are expected to be subject to U.S. federal income taxation with respect to any investment in the Fund under certain special rules. If the Fund is a PFIC, then, under the “interest charge” rules, a Taxable U.S. Person holding Shares is generally liable for tax at ordinary income rates plus an interest charge (which is not deductible by an individual) reflecting the deferral of tax liability when it sells its Shares at a gain or receives an “excess distribution” from the Fund. Furthermore, the estate of a deceased individual Taxable U.S. Person will be denied a tax-free “step-up” in the tax basis to fair market value for Shares held by that deceased individual that were subject to the “interest charge” rules.

If the Fund is a PFIC, a Taxable U.S. Person holding Shares may be able to make an election to have the Fund treated as a qualified electing fund (“QEF”) with respect to its Shares. A Taxable U.S. Person that holds Shares and has made the QEF election, which may only be revoked with the consent of the IRS, is generally taxed each year on its proportionate share of the ordinary earnings and net long-term capital gains of the Fund, whether or not the earnings or gains are distributed, assuming that the Fund is not a “controlled foreign corporation”; actual cash distributions by the Fund paid out of earnings and profits that have already been included in taxable income will not be taken into account in determining the taxable income of the Taxable U.S. Person. A Taxable U.S. Person that timely makes a QEF election with respect to its Shares for the first taxable year in which such Taxable U.S. Person holds such Shares (or that subsequently makes such an election and also makes a so-called “purging” election for the same tax year, which would result in a taxable deemed sale of the Taxable U.S. Person’s Shares for fair market value) will not be subject to the “interest charge” rules discussed above with respect to its Shares. In order for a Taxable U.S. Person holding Shares to be eligible to make a QEF election, the Fund would have to agree to provide certain tax information to such Taxable U.S. Person on an annual basis. The Fund will use commercially reasonable efforts to provide such information if reasonably available to it.

Finally, if the Fund is a PFIC and the Fund’s Shares are considered to be “marketable stock” within applicable definitions, a Taxable U.S. Person holding Shares will be eligible to elect to mark those Shares to market at the end of every year, and thereby avoid the application of the “interest charge” rules described above. Under the applicable Treasury Regulations, however, the Fund does not believe that its Shares will be treated as “marketable stock”.

It is possible that one or more underlying entities in which the Fund invests might be treated as PFICs. If the Fund is treated as a PFIC and, at any time, owns stock in an entity that is also treated as a PFIC, Taxable U.S. Persons investing in the Fund will be deemed to own, and will generally be subject to the PFIC rules with respect to, their indirect interests in the underlying entity. If an underlying entity is a PFIC, then, under the “interest charge” rules, a Taxable U.S. Person holding Shares will generally be liable for tax at ordinary income tax rates plus an interest charge (which is not deductible by an individual) reflecting the deferral of tax liability when the Taxable U.S. Person is treated as disposing of its indirect interest in the underlying entity at a gain or as receiving an “excess distribution” from the underlying entity. A Taxable U.S. Person holding Shares may be able to make an election to have an underlying entity treated as a QEF with respect to the Taxable U.S. Person’s indirect interest in the underlying entity. A Taxable U.S. Person that holds Shares and has made the QEF election with respect

to its indirect interest in an underlying entity will generally be taxed each year on its proportionate share of the ordinary earnings and long-term capital gains of the underlying entity, whether or not the earnings or gains are distributed to the Fund, or from the Fund to the Taxable U.S. Person. In order for a Taxable U.S. Person holding Shares to be eligible to make a QEF election for an underlying entity, the underlying entity would have to agree to provide certain tax information, which it may not agree to do. A QEF election under the PFIC rules with respect to the Fund will not apply to any underlying entity in which the Fund invests (and vice versa). Any mark-to-market election under the PFIC rules with respect to the Fund likewise will not apply to a Taxable U.S. Person's indirect ownership interest in an underlying entity, and a Taxable U.S. Person holding Shares will not be able to make such a mark-to-market election in respect of its indirect ownership interest in an underlying entity.

A Taxable U.S. Person that invests in Shares, or a shareholder or beneficiary of such an investor, may also suffer adverse tax consequences if the Fund is a "controlled foreign corporation" under the "Subpart F" or "global intangible low-taxed income" (or "GILTI") rules of the Code. If the Fund is a "controlled foreign corporation", Taxable U.S. Persons that hold or that are treated under certain attribution rules as holding Shares representing at least 10 per cent of the combined voting power of all classes of Fund stock entitled to vote or at least 10 per cent of the total value of shares of all classes of Fund stock may under certain circumstances be required to include in gross income for U.S. federal income tax purposes amounts attributable to some or all of the earnings of the Fund in advance of the receipt of cash attributable to those earnings. If an entity in which the Fund invests is such a controlled foreign corporation, Taxable U.S. Persons that are treated as holding at least 10 per cent of the combined voting power of all classes of the entity's stock that are entitled to vote or at least 10 per cent of the total value of shares of all classes of the entity's stock (taking into account their indirect ownership through the Fund) may under certain circumstances be required to include in gross income for U.S. federal income tax purposes amounts attributable to some or all of the earnings of the entity in advance of the receipt of cash attributable to those earnings. A foreign entity treated as a corporation for U.S. federal income tax purposes generally will be a controlled foreign corporation if the direct and indirect ownership of the entity by "United States persons" (as defined for purposes of the "controlled foreign corporation" rules) each of whom owns (taking certain constructive ownership rules into account) at least 10 per cent of the combined voting power of all classes of the entity's stock entitled to vote exceeds in the aggregate 50 per cent of the combined voting power or total value of the entity's equity interests. Amounts so taken into account under the "Subpart F" or "GILTI" rules may generally be applied by such Taxable U.S. Persons to reduce the amount required to be taken into account as a dividend upon the receipt of any distributions from the applicable entity. Taxable U.S. Persons required to include such amounts will generally not be subject to the PFIC rules described in the preceding paragraphs with respect to the applicable entity. A Taxable U.S. Person that is a corporation for U.S. federal income tax purposes and that is required to include such amounts in its taxable income may be entitled to a foreign tax credit on a pro rata basis with respect to some or all of the income taxes, if any, paid by the Fund to non-U.S. jurisdictions. The Fund will monitor its Shareholders in an attempt to ensure that at all times the ownership of the Fund by "United States persons" (as defined for purposes of the "controlled foreign corporation" rules) is below the threshold amounts set forth in Code Section 957 and that the Fund therefore will not be classified as a "controlled foreign corporation" as defined in Code Section 957. There can be no assurance, however, that the Fund and entities in which the Fund invests will not be classified as controlled foreign corporations.

Subject to the Subpart F and GILTI rules described in the preceding paragraph, if the Fund is not, in

fact, classified as a PFIC, a Taxable U.S. Person receiving a distribution in respect of Shares will be required to include such distribution in gross income as a taxable dividend to the extent that the distribution is paid from the current or accumulated earnings and profits of the Fund as determined under U.S. federal income tax law. Distributions in excess of those earnings and profits of the Fund will first be treated, for U.S. federal income tax purposes, as a non-taxable return of capital to the extent of (and in reduction of) the Taxable U.S. Person's basis in the Shares and then as a gain from the sale or exchange of a capital asset, provided that the Shares constitute a capital asset in the hands of the Taxable U.S. Person. Dividend income in respect of Shares will generally be foreign-source income subject to the separate limitation for "passive income" for purposes of the foreign tax credit limitation. If the Fund is not classified as a PFIC, Shareholders may be eligible for a dividends-received deduction with respect to dividends paid by the Fund. Additionally, if the Fund is not classified as a PFIC or if a Taxable U.S. Person has validly made a QEF election (discussed above) that is in effect for all years in the Taxable U.S. Person's holding period in its Shares (or since it made the "purging" election described above), then, with certain exceptions, any gain or loss on the sale, redemption or other taxable exchange of Shares will be treated as capital gain or loss (if the Shares are held as capital assets). Such capital gain or loss will be long-term capital gain or loss if the Taxable U.S. Person has held the Shares for more than one year at the time of the sale, redemption or other taxable exchange. Net capital gains of Taxable U.S. Persons that are not corporations are subject to tax at lower rates than items of ordinary income. The deductibility of capital losses is subject to certain limitations.

Dividends paid on Classes denominated in non-U.S. currency to a Taxable U.S. Person will be includible in the income of that Taxable U.S. Person in a US Dollar amount calculated by reference to the exchange rate on the date the distribution is included in income. A Taxable U.S. Person that receives a non-U.S. currency distribution will have a tax basis in the non-U.S. currency so received equal to the US Dollar value of such non-U.S. currency on the date the distribution is included in income. A Taxable U.S. Person that receives a non-U.S. currency distribution and converts the non-U.S. currency into US Dollars on the date the distribution is included in income generally will recognize no foreign currency gain or loss from the conversion. If the Taxable U.S. Person converts the non-U.S. currency to US Dollars on a date subsequent to such date, such Taxable U.S. Person may have foreign currency gain or loss from the conversion, based on any appreciation or depreciation in the value of the non-U.S. currency against the US Dollar from the date of inclusion to the date of conversion. Any such foreign currency gain or loss will generally be U.S.-source ordinary income or loss for federal income tax purposes.

A 3.8 per cent Medicare contribution tax generally applies to all or a portion of the net investment income of a Shareholder who is an individual and not a non-resident alien for federal income tax purposes and who has an adjusted gross income (subject to certain adjustments) that exceeds a threshold amount (US\$250,000 if married filing jointly or if considered a "surviving spouse" for federal income tax purposes, US\$125,000 if married filing separately, and US\$200,000 in other cases). This 3.8 per cent tax also applies to all or a portion of the undistributed net investment income of certain U.S. Persons that are estates and trusts. For these purposes, dividends and certain capital gains are generally taken into account in computing a Shareholder's net investment income.

In general, payments on the Shares and proceeds of the sale of the Shares to Shareholders that are Taxable U.S. Persons other than corporations or other exempt recipients may be subject to information reporting requirements. Such payments may also be subject to backup withholding tax at the applicable

rate (currently 24%) if such a holder among other things: fails to furnish a social security number or other taxpayer identification number (TIN) certified under penalties of perjury within a reasonable time after the request therefor; furnishes an incorrect TIN; is subject to backup withholding because it previously failed to properly report interest or dividends; or under certain circumstances, fails to provide a certified statement, signed under penalties of perjury, that the TIN furnished is the correct number and that such U.S. holder is not subject to backup withholding.

Shareholders that are not Taxable U.S. Persons may be required to comply with applicable certification procedures to establish that they are not Taxable U.S. Persons in order to avoid the application of such information reporting requirements and backup withholding. Information reporting and backup withholding may apply to the proceeds of a sale of Shares made within the United States or conducted through certain U.S. related financial intermediaries, unless the payor receives the statement that establishes that the Shareholder is not a Taxable U.S. Person or Shareholder otherwise establishes an exemption.

Backup withholding is not an additional tax. The amount of any backup withholding collected from a payment will be allowed as a credit against the recipient's U.S. federal income tax liability and may entitle the recipient to a refund, so long as the required information is properly furnished to the IRS. Shareholders should consult their own tax advisors about any additional reporting requirements that may arise as a result of their purchasing, holding or disposing of Shares.

INASMUCH AS TAXABLE U.S. PERSONS ARE SUBJECT TO POTENTIALLY ADVERSE TAX CONSEQUENCES IF THEY INVEST IN THE FUND AND THE FOREGOING SUMMARY IS ONLY A BRIEF OVERVIEW OF HIGHLY COMPLEX RULES, SUCH POTENTIAL INVESTORS ARE STRONGLY URGED TO CONSULT WITH THEIR OWN TAX ADVISORS BEFORE INVESTING IN THE FUND.

#### Reporting

If the Fund is classified as a PFIC, a U.S. Person holding Shares will generally have to file IRS Form 8621 for some or all of the tax years in which such U.S. Person holds such Shares.

Any United States person within the meaning of the Code owning 10% or more (taking certain attribution rules into account) of either the combined voting power or total value of the shares of a non-U.S. corporation such as the Fund may be required to file an information return with the IRS containing certain disclosures concerning the filing shareholder, other shareholders and the corporation. The Fund has not committed to provide the information about the Fund or its Shareholders needed to complete the return.

A U.S. Person (and, in certain cases, a non-U.S. person who is engaged in business in the U.S.) who owns an interest in certain foreign financial accounts that, when aggregated with the value of certain other foreign financial accounts, are worth more than US\$10,000 during any part of a calendar year is generally required to file FinCEN Form 114, "Report of Foreign Bank and Financial Accounts" (an "FBAR") with respect to such accounts by April 15 following the close of such calendar year. Under current IRS guidance, a U.S. Person's investment in the Fund is, itself, not treated as a foreign financial account for purposes of the FBAR filing requirements. The penalties for failing to file an FBAR when

required can be severe.

In addition, in general, an individual who is a U.S. Person and who owns an interest in a foreign entity such as the Fund that, when aggregated with the value of certain other foreign assets, is worth more than US\$50,000 on the last day of a taxable year or more than US\$75,000 at any time during a taxable year must attach a disclosure statement (IRS Form 8938) to his or her tax return for that taxable year. For married taxpayers filing jointly, the general disclosure statement filing thresholds are US\$100,000 on the last day of a taxable year or US\$150,000 at any time during the taxable year. The filing thresholds are higher for U.S. Persons whose tax homes are in countries other than the United States and who meet one of two “presence abroad” tests. For an individual who meets these requirements, the filing thresholds are US\$200,000 on the last day of a taxable year or US\$300,000 at any time during the taxable year. For married taxpayers filing jointly who meet these requirements, the filing thresholds are US\$400,000 on the last day of a taxable year or US\$600,000 at any time during the taxable year. Treasury Regulations require certain U.S. entities to file disclosure statements as though the entities were individuals. The filing of a disclosure statement will not satisfy an FBAR filing requirement, and the filing of an FBAR will not eliminate any requirement to file IRS Form 8938.

The foregoing is not intended to constitute an exhaustive description of all reporting requirements that may apply to an investment in the Fund. Shareholders are urged to consult their own tax advisors or return preparers concerning the application of these and any other reporting requirements. A failure to satisfy certain reporting requirements may result in an extension of the time period during which the IRS can assess a tax, and under certain circumstances, such an extension may apply to assessments of amounts unrelated to any unsatisfied reporting requirement.

## ERISA AND OTHER BENEFIT PLAN CONSIDERATIONS

CIRCULAR 230 DISCLOSURE: THIS APPENDIX WAS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING ANY FEDERAL TAX PENALTIES THAT THE IRS MAY ATTEMPT TO IMPOSE. BECAUSE THIS DISCUSSION COULD BE VIEWED AS A “MARKETED OPINION” UNDER THE TREASURY REGULATIONS, WE INFORM YOU THAT IT WAS WRITTEN TO SUPPORT THE “PROMOTION OR MARKETING” OF THE MATTERS SET FORTH IN THIS APPENDIX. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN INDEPENDENT TAX ADVISORS WITH RESPECT TO AN INVESTMENT IN THE FUND AND SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES AS TO THE SPECIFIC CONSEQUENCES TO THEM UNDER UNITED STATES FEDERAL TAX LAW, AND UNDER OTHER TAX LAWS, SUCH AS STATE, LOCAL AND NON-U.S. TAX LAWS.

THE FOLLOWING SUMMARY OF CERTAIN ASPECTS OF ERISA AND OF THE CODE, IS BASED UPON ERISA, THE CODE, JUDICIAL DECISIONS, AND DEPARTMENT OF LABOR REGULATIONS AND RULINGS IN EXISTENCE ON THE DATE HEREOF. THIS SUMMARY IS GENERAL IN NATURE AND DOES NOT ADDRESS EVERY ERISA ISSUE THAT MAY BE APPLICABLE TO THE FUND OR A PARTICULAR INVESTOR. ACCORDINGLY, EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH ITS OWN COUNSEL IN ORDER TO UNDERSTAND THE ERISA AND CODE ISSUES AFFECTING THE FUND AND THE INVESTOR.

Subject to the limitations applicable to investors generally, Shares may be purchased using assets of employee benefit plans, including benefit plans subject to the provisions of Title I of ERISA (“**ERISA Plans**”), or of retirement plans subject to the prohibited transaction provisions of Section 4975 of the Code, such as individual retirement accounts and plans covering only self-employed individuals (“**Qualified Plans**” and, together with ERISA Plans, “**Plans**”). However, neither the Fund, the Investment Manager, nor any of their agents, employees, or affiliates, makes any representation with respect to whether the Shares are a suitable investment for any benefit plan, including an ERISA Plan or Qualified Plan. **All investors are urged to consult their legal advisors before investing assets of a benefit plan in the Fund, and must make their own independent decisions.**

### ***In General***

In considering whether to invest assets of any benefit plan in the Fund, the persons acting on behalf of the plan should consider in the plan’s particular circumstances whether the investment will be consistent with their responsibilities and any special constraints imposed by the terms of the plan and by applicable U.S., state or other law, including ERISA and the Code. Some of the responsibilities and constraints imposed by ERISA on employee benefit plans subject to the fiduciary responsibility provisions of the ERISA Plans and by the Code on Plans are summarized below. The following is merely a summary of those particular laws, however, and should not be construed as legal advice or as complete in all relevant respects. In addition, governmental plans, certain church plans, non-U.S. plans and other benefit plans not subject to ERISA or the prohibited transaction provisions of the Code may nevertheless be subject to similar federal, state, foreign or other laws.

### ***Fiduciary Responsibilities With Respect to ERISA Plans***

Persons acting as fiduciaries on behalf of an ERISA Plan are subject to specific standards of behavior in the discharge of their responsibilities pursuant to Section 404(a)(1) of ERISA. Consequently, in determining whether to invest assets of a Plan in the Fund, an ERISA Plan's fiduciaries must conclude that an investment in the Fund would be prudent and in the best interests of Plan participants and their beneficiaries. They must also determine that any such investment would be in accordance with the documents and instruments governing the ERISA Plan, would satisfy applicable diversification requirements and would provide the Plan with sufficient liquidity given the limitations upon an investor's ability to redeem or transfer Shares. In making those determinations, such persons should take into account that the Fund will invest its assets in accordance with the investment objectives and policies expressed in the Prospectus without regard to the particular objective or investment policies of any class of investors, including ERISA Plans and Qualified Plans. Such persons should also take into account, as discussed below, that it is not expected that the Fund's assets will constitute the "plan assets" of any investing ERISA Plan or Qualified Plan, so that neither the Fund, the Directors, the Investment Manager, nor any of their principals, agents, employees, or affiliates, will be a fiduciary as to any investing ERISA Plan or Qualified Plan. See also "Identification of Plan Assets" below.

### ***Prohibited Transactions***

ERISA Plans and Qualified Plans are subject to special rules limiting direct and indirect transactions involving the assets of the Plan and certain persons related to the Plan, termed "parties in interest" under ERISA and "disqualified persons" under the Code. Disqualified persons and parties in interest include any fiduciary to a Plan, any service provider to a Plan, the employer sponsoring a Plan, and certain persons affiliated with a fiduciary, service provider or employer. In addition, ERISA and the Code prohibit fiduciaries of a Plan from engaging in various acts of self-dealing. A party in interest engaging in a "prohibited transaction" may be subject to substantial excise tax penalties and possibly personal liability. Further, any fiduciary to an ERISA Plan taking or permitting any action which the fiduciary knows or should know constitutes a "prohibited transaction" may be personally liable for any loss resulting to the ERISA Plan from such transaction, and subject to forfeiture of any gain derived by the fiduciary from the transaction. The persons acting on behalf of an investing Plan should consider whether an investment of Plan assets in the Fund might constitute a prohibited transaction, as might occur for example if the Investment Manager or one of its affiliates were a fiduciary to the investing Plan in connection with its purchase of Shares.

### ***Identification of Plan Assets***

Under Section 3(42) of ERISA and U.S. Department of Labor Regulations Section 2510.3-101, as modified by Section 3(42) of ERISA (together, the "**Plan Asset Rules**"), the fiduciary, prohibited transaction and other provisions of ERISA and the Code, including the rules for determining who is a party in interest or disqualified person, would generally be applied by treating an investing Plan's assets as including its investment in the Fund but not including any of the underlying assets of the Fund. Under the Plan Asset Rules, however, assets of the Fund may be considered to include assets of the investing Plans if, immediately after any acquisition of Shares, 25% or more (or any higher percentage which may be specified by regulation) of the value of any Class of Shares of the Fund or any Sub-Fund is held

by "Benefit Plan Investors". For this purpose, a Benefit Plan Investor means an ERISA Plan, a Qualified Plan, or an entity deemed to hold plan assets under the Plan Asset Rules by reason of investment in the entity by ERISA Plans or Qualified Plans. However, entities which hold plan assets are generally considered to be Benefit Plan Investors only to the extent that their equity interests are held by Benefit Plan Investors, although special rules apply to certain entities, including insurance companies investing assets of their separate accounts and bank collective trust funds. In performing the 25% calculation, Shares held by persons (and their affiliates) who provide investment advice to the Fund for a fee, direct or indirect (including the Investment Manager), or have discretionary authority over the Fund's assets, are disregarded.

### ***Consequences of Plan Asset Status***

Under ERISA and the Code, a person who exercises any discretionary authority or discretionary control respecting the management or disposition of the assets of a Plan or who renders investment advice for a fee to a Plan is generally considered to be a fiduciary of such Plan. Consequently, should the 25% threshold be exceeded as to any Class of Shares the Fund, the Investment Manager could be characterized as a fiduciary of the investing Plans. As a result, various transactions between the Fund on the one hand and the Investment Manager, its affiliates, or other parties in interest or disqualified persons with respect to the investing Plans on the other hand could constitute prohibited transactions under ERISA or the Code. In addition, the prudence standards and other provisions of Title I of ERISA applicable to investments by ERISA Plans and their fiduciaries would extend to investments made by the Fund, and the ERISA Plan fiduciaries who made a decision to invest the Plan's assets in the Fund could, under certain circumstances, be liable as co-fiduciaries for actions taken by the Fund or the Investment Manager. Finally, certain other requirements of ERISA, such as the requirement that the indicia of ownership of a Plan's assets be held within the U.S., may become applicable to, but not be satisfied as to, the assets of the Fund.

### ***Limitation on Investment by Benefit Plan Investors***

In order that the assets of the Fund are not deemed to be plan assets under ERISA and the Code, the Fund does not currently intend to permit the investment by Benefit Plan Investors in any Class of Shares to equal or exceed 25% percent (or any higher percentage prescribed by the Plan Asset Rules) at any time. The Directors have power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation. The Directors intend to exercise this power so that the assets of the Fund are not deemed to be plan assets under ERISA and the Code. Consequently, the Fund does not anticipate that its assets will be deemed to include the plan assets of any Benefit Plan Investor in the Fund under ERISA and the Code. However, the Fund reserves the right, in its sole discretion, to permit investment by Benefit Plan Investors in the Fund to exceed the 25% threshold and to comply thereafter with the applicable provisions of ERISA and the Code.

### ***Representations by Benefit Plan Investors***

Fiduciaries proposing to invest the assets of an ERISA Plan or a Qualified Plan in the Fund will be required to represent that they have been informed of and understand the Fund's investment objectives, policies and strategies and that the decision to invest such Plan's assets in the Fund is consistent with the Plan's terms and the applicable provisions of ERISA and the Code, including, without limitation, terms and provisions that require diversification of Plan assets and impose other fiduciary responsibilities. The fiduciaries of investing Plans will also be required to represent that they are not relying upon the investment or other advice of the Investment Manager or its affiliates in investing in the Fund and that the acquisition and holding of Shares will not constitute a non-exempt "prohibited transaction" under ERISA or the Code. Finally, any entity that is a Benefit Plan Investor immediately prior to its acquisition of any Shares or at any time thereafter while it continues to hold any Shares must notify the Fund of its status as a Benefit Plan Investor prior to its initial acquisition of any Shares, or, if it first becomes a Benefit Plan Investor after its initial acquisition of any Shares, immediately upon becoming a Benefit Plan Investor. Each entity that is a Benefit Plan Investor must also advise the Fund of the percentage of its assets which are considered to constitute "plan assets," and must notify the Fund promptly in the event of any change in such percentage.

## **SUBSCRIPTION PROCEDURE**

Shares will be offered subject to prior sale and to withdrawal, cancellation or modification of the Offering. The Fund reserves the right to accept or reject any application for Shares, in whole or in part.

In order to apply for Shares in the Offering, investors that are U.S. Persons as defined in "Definition of U.S. Person" above must complete and execute the U.S. Application Form.

Investors should carefully review the U.S. Application Form before subscribing for Shares. It contains, among other things, a number of representations and warranties by the investor required for the purposes of compliance with various legal requirements and an indemnity from the investor. The investor should consult its own counsel if it has any questions concerning the representations, warranties, and indemnity in the U.S. Application Form.

The U.S. Application Form should be completed and executed and signed copies of the Form should be faxed to the Fund as provided in the Supplement for the relevant Sub-Fund. Hard copies of the signed U.S. Application Form should be sent to the address specified in the Supplement for the relevant Sub-Fund.

This Prospectus and the relevant Supplement may not contain all of the information concerning the Fund and the Shares which is available. The Fund will make available to each prospective investor at a reasonable time prior to the purchase by such prospective investor of Shares the opportunity to ask questions and receive answers concerning the terms and conditions of the Offering and to obtain any additional information which the Fund possesses or can obtain without unreasonable effort or expense that is necessary to verify the accuracy of information contained in this Prospectus and the relevant Supplement. The Fund will make copies of all applicable documents available to potential investors upon request. Requests for further information should be directed to the Administrator.

**Appendix IV – Third parties appointed by the Depositary**

<b>Country</b>	<b>Citibank NA</b>
<b>Argentina</b>	The Branch of Citibank, N.A. in the Republic of Argentina
<b>Australia</b>	Citigroup Pty. Limited
<b>Austria</b>	Citibank Europe plc
<b>Bahrain</b>	Citibank, N.A., Bahrain Branch
<b>Bangladesh</b>	Citibank, N.A., Bangladesh Branch
<b>Belgium</b>	Citibank Europe plc
<b>Bermuda</b>	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Bermuda Limited
<b>Bosnia-Herzegovina</b>	UniCredit Bank d.d.
<b>Botswana</b>	Standard Chartered Bank of Botswana Limited
<b>Brazil</b>	Citibank, N.A., Brazilian Branch
<b>Bulgaria</b>	Citibank Europe plc Bulgaria Branch
<b>Canada</b>	Citibank Canada
<b>Chile</b>	Banco de Chile
<b>China B Shanghai</b>	Citibank, N.A., Hong Kong Branch (For China B shares)
<b>China B Shenzhen</b>	Citibank, N.A., Hong Kong Branch (For China B shares)
<b>China A Shares</b>	Citibank (China) Co., Ltd (China A shares)

<b>Hong Kong Stock Connect</b>	Citibank, N.A., Hong Kong Branch
<b>Clearstream ICSD</b>	
<b>Colombia</b>	Cititrust Colombia S.A. Sociedad Fiduciaria
<b>Costa Rica</b>	Banco Nacional de Costa Rica
<b>Croatia</b>	Privedna Banka Zagreb d.d.
<b>Cyprus</b>	Citibank Europe plc, Greece Branch
<b>Czech Republic</b>	Citibank Europe plc, organizacni slozka
<b>Denmark</b>	Citibank Europe plc
<b>Egypt</b>	Citibank, N.A., Egypt
<b>Estonia</b>	Swedbank AS
<b>Euroclear (ICSD)</b>	Euroclear Bank SA/NV
<b>Euroclear (UK &amp; Ireland – ICSD)</b>	
<b>Finland</b>	Citibank Europe plc
<b>France</b>	Citibank Europe plc
<b>Georgia</b>	JSC Bank of Georgia
<b>Germany</b>	Citibank Europe plc
<b>Ghana</b>	Standard Chartered Bank of Ghana Limited
<b>Greece</b>	Citibank Europe plc, Greece Branch
<b>Hong Kong</b>	Citibank N.A., Hong Kong Branch

<b>Hungary</b>	Citibank Europe plc, Hungarian Branch Office
<b>Iceland</b>	Islandsbanki hf
<b>India</b>	Citibank, N.A. Mumbai Branch
<b>Indonesia</b>	Citibank, N.A., Jakarta Branch
<b>Ireland</b>	Citibank N.A., London Branch
<b>Israel</b>	Citibank, N.A., Israel Branch
<b>Italy</b>	Citibank Europe plc
<b>Jamaica</b>	Scotia Investments Jamaica Limited
<b>Japan</b>	Citibank N.A., Tokyo Branch
<b>Jordan</b>	Standard Chartered Bank Jordan Branch
<b>Kazakhstan</b>	Citibank Kazakhstan JSC
<b>Kenya</b>	Standard Chartered Bank Kenya Limited
<b>Korea (South)</b>	Citibank Korea Inc.
<b>Kuwait</b>	Citibank N.A., Kuwait Branch
<b>Latvia</b>	Swedbank AS, based in Estonia and acting through its Latvian branch, Swedbank AS
<b>Lithuania</b>	Swedbank AS, based in Estonia and acting through its Lithuanian branch, Swedbank AB
<b>Luxembourg</b>	only offered through the ICSDs- Euroclear & Clearstream
<b>Macedonia</b>	Raiffeisen Bank International AG
<b>Malaysia</b>	Citibank Berhad

<b>Malta</b>	Citibank is a direct member of Clearstream Banking, which is an ICSD.
<b>Mauritius</b>	The Hong Kong & Shanghai Banking Corporation Limited
<b>Mexico</b>	Banco Nacional de Mexico, SA
<b>Morocco</b>	Citibank Maghreb S.A
<b>Netherlands</b>	Citibank Europe plc
<b>New Zealand</b>	Citibank, N.A., New Zealand Branch
<b>Nigeria</b>	Citibank Nigeria Limited
<b>Norway</b>	Citibank Europe plc
<b>Oman</b>	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Oman S.A.O.G
<b>Pakistan</b>	Citibank, N.A., Pakistan Branch
<b>Panama</b>	Citibank N.A., Panama Branch
<b>Peru</b>	Citibank del Peru S.A
<b>Philippines</b>	Citibank, N.A., Philippine Branch
<b>Poland</b>	Bank Handlowy w Warszawie SA
<b>Portugal</b>	Citibank Europe plc
<b>Qatar</b>	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Middle East Limited
<b>Romania</b>	Citibank Europe plc, Dublin - Romania Branch
<b>Serbia</b>	UniCredit Bank Srbija a.d.

<b>Singapore</b>	Citibank, N.A., Singapore Branch
<b>Slovakia</b>	Citibank Europe plc pobočka zahraničnej banky
<b>Slovenia</b>	UniCredit Banka Slovenia d.d. Ljubljana
<b>South Africa</b>	Citibank N.A., South Africa Branch
<b>Spain</b>	Citibank Europe plc
<b>Sri Lanka</b>	Citibank, N.A. Sri Lanka Branch
<b>Sweden</b>	Citibank Europe plc, Sweden Branch
<b>Switzerland</b>	Citibank N.A., London Branch
<b>Taiwan</b>	Citibank Taiwan Limited
<b>Tanzania</b>	Standard Bank of South Africa acting through its affiliate Stanbic Bank Tanzania Ltd
<b>Thailand</b>	Citibank, N.A., Bangkok Branch
<b>Tunisia</b>	Union Internationale de Banques
<b>Turkey</b>	Citibank, A.S.
<b>Ukraine</b>	JSC Citibank
<b>UAE- Abu Dhabi Securities Exchange</b>	Citibank N.A., UAE
<b>United Arab Emirates DFM</b>	Citibank N.A., UAE
<b>United Arab Emirates NASDAQ Dubai</b>	Citibank N.A., UAE
<b>United Kingdom</b>	Citibank N.A., London Branch
<b>United States</b>	Citibank N.A., New York offices
<b>Uruguay</b>	Banco Itau Urugusource ay S.A.

**Vietnam**

Citibank N.A., Hanoi Branch

**SUPPLEMENT 1**  
**DATED 26<sup>th</sup> September, 2023**  
**to the Prospectus issued for UTI Goldfinch Funds Plc dated 26<sup>th</sup> September, 2023**

**UTI India Sovereign Bond UCITS ETF**

This Supplement contains information relating specifically to the UTI India Sovereign Bond UCITS ETF (the “Sub-Fund”) which was approved by the Central Bank on 30<sup>th</sup> September, 2014 as a sub-fund of the Fund an open-ended umbrella type investment company with segregated liability between sub-funds and authorised by the Central Bank on 30<sup>th</sup> September, 2014 as a UCITS pursuant to the UCITS Regulations.

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Fund dated 26<sup>th</sup> September, 2023 (the “Prospectus”) which precedes this Supplement and is incorporated herein.**

**The Shares of the Sub-Fund purchased on the secondary market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current net asset value when buying units/shares and may receive less than the current net asset value when selling them.**

The Sub-Fund is an ETF. As at the date of this Supplement, the Fund has three other Sub-Funds, the **UTI India Dynamic Equity Fund**, the **UTI India Balanced Fund** and the **UTI India Innovation Fund**.

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

Class A USD Share Accum is listed on Euronext Dublin. An application has been made to Euronext Dublin for the Class A EUR Share Accum. to be admitted to listing on the Official List and trading on the Regulated Market of Euronext Dublin. It is expected that the admission will become effective on or about the end of the Initial Offer Period for the Class A EUR Share Accum. This Supplement together with the Prospectus includes all information required to be disclosed by Euronext listing requirements and comprise listing particulars for the purpose of listing the Shares of the Sub-Fund on Euronext.

It is also intended that Shares will be listed and admitted for trading on a number of other stock exchanges, which may include the London Stock Exchange and SGX, however the Fund does not warrant or guarantee that such listings will take place or continue to exist. In the event that such listings do take place, the primary listing of the Shares of the Sub-Fund will normally be on the AEX and any other listings shall be secondary to the listing on the AEX.

Neither the admission of the Class A USD Share Accum. or the Class A EUR Share Accum. to the Official List and to trading on the Regulated Market of Euronext Dublin nor the approval of the Prospectus and this Supplement, pursuant to the listing requirements of Euronext Dublin shall constitute a warranty or representation by Euronext as to the competence of the service providers to or any other party connected with the Fund, the adequacy of information contained in the Prospectus and this

Supplement, or the suitability of the Fund for investment purposes.

As at the date of this Supplement, the Fund has no loan capital (including term loans) outstanding or created but unissued nor any mortgages, charges, debentures or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, finance leases, hire purchase commitments, guarantees, other commitments or contingent liabilities.

If the Directors decide to create additional Sub-Funds or Classes, the Fund may in its discretion apply for the Shares of such Sub-Funds to be listed on the Relevant Stock Exchange. For so long as the Shares of any Sub-Fund are listed on any Relevant Stock Exchange, the Fund shall endeavour to comply with the requirements of the Relevant Stock Exchange relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Ireland this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription.

Investors should read and consider the section entitled "Risk Factors" in both the Prospectus and this Supplement before investing in the Sub-Fund.

This document does not constitute or form part of any offer or invitation to sell or issue, or the solicitation of any offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful.

## **1. Interpretation**

Capitalised expressions used and not defined below shall bear the meanings as set out in the Prospectus.

The expressions below shall have the following meanings:

"Account Opening Form" such account opening form or application form (as the context requires) as the Directors may prescribe, to be completed by the Authorised Participant for the purposes of opening a primary market dealing account in relation to the Sub-Fund; or to be completed by the Common Depositary's Nominee for the purposes of applying for Shares to be issued in its name and to include authorisation for the Fund to deal with Authorised Participants (as applicable).

"AEX" means Euronext Amsterdam, trading as AEX.

"Base Currency" means US Dollars.

"Benchmarks Regulation" means Regulation (EU) 2016/1011 as may be amended, consolidated or substituted from time to time.

"Business Day" means any day except Saturday or Sunday on which (i) banks and stock exchanges in India, and (ii) banks in Ireland and Singapore are generally open for business, and (iii) the

Relevant Stock Exchanges on which the relevant Index Securities are traded is open for normal trading; or (iv) if there is more than one such securities markets, the securities market designated by the Investment Manager, in consultation with the Directors, following consultation with the Manager, is open for normal trading, or such other day or days as may be determined by the Directors from time to time and notified in advance to the Shareholders.

“Central Securities Depositories”	such Recognised Clearing Systems used by the Sub-Fund issuing their Shares through the Central Securities Depository settlement system, which is a national settlement system. For the purposes of this Sub-Fund, the Central Securities Depositories will be Participants in the International Central Securities Depositories.
“Clearstream”	Clearstream Banking, Société Anonyme, Luxembourg and any successor in business thereto.
“Common Depository”	the entity appointed as a depository for the International Central Securities Depositories, currently Citibank Europe plc, having its registered office at 1 North Wall Quay, Dublin 1, Ireland.
“Common Depository’s Nominee”	the entity appointed as nominee for any Common Depository which acts as the registered holder of the Shares in the Sub-Fund and is currently Citivic Nominees Limited.
“Creation Unit”	means 500,000 Shares, or such number of Shares as may be agreed by the Directors (or their delegate) in each case to allow lesser amounts. Any such discretion will be exercised on a Share Class level.
“Crore” or “crore”	means a unit in India used for numbering whereby 1 Crore = 10 million.
“Dealing Day”	Any Business Day and /or such other days or days as may be determined by the Directors, in consultation with the Manager, and notified to Shareholders in advance. However, some Business Days where markets on which the Fund Assets are listed or traded or markets relevant to the Reference Index are closed will not be Dealing Days provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, conversion and/or redemption of Shares in the Fund or any Sub-Fund in accordance with the provisions of the Prospectus and the Articles of Association.

“Dealing Deadline”	means 4pm (GMT) on the day prior to the relevant Dealing Day or such other time as the Directors, in consultation with the Manager, may determine and notify to Shareholders, provided always that the Dealing Deadline precedes the Valuation Point.
“ETF”	means Exchange Traded Fund.
“Euroclear”,	means Euroclear Bank S.A./N.V. and any such successor in business thereto.
“Euronext Dublin”	means Euronext Dublin (formerly The Irish Stock Exchange).
“FII”	means Foreign Institutional Investor.
“FPI”	means Foreign Portfolio Investor.
“FPI Regulations”	means SEBI (Foreign Portfolio Investors) Regulations, 2019.
“Fund Assets”	means the transferable securities and/or the other financial instruments invested in by the Sub-Fund and cash held by the Sub-Fund in accordance with the UCITS Regulations.
“Global Share Certificate”	means the certificate evidencing entitlement to the Shares issued pursuant to the Articles of Association and the Prospectus, described in further detail under the section titled “Global Clearing and Settlement”.
“iNAV”	means the indicative net asset value calculated and published by such entity as determined by the Directors from time to time on each day on which the Relevant Stock Exchange is open for trading. For the avoidance of doubt, the iNAV does not constitute the finalised Net Asset Value calculated with respect to the Valuation Point as published by the Administrator.
“Index Securities”	means the constituent bonds of the relevant Reference Index.
“Indian Public Sector Undertakings”	means government-owned corporations, termed as Public Sector Undertakings in India. In a Public Sector Undertaking the majority (51% or more) of the paid up share capital is held by central government or by any state government or partly by the central governments and partly by one or more state governments.
“Initial Price”	means as described in the Share Class table under the heading “2. Share Classes” below.

“INR”	means, Indian rupee, the lawful currency for the time being of India.
“International Central Securities Depositories”	means such Recognised Clearing Systems used by the Sub-Fund issuing their Shares through the International Central Securities Depository settlement system, which is an international settlement system connected to multiple national markets.
“Investment Manager”	means UTI International (Singapore) Private Limited.
“Participants”	means account holders in an International Central Securities Depository, which may include Authorised Participants, their nominees or agents and who hold their interest in Shares settled and/or cleared through the applicable International Central Securities Depository.
“Paying Agent”	means the entity appointed to act as paying agent to the Sub-Fund.
“Paying Agency Agreement”	means the agreement between the Fund and/or the Manager and the Paying Agent as may be amended from time to time in accordance with the requirements of the Central Bank.
“Portfolio”	means a representative portfolio of bonds as described under the “Investment Strategy” heading of this Supplement.
“RBI”	means the Reserve Bank of India.
“Reference Index” (FAR) Select 7 Bonds Index..	means the Nifty India Government Fully Accessible Route
“SEBI”	means the Securities and Exchange Board of India.
“SGX”	means The Singapore Exchange, trading as SGX.
“Valuation Point”	means 12 noon (Irish time) on the relevant Business Day.

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

## **2. Share Classes**

The available Share Classes are as disclosed in the table below. The Directors have the power to issue further Classes of Shares upon prior notification to and clearance in advance with the Central Bank.

Class	Class Currency	Initial Price	Minimum Transaction Size for Initial investment *	Minimum Holding amount*	Minimum Transaction Size for subsequent investments *	Minimum Transaction Size for redemptions*	Hedged/ Unhedged	Accumulating/ Distributing
Class A USD Share Accum.	USD	10 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	Unhedged	Accumulating
Class A USD Share Dist.	USD	10 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	Unhedged	Distributing
Class A GBP Share Accum.	GBP	10 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	Unhedged	Accumulating
Class A GBP Share Dist.	GBP	10 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	Unhedged	Distributing
Class A EUR Share Accum.	EUR	10 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	Unhedged	Accumulating
Class A EUR Share Dist.	EUR	10 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	Unhedged	Distributing
Class A JPY Share Accum.	JPY	1000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	Unhedged	Accumulating
Class A JPY Share Dist.	JPY	1000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	Unhedged	Distributing
Class A SGD Share Accum.	SGD	10 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	Unhedged	Accumulating
Class A SGD Share Dist.	SGD	10 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	Unhedged	Distributing
NOK Institutional Accum.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Accumulating
NOK Institutional Dist.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Distributing
NOK Retail Accum.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Accumulating
NOK Retail Dist.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Distributing

Dist.			NOK	NOK	NOK	NOK		
NOK RDR Accum.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Accumulating
NOK RDR Dist.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Distributing
SEK Institutional Accum.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Accumulating
SEK Institutional Dist.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Distributing
SEK Retail Accum.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Accumulating
SEK Retail Dist.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Distributing
SEK RDR Accum.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Accumulating
SEK RDR Dist.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Distributing

\*The Directors or their delegate reserve the right to differentiate between Shareholders as to and waive or reduce the Minimum Transaction Size for Initial investment, the Minimum Holding amount, the Minimum Transaction Size for subsequent investments and the Minimum Transaction Size for redemptions for certain investors. Creation Units may be issued to Authorised Participants on the primary market.

The Minimum Transaction Size for Initial investment, the Minimum Holding amount, the Minimum Transaction Size for subsequent investments and the Minimum Transaction Size for redemptions are not applicable on the secondary market and there is no minimum purchase or sale amount unless required by the relevant exchange(s).

### 3. Investment Objective

The investment objective of the Sub-Fund is to provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the Reference Index.

### 4. Investment Policy

The Sub-Fund is a passively managed ETF which uses a passive investment approach and will invest directly in bonds issued by the Government of India, which may be listed on or dealt in Recognised Exchanges worldwide, that are constituents of the Reference Index. As the Sub-Fund will invest only in fixed income bonds issued by the Government of India which may be listed on or dealt in Recognised Exchanges worldwide those bonds are required by the Central Bank to be investment grade. The Sub-Fund will rely on the country rating of India as all the bonds are issued by Government of India only. At present the country rating of India is BBB- which is investment grade rated by S&P and Fitch.

The Sub-Fund will track the investment performance of the Reference Index (for a description of

the bonds which constitute the Reference Index please see heading “Index Description”), that collectively have an investment profile that is similar to that of the Reference Index. The Investment Manager may also select bonds that are not underlying constituents of the relevant Reference Index where such bonds provide similar performance attributes, with matching risk profile, to certain bonds that make up the relevant Reference Index. Given the Sub-Fund’s intention closely track the investment performance of the Reference Index it is not expected that the Sub-Fund will invest more than 15% of the Sub-Fund’s assets in bonds that while providing similar performance attributes, with matching risk profile, to certain bonds that make up the relevant Reference Index are not underlying constituents of the relevant Reference Index.

The Reference Index is an indicator of investment returns of debt obligations denominated in Indian rupees issued by the Central Government of India. The Reference Index provider determines the composition of the Reference Index in accordance with its rules and procedures for the Reference Index, which may change from time to time, and publishes information regarding the composition, investment characteristics and return of the Reference Index. As a result of its use of the Reference Index to determine the asset allocation of the Portfolio of assets held by the Sub-Fund, the Sub-Fund shall be subject to the requirements of the Benchmarks Regulation.

As required under the Benchmarks Regulation, the Fund has put in place appropriate contingency arrangements setting out the actions which will be taken in the event that the benchmark materially changes or ceases to be provided. A copy of the Fund’s policy on cessation or material change to a benchmark is available upon request from the Fund. As at the date of this Supplement, the administrator of the Reference Index, NSE Indices Limited, is availing of the transitional arrangements afforded under the Benchmark Regulation and accordingly does not appear on the register of administrators and benchmarks maintained by ESMA pursuant to Article 36 of the Benchmark Regulation.

As required under the Benchmarks Regulation, the Fund has put in place appropriate contingency arrangements setting out the actions which will be taken in the event that a benchmark which is used by a Sub-Fund which is subject to the Benchmarks Regulation materially changes or ceases to be provided. A copy of the Fund’s policy on cessation or material change to a benchmark is available upon request from the Fund. Further information in relation to the Reference Index, including the composition of the Reference Index, is available on [www.nseindia.com](http://www.nseindia.com) and [www.niftyindices.com](http://www.niftyindices.com)

The Sub-Fund is subject to the investment and borrowing restrictions set out below under the section entitled ‘Investment and Borrowing Restrictions’.

## **5. Investment Strategy**

The Sub-Fund may invest in bonds issued by the Government of India which may or may not form part of the Reference Index. The Sub-Fund aims to closely track the performance of the Reference Index.

The Investment Manager may also select bonds issued by the Government of India by means of direct investment which are not underlying constituents of the relevant Reference Index where such bonds provide similar performance, with matching risk profile, to certain bonds that make up the relevant Reference Index. Bonds which are not underlying constituents of the relevant Reference Index are selected where they will enhance the Sub-Fund’s ability to track the

performance of the Reference Index. For example, bonds issued by the Government of India which are not underlying constituents of the relevant Reference Index may be selected where they provide similar performance, with matching risk profile, to certain bonds that make up the relevant Reference Index. Bonds issued by the Government of India which are not underlying constituents of the relevant Reference Index may also be selected where they enhance the Sub-Fund's ability to track the performance of the Reference Index. Furthermore although new bond issues by the Government of India enter the Reference Index only on the last day of the month the Sub-Fund may seek to include them in the Portfolio closer to their issue date if that is advantageous to the Sub-Fund from a trading perspective.

Notwithstanding that the Sub-Fund intends to closely track the performance of the Reference Index, it may also (i) pending reinvestment by it (for example where it cannot for any reason immediately make the investment it wishes and is obliged to wait for a number of days) or (ii) subject to the investment objective, invest on an ancillary, short-term basis in cash, cash equivalents (including bank deposits and money market instruments). The investment Portfolio of the Sub-Fund will be constructed to provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the Reference Index and will comply with UCITS guidelines.

Rebalancing of the Reference Index will be effective on the first working day of the month. For the Sub-Fund, in seeking to replicate the Reference Index, the effect of such a rebalance may for example, involve, inter alia, selling an outgoing Index Security and using the proceeds to invest in the incoming Index Security or reassessing the allocation of the net assets of the Sub-Fund to a particular Index Security.

The Investment Manager reviews the Index Securities held in the Sub-Fund's Portfolio each Business Day. In order to minimise Tracking Error, it closely monitors factors such as any changes in the weighting of each Index Security in the Reference Index, whether trading in the particular Index Security is suspended from trading for any reason, dividend distributions and the liquidity of the Index Securities. The Investment Manager may also conduct an adjustment on the Portfolio of the Sub-Fund regularly, taking into account Tracking Error reports, the index methodology and any rebalance notification of the Reference Index.

The Directors may, if they consider it in the interests of the Sub-Fund to do so and with the consent of the Depositary, substitute another index for the Reference Index if:-

- the weightings of constituent securities of the Reference Index would cause the Sub-Fund (if it were to follow the Reference Index closely) to be in breach of the UCITS Regulations and/or any tax law or tax regulations that the Directors may consider to have a material impact on the Fund and / or any Sub-Fund;
- the particular Reference Index or index series ceases to exist;
- a new index becomes available which supersedes the existing Reference Index;
- a new index becomes available which is regarded as the market standard for investors in the particular market and/or would be regarded as of greater benefit to the Shareholders than the existing Reference Index;

- it becomes difficult to invest in securities comprised within the particular Reference Index;
- the Reference Index provider increases its charges to a level which the Directors consider too high;
- the quality (including accuracy and availability of data) of a particular Reference Index has, in the opinion of the Directors, deteriorated;
- an index becomes available which more accurately represents the likely tax treatment of the investing Sub-Fund in relation to the component securities in that Reference Index.

The above list is indicative only and cannot be understood as being exhaustive by limiting the ability of the Directors to change the Reference Index in any other circumstances as they consider appropriate.

Where such a change would result in a material difference between the constituent securities of the Reference Index and the proposed Reference Index, Shareholder approval will be sought in advance. In circumstances where immediate action is required and it is not possible to obtain Shareholder approval in advance of a change in the Reference Index, Shareholder approval will be sought for either the change in the Reference Index or, if not so approved, the winding up of the Sub-Fund as soon as practicable and reasonable.

Any change of the Reference Index will be cleared in advance with the Central Bank, reflected in revised Prospectus documentation and will be noted in the annual and semi-annual reports of the Sub-Fund issued after any such change takes place.

The Directors may change the name of the Sub-Fund, particularly if the Reference Index, or the name of the Reference Index, is changed. Any change to the name of the Sub-Fund will be approved in advance by the Central Bank and the relevant documentation pertaining to the relevant Sub-Fund will be updated to reflect the new name.

Any of the above changes may have an impact on the tax status of the Fund and/or the Sub-Fund in a jurisdiction. Therefore, it is recommended that the Shareholders should consult their professional tax adviser to understand any tax implications of the change in their holdings in the jurisdiction in which they are resident.

On each Business Day, before commencement of trading on the Relevant Stock Exchange, the Sub-Fund will disclose on [www.utifunds.com](http://www.utifunds.com) the identities and quantities of the Sub-Fund's Portfolio holdings that form the basis for the Sub-Fund's calculation of the Net Asset Value in respect of the previous Dealing Day.

The Investment Manager monitors the investment restrictions applicable to the Sub-Fund. As soon as the Investment Manager becomes aware that the weighting of any particular bond in the Reference Index exceeds the permitted investment restrictions, the Investment Manager will seek to either unwind that particular position or reduce the Sub-Fund's exposure to that bond to ensure that the Sub-Fund at all times operate within the permitted investment restrictions and complies with the requirements of the UCITS Regulations.

Investment policies of the Sub-Fund shall comply with the restrictions for FPI (investments as established by SEBI and the RBI as set out in Appendix 1.

The SEBI issued the SEBI (Foreign Portfolio Investors) Regulations, 2019 (the "FPI Regulations") which replaced the SEBI (Foreign Portfolio Investors) Regulations, 2014. Under the FPI Regulations all foreign investors who intend to acquire Indian securities are required to make an application to the designated depository participants to be registered as an FPI. Designated depository participants are the entities which will approve the application as an FPI and are also given the responsibility of granting the FPI license. All investments by foreign investors will need to be made in compliance with the investment conditions prescribed under the FPI Regulations and the regulations and guidelines prescribed by the RBI under Foreign Exchange Management Act (the "FEMA Regulations").

Pursuant to its investment policy, the Fund intends to make investments in invest in bonds issued by the Government of India subject to the conditions of the FPI Regulations and FEMA Regulations.

## **6. Sustainable Finance Disclosure**

This Sub-Fund does not have as its objective sustainable investment, nor does it promote environmental or social characteristics. The investments underlying this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

### **Adverse Impacts on sustainability factors**

The Investment Manager does not take into account the principal adverse impacts on sustainability factors as described in Article 7(1) of the SFDR on the basis that this Sub-Fund falls within the meaning of Article 6 of the SFDR and is a passively managed fund which invests directly in bonds issued by the Government of India that are constituents of the Reference Index.

### **Sustainability Risks**

Sustainability risk is the risk that the value of an investment will decline as a result of an environmental, social or governance event or circumstance. Ecological events include climate change, scarcity of natural resources and pollution. Social events may include labour issues and product liability. Governance can include themes such as shareholder rights, business ethics, diversity and executive remuneration. Sustainability risks can arise in all kinds of forms. With regard to the theme of climate, for example, there is a distinction between transition risks and physical risks, whereby transition risks can be divided into legal and regulatory risks, technological risks, market risks and reputation risks. In addition, the impact of sustainability risk has various scopes, including company-specific, sector-specific and on country level. The occurrence of a sustainability risk results in other (financial) risks manifesting. This can negatively affect the value of the investment.

Concrete examples of sustainability risks for the Sub-Fund are: a company has an overly generous remuneration policy or a remuneration policy that is inconsistent with the interests of the shareholders. Also, a company's reputation can deteriorate as a result of negative publicity about an environmental or labour issue that can cause the value of its stock to decline. The expected impact of sustainability risks on the return depends on the type of sustainability risk

that materialises. For developed markets equity portfolios, this expected impact is generally viewed as significant.

### **Sustainability Risk Integration Features**

The Sub-Fund has a passive investment policy whereby the Sub-Fund aims to follow the Reference Index as closely as possible. The Reference Index has no specific sustainability characteristics. The Sub-Fund therefore does not have any specific sustainability characteristics.

The Investment Manager applies the following measures to integrate sustainability risks for this Sub-Fund:

Exclusions: Exclusions required by international laws and treaties apply to this Sub-Fund. The Sub-Fund does not invest into companies if prohibited by sanctions of the European Union, United Nations or the Office of Foreign Assets Control of the United States.

## **7. Initial Offer in the Primary Market**

Class A USD Share Accum. has launched and is available on any Dealing Day at the Net Asset Value.

Shares in Class A USD Share Dist. were initially offered in the primary market to Authorised Participants during the period from 9a.m. (Irish time) on the 2nd November, 2017 to 5 p.m. (Irish time) on the 2nd May, 2018 however no subscriptions were received during this time and the initial offer period was paused. The Directors restarted the initial offer period and offered the Class A USD Share Dist. and started the initial offer period and offered the Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist. and Class A SGD Share Accum. in the primary market to Authorised Participants during the period from 9a.m. (Irish time) on the 27 September, 2021 to 5 p.m. (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price per Share and subject to acceptance of applications for Shares in the relevant Class will be issued for the first time on the last Business Day of the Initial Offer Period.

The NOK Institutional Accum., NOK Institutional Dist., NOK Retail Accum., NOK Retail Dist. NOK RDR Accum. And NOK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of NOK 10.00 per Share. The SEK Institutional Accum., SEK Institutional Dist., SEK Retail Accum., SEK Retail Dist., SEK RDR Accum. And SEK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of SEK 10.00 per Share.

The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received and otherwise on a quarterly basis. After closing of the initial offer period, Shares in the Sub-Fund will be issued to Authorised Participants at the Net Asset Value per Share.

## **8. Tracking Error**

Tracking Error between the investment performance of the Sub-Fund and the Reference Index

may occur due to differences between the securities held in the Sub-Fund's Portfolio and the securities held in the Reference Index.

In normal market conditions the volatility of the Sub-Fund's returns can be expected to be closely correlated to the volatility of the Reference Index. The Investment Manager anticipates the annual Tracking Error (being the difference between the return of the Sub-Fund and the return of the index tracked) will, over time, not exceed 5%. Because it is not practical to buy all the bonds that constitute the Reference Index, the Sub-Fund will comprise of a Portfolio of bonds as described under the "Investment Strategy" heading of this Supplement. It can therefore be expected to have a larger Tracking Error than if it used a replication indexing strategy.

As set out in the Investment Policy section, exposure to the Reference Index is achieved through direct investment in the Index Securities, the purpose of which is to seek to provide the Sub-Fund with the performance of the Reference Index but may not be able to do so exactly due to factors including, but not limited to, fees and expenses and taxes. Consequently, the Net Asset Value of the Sub-Fund may not exactly track the value of the Reference Index. Shareholders should thus be familiar with the risks associated with such an approach to investment.

## **9. Index Description**

The Reference Index seeks to measure the performance of the portfolio of securities, each security having a residual maturity of more than 2 years, issued by the Central Government of India. The Reference Index includes the top 7 most liquid securities issued by the Central Government of India and is reviewed on a monthly basis. The Reference Index is computed using a total return methodology, including price return and interest return.

### **Methodology**

#### *Security Eligibility*

All securities issued by the Central Government of India (excluding special securities, floating rate securities, inflation linked securities) are eligible. The residual maturity of the government securities as on the Reference Index's effective date should be more than 2 years. Eligible securities are categorised under the Fully Accessible Route ("FAR") by RBI. There is no minimum outstanding amount for government security securities.

#### *Security Selection*

From the eligible universe, the top 7 securities are selected based on their monthly composite liquidity scores calculated using previous one-month trades data. The composite liquidity score of a security is calculated based on average daily turnover (50% weight), total number of days traded (25% weight) and total number of trades (25% weight) during the analysis period. For each eligible security, above 3 parameters are averaged based on previous 4 weeks trades data by giving 10% weight to the first week of the month, 20% weight to the second week of the month, 30% weight to the third week of the month and 40% weight to fourth week. A detailed illustration of calculation of monthly and weekly composite liquidity scores for the government securities is available upon request from the Investment Manager.

#### *Security Weight*

The weight of each security in the Reference Index is based on its monthly composite liquidity rank as on the effective date as per the below table:

Monthly composite liquidity rank of the index constituent	Weights
1	25%
2	25%
3	25%
4	10%
5	5%
6	5%
7	5%
	<b>100%</b>

Subsequently, the weights may drift due to price movement. Any interest amount received is assumed to be reinvested in the portfolio on the same date, in the proportion of the existing weights.

#### *Index Rebalancing/Reconstitution*

The Reference Index will be reviewed on a monthly basis with data cut-off date of T-9 working days and effective on first working day of the month (T). Accordingly, the analysis period will be the month starting from the previous cut-off date to the present cut-off date.

Selection of government securities in the Reference Index shall be based on the securities' monthly composite liquidity rankings calculated using the previous month trades data. The top 5 government securities ranked based on the monthly composite liquidity score are compulsorily included in the Reference Index. Existing government securities in the Reference Index whose monthly composite liquidity rank goes beyond 9 are compulsorily excluded from the Reference Index and are replaced with the next best bond based on monthly composite liquidity rank.

Any security shortlisted for inclusion in the Reference Index based on its monthly liquidity rank shall not be included in the Reference Index, if its weekly composite liquidity rank in week 2, week 3 or week 4 of the previous month is beyond 10. The next best government security based on monthly composite liquidity rank shall be given preference in such case. This rule shall not be applied if such a security was first issued during the last six months of the index effective date. This rule shall also not be applied if no other government security with weekly rank for week 2, week 3 and week 4 within top 10 is available.

If there is no inclusion or exclusion in the Reference Index and there is also no change in the ranks of the existing government securities within the Reference Index, the drifted weights of the constituents will not get reset and the existing weights will continue. This rule shall not be applied if the weight of the any securities breaches 30%.

Further information in relation to the Reference Index is available on [www.nseindia.com](http://www.nseindia.com) and [www.niftyindices.com](http://www.niftyindices.com)

## **10. Investment and Borrowing Restrictions**

Investment of the assets of the Sub-Fund must comply with the UCITS Regulations. The Directors may impose further restrictions in respect of the Sub-Fund. The investment and borrowing restrictions applying to the Sub-Fund are set out in Appendix I to the Prospectus. With the exception of permitted investments in unlisted securities and over the counter derivative instruments, investment in securities and derivative instruments will be restricted to the stock exchanges or markets listed in Appendix II to the Prospectus.

The Sub-Fund may invest up to a maximum of 10% of the Net Asset Value of the Sub-Fund in other collective investment schemes in accordance with the requirements of the Central Bank and the investment restrictions set out in Appendix I to the Prospectus, where the investment policies of such collective investment schemes are consistent with those of the Sub-Fund.

The Sub-Fund has the ability to hold cash from time to time if the Investment Manager believes it is appropriate and is not obliged to be fully invested.

### **Borrowing Powers**

The Fund on behalf of the Sub-Fund may only borrow for cash flow purposes on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Sub-Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Fund or the Sub-Fund and may charge the Sub-Fund's assets as security for such borrowings only in accordance with the provisions of the UCITS Regulations.

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

The Sub-Fund will adhere to any investment or borrowing restrictions stated herein or imposed by Euronext for so long as any Shares in the Sub-Fund are listed on Euronext, subject to the UCITS Regulations.

### **Change to Investment and Borrowing Restrictions**

It is intended that the Fund and the Sub-Fund shall have the power, subject to the prior approval of the Central Bank and the prior approval of Shareholders and as disclosed in an updated Prospectus, to avail of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Sub-Fund in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited.

## **11. Secondary Market Investors**

### **Trading**

Application will be made to Euronext Dublin for the listing of the Class A USD Share Dist. and start the initial offer period and offer the Class A USD Share Accum., Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist. and Class A SGD Share Accum., the NOK Institutional Dist., the NOK Institutional Accum., the NOK Retail Dist., the NOK Retail Accum., the NOK RDR Dist., the NOK RDR Accum., the SEK Institutional Dist., the SEK Institutional Accum., the SEK Retail Dist., the SEK Retail Accum., the SEK RDR Dist. And the

SEK RDR Accum.to AEX for the admission to trading of the Class A USD Share Dist. and start the initial offer period and offer the Class A USD Share Accum., Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist., Class A SGD Share Accum., the NOK Institutional Dist., the NOK Institutional Accum., the NOK Retail Dist., the NOK Retail Accum., the NOK RDR Dist., the NOK RDR Accum., the SEK Institutional Dist., the SEK Institutional Accum., the SEK Retail Dist., the SEK Retail Accum., the SEK RDR Dist. And the SEK RDR Accum. issued and available to be issued on the main market of each and/or such other exchanges as the Directors may determine from time to time (the "**Relevant Stock Exchanges**") on or about the launch date. It is also intended that applications will be made to list the Shares of the Sub-Fund on other stock exchanges, which may include the London Stock Exchange and SGX, however the Fund does not warrant or guarantee that such listings will take place or continue to exist.

This Supplement and the Prospectus, including all information required to be disclosed by Euronext Dublin listing rules, together comprise listing particulars for the purposes of trading on the main market of each of the Relevant Stock Exchanges.

#### Exchange Traded Fund

The Shares of this Sub-Fund are fully transferable among investors and will be listed and/or traded on the Relevant Stock Exchanges. It is envisaged that Shares will be bought and sold by public and institutional investors in the secondary market in the same way as the ordinary shares of a listed trading company.

Shares in the Sub-Fund which are purchased on the secondary market (as further described in Section "Dealing in Shares in the The Secondary Market" of the Prospectus) cannot usually be redeemed directly from the Fund. Investors normally sell their Shares on the secondary market with the assistance of an intermediary e.g. stockbroker or other investment broker and may incur fees for investing in this manner. In addition, please note that such investors may pay more than the current Net Asset Value per Share when purchasing Shares on the secondary market and may receive less than the current Net Asset Value when selling their shareholding.

Where the stock exchange value of the Shares of the Sub-Fund significantly varies from its Net Asset Value, Shareholders who have acquired their Shares (or where applicable, any right to acquire a Share that was granted by way of distributing a respective Share) on the secondary market may sell the Share back to the Sub-Fund directly. For example, this may apply in cases of market disruption such as the absence of a market maker. In such situations, information will be communicated to the regulated market, indicating that the Fund is open for direct redemptions from the Fund. Such secondary market investors should refer to section "Redemption of Shares in the Primary Market" the Prospectus for details on how to process such redemption requests. Only the actual costs of providing this facility i.e. those costs associated with liquidating any underlying positions, will be charged to such secondary market investors and in any event, the fees in respect of such redemptions shall not be excessive.

## 12. Investment Manager

The Fund has appointed UTI International (Singapore) Private Limited as investment manager of the assets of the Sub-Fund with discretionary powers pursuant to the Investment Management

Agreement. Under the terms of the Investment Management Agreement the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Sub-Fund in accordance with the investment objective and policy of the Sub-Fund. The Fund and the Sub-Fund shall not be liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of the Investment Manager or its own acts or omissions following the advice or recommendations of the Investment Manager. The Fund shall hold harmless and indemnify out of the relevant Sub-Funds' assets the Investment Manager from and against all actions, proceedings, damages, claims, costs, demands, charges, losses and expenses including, without limitation, legal and professional expenses on a full indemnity basis ("Loss") which may be brought against, suffered or incurred by the Investment Manager in connection with any act or omission of the Investment Manager taken, or omitted to be taken, in connection with the Sub-Funds or the Investment Management Agreement, other than due to the negligence, fraud, bad faith or wilful default of the Investment Manager. The Investment Management Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice.

The Investment Manager was incorporated in Singapore on 15 November 2006 and is regulated by the Monetary Authority of Singapore in the conduct of financial services and investment management activities.

The Investment Manager is also the Distributor of the Fund.

The Investment Management Agreement provides that either party thereto may terminate the Investment Management Agreement by giving to the other parties thereto not less than thirty (30) days written notice (or such shorter notice as agreed in writing by the parties thereto) or forthwith by notice in writing in certain circumstances such as the insolvency of any party or unremedied breach after notice. The Investment Manager has the power to delegate its duties under the Investment Management Agreement in accordance with the requirements of the Central Bank. The Investment Management Agreement further provides that the Fund shall indemnify and hold the Investment Manager harmless out of the applicable Sub-Fund's assets against any damages, losses, liabilities, actions, proceedings, claims, costs and expenses (including reasonable legal fees and expenses) which may be brought against, suffered or incurred by the Investment Manager by reason of the performance of its duties (other than by reason of the Investment Manager's negligence, bad faith, wilful default, recklessness, breach of the UCITS Regulations or fraud).

### **13. Investment Committee**

The Investment Manager has appointed an investment committee to provide investment advice. The investment committee will provide an oversight role for the Investment Manager. The biographical details of the members are set out below.

- (i) Mr Praveen Jagwani

Mr. Jagwani is an investment and banking professional in the financial services industry since 1992, with over 29 years of track record. He has been with the Investment Manager since 2009. Having worked in many geographies and multi-cultural environments he displays a good balance between results and people orientation. He

started his career with ANZ Grindlays Bank in India and worked later in Australia and Bahrain across Credit, Consumer Finance, Systems and Private Banking. He later joined Standard Chartered Bank and built the Wealth Management and Investment Advisory business in the Middle East. He was appointed the Chief Investment Officer for Middle East & South Asia and was responsible for Product, Research, Certification and Compliance. He then joined Merrill Lynch and worked with them in London and Dubai in their Hedge Fund & Private Equity Advisory business. Mr. Jagwani holds a graduate degree in Computer Science (B.Sc.) and a Master's degree in Operations Research (M.Sc.) from Delhi University. He also has a Master's of Business Administration from XLRI Jamshedpur and has completed Chartered Financial Analysis (CFA) program from CFA institute USA.

(ii) Mr. Manish Khandelwal

Mr Khandelwal a commerce graduate (B.COM), LLB (A) and has done his Masters in Business Administration (MBA) from Symbiosis Institute of Business Management, Pune in 2004. He has around 17 years' experience in the investment management industry. Prior to joining UTI International (Singapore) Private Limited, he worked with UTI AMC in India in Institutional Sales, Distribution, Retail Sales & Marketing and PMS (Portfolio Management services). He regularly interacted with the intermediaries, service providers and also responsible for advising high net worth clients on their mutual fund investments. Mr Khandelwal is presently working as Director- Products & Operations with UTI International (Singapore) Private Limited. He is responsible for the firm's core business processes Operations, Accounts, Dealing, Products and Marketing functions.

(iii) Mr. Rahul Aggarwal, Fixed Income Portfolio Manager, UTI IS

Mr Aggarwal is responsible for the fixed income portfolio management function of UTI IS. He has close to 12 years of fixed income money management experience having worked for institutions like Edelweiss, IIFL and L&T Investment Management. He graduated from Punjab Engineering College, Chandigarh with a B.E. (Computer Science & Engineering) in 2003 and also holds a Post Graduate Diploma in Management from IIM Calcutta. Mr Aggarwal is a versatile professional who started out as a software developer in 2003 and gradually worked his way into the finance industry. As a testimony to his pursuit of continual learning, he has also obtained the Financial Risk Manager (FRM) designation and also passed level 1 and level 2 of the CFA examination.

(iv) Ms. Shweta Roongta

Ms Shweta Roongta is the Business & Investment Analyst at UTI International, Singapore. She performs Portfolio specialist and Marketing duties in her present role. She graduated from Narsee Monjee College of Commerce and Economics, Mumbai with a B.Com degree and qualified as a Chartered Accountant with an All India Rank in 2015. After her qualification, she was selected by Aditya Birla Group in their Finance Leadership Program and worked with them across their Fashion, Financial Services and Commodity Trading businesses for 4 years. Prior to joining UTI, she was working

with ArrowResources Group as a Senior Financial Controller. In her career of 8 years, she has lived and worked in India, Thailand, Switzerland and Singapore. Her interest in financial markets led to her pursuing CFA and she cleared all 3 levels of CFA in 2022 after which she joined UTI in April 2022.

The Investment Committee will neither have any discretionary investment management powers nor will they receive a fee for their role. As part of the oversight role, the Investment Committee shall ensure that the Portfolio is managed in compliance with the regulations applicable to the Sub-Fund. It shall monitor the performance and investment strategy of the Investment Manager. At investment committee meetings, the following matters will be discussed: performance review, Portfolio review, outlook and strategy of the Sub-Fund. The Investment Committee does not provide any advice to the Investment Manager. All committee members of the investment committee are employees of the Investment Manager. In any scenario if that the Investment Committee disagrees with any of the actions of the Investment Manager then it will ask the Investment Manager to explain such action taken. To date no such situation has arisen.

The Investment Committee will neither have any discretionary investment management powers nor will they receive a fee for their role.

#### **14. Investment Advisor**

The Investment Manager may appoint UTI Asset Management Company Ltd as an investment advisor to provide non-discretionary investment advice to the Fund. UTI Asset Management Company Ltd is a company incorporated in India under the Companies Act, 1956. Its registered office is at UTI Tower, GN Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051. UTI Asset Management Company Ltd is the oldest and one of the largest asset management companies in India.

#### **15. Intra-Day Portfolio Value ("iNAV")**

The Fund will make available an iNAV if this is required by any Relevant Stock Exchange. In such circumstances, the Fund will make available or may designate other persons to make available on its behalf, on each Business Day (save in periods of market disruption), an intra-day portfolio value or "iNAV" for the Sub-Fund. The iNAV will be calculated based upon information available during the trading day or any portion of the trading day, and will ordinarily be based upon the current value of the assets/exposures of the Sub-Fund in effect on such Business Day, together with any cash amount in the Sub-Fund as at the previous Business Day.

An iNAV is not, and should not be taken to be or relied on as being, the value of a Share or the price at which Shares may be subscribed for or redeemed or purchased or sold on any Relevant Stock Exchange. In particular, any iNAV provided for any Sub-Fund where the constituents of the Reference Index are not actively traded during the time of publication of such iNAV may not reflect the true value of a Share, may be misleading and should not be relied on. The inability of the Fund or its designee to provide an iNAV, on a real-time basis, or for any period of time, will not in itself result in a halt in the trading of the Shares on a Relevant Stock Exchange, which will be determined by the rules of the Relevant Stock Exchange in the circumstances. Investors should be aware that the calculation and reporting of any iNAV may reflect time delays in the receipt of the relevant constituent securities prices in comparison to other calculated values based upon the same constituent securities including, for example, the Reference Index or the

iNAV of other ETFs based on the same Reference Index. Investors interested in subscribing for or redeeming Shares on a Relevant Stock Exchange should not rely solely on iNAV which is made available in making investment decisions, but should also consider other market information and relevant economic and other factors (including, where relevant, information regarding the Reference Index, the relevant constituent securities and financial instruments based on the Reference Index corresponding to the relevant Sub-Fund). None of the Fund, the Investment Manager, the Depositary, the Administrator, any Authorised Participant and the other service providers shall be liable to any person who relies on the iNAV.

## **16. Application for Shares in the Primary Market**

Investment in the Sub-Fund on the primary market is limited to Authorised Participants who must meet specified criteria set down by the Fund.

Please refer to the section of the Prospectus entitled "Application For Shares in the Primary Market" and this Supplement for further details regarding the application process for Shares in the primary market.

### *Settlement of Shares*

Subscription monies net of all bank charges should be received through SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form, within the timeline agreed at the order placement stage.

### *Confirmation of Ownership*

Confirmation in writing of entry on the register of Shareholders in the primary market will be sent to Shareholders within 2 Business Days of the final Net Asset Value for that Dealing Day being calculated by the Administrator.

### *Subscription Fees*

Subscription fees of up to 5% of the total subscription amount may be charged by the Authorised Participant, Global Distributor or any Local Distributor.

### *Swing Pricing*

Under certain circumstances (for example, large volumes of deals), investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in the Sub-Fund. In order to prevent this effect, called "dilution", the Directors determine that a "Swing Pricing" methodology applies and have the power to approve adjustment of the Net Asset Value per Share upwards or downwards. The swing factor shall not exceed 1% of the Net Asset Value of the Sub-Fund. The Administrator is responsible for the calculation of the swing price. Further, for the purpose of calculating the expenses of a Sub-Fund which are based on the Net Asset Value of the relevant Sub-Fund, the Administrator will continue to use the un-swung Net Asset Value.

The "Swing Pricing" methodology is described in further detail under the sub-section headed "Description of the swing pricing methodology" under the section entitled "Swing Pricing" in the Prospectus.

## **17. Procedure for Dealing on the Primary Market**

The primary market is the market on which Shares of the Sub-Fund are issued by the Fund or redeemed by the Fund on applications from Authorised Participants. Only Authorised Participants are able to deal in Shares on the primary market.

Applicants wishing to deal on the primary market in respect of the Sub-Fund have to satisfy certain eligibility criteria and be registered with the Fund, to become Authorised Participants. In addition, all applicants applying to become Authorised Participants must first complete the Fund's Account Opening Form which may be obtained from the Administrator and satisfy certain anti-money laundering checks. The signed original Account Opening Form should be sent to the Administrator. Applicants wishing to become Authorised Participants should contact the Investment Manager for further details. The Fund has absolute discretion to accept or reject any Account Opening Form and to revoke any authorisation to act as an Authorised Participant. The Common Depositary's Nominee, acting as the registered holder of Shares in the Sub-Fund, may not apply to become an Authorised Participant.

All dealing applications are at the Authorised Participant's own risk. Dealing requests, once submitted, shall (save as determined by the Investment Manager at its discretion) be irrevocable. Amendments to registration details and payment instructions will only be effected upon receipt by the Fund of the original documentation.

Authorised Participants are responsible for ensuring that they are able to satisfy settlement obligations when submitting dealing requests on the primary market. Authorised Participants instructing redemption requests must first ensure that they have sufficient Shares in their account to redeem (which Shares must be delivered to the Administrator to arrange for cancellation by the settlement date). Redemption requests will be processed only where the payment is to be made to the Authorised Participant's account of record.

### *Clearing and Settlement*

Authorised Participants' title and rights relating to Shares in the Sub-Fund will be determined by the clearance system through which they settle and/or clear their holdings. This Sub-Fund will settle through the relevant International Central Securities Depositories and the Common Depositary's Nominee will act as the registered holder of all such Shares. For further details, see the section "Global Clearing and Settlement" below.

## **18. Global Clearing and Settlement**

The Directors have resolved that Shares in the Sub-Fund will not currently be issued in dematerialised (or uncertificated) form and no temporary documents of title or share certificates will be issued, other than the Global Share Certificate required for the International Central Securities Depositories (being the Recognised Clearing Systems through which the Sub-Fund's Shares will be settled). The Sub-Fund will apply for admission for clearing and settlement through the applicable International Central Securities Depository. The International Central Securities Depositories for the Sub-Fund currently are Euroclear and Clearstream and the applicable International Central Securities Depository for an investor is dependent on the market in which the Shares are traded. All investors in this Sub-Fund will ultimately settle in an International

Central Securities Depository but may have their holdings within Central Securities Depositories. A Global Share Certificate will be deposited with the Common Depository (being the entity nominated by the International Central Securities Depositories to hold the Global Share Certificate) and registered in the name of the Common Depository's Nominee (being the registered holder of the Shares of the Sub-Fund, as nominated by the Common Depository) on behalf of Euroclear and Clearstream and accepted for clearing through Euroclear and Clearstream. Interests in the Shares represented by the Global Share Certificate will be transferable in accordance with applicable laws and any rules and procedures issued by the International Central Securities Depositories. Legal title to the Shares of the Sub-Fund will be held by the Common Depository's Nominee.

A purchaser of interests in Shares will not be a registered Shareholder in the Fund, but will hold an indirect beneficial interest in such Shares and the rights of such investors, where Participants, shall be governed by their agreement with their International Central Securities Depository and otherwise by the arrangement with their nominee, broker or Central Securities Depository, as appropriate. All references herein to actions by holders of the Global Share Certificate will refer to actions taken by the Common Depository's Nominee as registered Shareholder following instructions from the applicable International Central Securities Depository upon receipt of instructions from its Participants. All references herein to distributions, notices, reports, and statements to such Shareholder, shall be distributed to the Participants in accordance with such applicable International Central Securities Depository's procedures.

#### **19. International Central Securities Depositories**

All Shares in issue are represented by a Global Share Certificate and the Global Share Certificate is held by the Common Depository and registered in the name of the Common Depository's Nominee on behalf of an International Central Securities Depository, beneficial interests in such Shares will only be transferable in accordance with the rules and procedures for the time being of the relevant International Central Securities Depository.

Each Participant must look solely to its International Central Securities Depository for documentary evidence as to the amount of its interests in any Shares. Any certificate or other document issued by the relevant International Central Securities Depository, as to the amount of interests in such Shares standing to the account of any person shall be conclusive and binding as accurately representing such records.

Each Participant must look solely to its International Central Securities Depository for such Participant's share of each payment or distribution made by the Fund to or on the instructions of the Common Depository's Nominee and in relation to all other rights arising under the Global Share Certificate. The extent to which, and the manner in which, Participants may exercise any rights arising under the Global Share Certificate will be determined by the respective rules and procedures of their International Central Securities Depository. Participants shall have no claim directly against the Fund, the Paying Agent or any other person (other than their International Central Securities Depository) in respect of payments or distributions due under the Global Share Certificate which are made by the Fund to or on the instructions of the Common Depository's Nominee and such obligations of the Fund shall be discharged thereby. The International Central Securities Depository shall have no claim directly against the Fund, Paying Agent or any other person (other than the Common Depository).

The Fund or its duly authorised agent may from time to time require investors to provide them with information relating to: (a) the capacity in which they hold an interest in Shares; (b) the identity of any other person or persons then or previously interested in such Shares; (c) the nature of any such interests; and (d) any other matter where disclosure of such matter is required to enable compliance by the Fund with applicable laws or the constitutional documents of the Fund.

The Fund or its duly authorised agent may from time to time request the applicable International Central Securities Depository to provide the Fund with following details: ISIN, ICSD participant name, ICSD participant type - Fund/Bank/Individual, Residence of ICSD Participant, number of ETF of the Participant within Euroclear and Clearstream, as appropriate, that hold an interest in Shares and the number of such interests in the Shares held by each such Participant. Euroclear and Clearstream Participants which are holders of interests in Shares or intermediaries acting on behalf of such accountholders have authorised pursuant to the respective rules and procedures of Euroclear and Clearstream to disclose such information to the Fund of the interest in Shares or to its duly authorised agent.

Investors may be required to provide promptly any information as required and requested by the Fund or its duly authorised agent, and agree to the applicable International Central Securities Depository providing the identity of such Participant or investor to the Fund upon their request.

Notices of general meetings and associated documentation will be issued by the Fund to the registered holder of the Global Share Certificate, the Common Depository's Nominee. Each Participant must look solely to its International Central Securities Depository and the rules and procedures for the time being of the relevant International Central Securities Depository governing delivery of such notices and exercising voting rights. For investors, other than Participants, delivery of notices and exercising voting rights shall be governed by the arrangements with a Participant of the International Central Securities Depository (for example, their nominee, broker or Central Securities Depositories, as appropriate).

### **Paying Agent**

The Fund will appoint a Paying Agent for Shares represented by the Global Share Certificate. In such capacity, the Paying Agent will be responsible for, among other things, ensuring that payments received by the Paying Agent from the Fund are duly paid; maintaining independent records of securities, dividend payment amounts; and communicating information to the relevant International Central Securities Depository. Payment in respect of the Shares will be made through the relevant International Central Securities Depository in accordance with the standard practices of the applicable International Central Securities Depository. The Fund may vary or terminate the appointment of the Paying Agent or appoint additional or other registrars or paying agents or approve any change in the office through which any registrar or paying agent acts.

### **Registrar**

The current registrar for the Fund is the Administrator. The Administrator will be responsible for maintaining and updating the Fund's register of Members as it relates to the Sub-Fund.

## **20. Form of Shares and Register**

As with other Irish companies limited by shares, the Fund is required to maintain a register of Shareholders. Shares will be in registered form. Only persons appearing on the register of Shareholders will be a Shareholder. Fractional Shares will not be issued and orders for Shares to be paid for in cash will be rounded to the nearest whole share amount. Any such rounding may result in a benefit for the relevant Shareholder of Sub-Fund. No temporary documents of title or Share certificates will be issued, other than Global Share Certificate required for the International Central Securities Depositories. The Administrator will also send a trade confirmation to Authorised Participants. Potential investors should refer to the section above titled "Global Clearing and Settlement" for details of the settlement system and the relative rights of investors through such settlement system.

## **21. Redemption of Shares in the Primary Market**

Authorised Participants may redeem Shares subject to the provisions of the Prospectus entitled "Redemption of Shares in the Primary Market".

### *Timing of Payment*

Redemption proceeds in respect of Shares will be paid to Authorised Participants within five Business Days of the Dealing Day provided that all required documentation has been furnished to and received by the Administrator.

## **22. Transactions on the Secondary Market**

Application will be made to Euronext Dublin and the AEX for the listing of the Class A USD Share Dist., the Class A USD Share Accum., Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist., Class A SGD Share Accum., the NOK Institutional Dist., the NOK Institutional Accum., the NOK Retail Dist., the NOK Retail Accum., the NOK RDR Dist., the NOK RDR Accum., the SEK Institutional Dist., the SEK Institutional Accum., the SEK Retail Dist., the SEK Retail Accum., the SEK RDR Dist. And the SEK RDR Accum.. Application may also be made for the Shares of each or any Class of the Sub-Fund to be admitted to such other Relevant Stock Exchanges as the Directors may from time to time determine. It is also intended that applications will be made to list the Shares of the Sub-Fund on other stock exchanges, which may include the London Stock Exchange and SGX, however the Fund does not warrant or guarantee that such listings will take place or continue to exist.

For further information in relation to transactions on the secondary market, please refer to the section in the Prospectus titled "Dealings in the secondary market where a Sub-Fund is an Exchange Traded Fund". There can be no guarantee once the Shares are listed on a Relevant Stock Exchange that they will remain listed. Furthermore, if listing of the Reference Index is discontinued or suspended, the Sub-Fund's listing will be suspended at the same time. As soon as listing of the Reference Index is resumed, the Sub-Fund's listing will be resumed.

## **23. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Sub-Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders

requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

## **24. Indian Income Tax Considerations**

The discussion of Indian tax matters contained herein is based on existing law, including the provisions of the Indian Income Tax Act, 1961 (“ITA”), the Income tax Rules, 1962 (the “Rules”), various circulars and notifications issued thereunder from time to time and the provisions of the Double Tax Avoidance Agreement between India and Ireland (the “Tax Treaty”). The ITA is amended every year by the Finance Act of the relevant year and this summary reflects the amendments made up to Finance Act, 2021. The rates specified in this section are as applicable for the Financial Year 2021-2022 under the ITA and should be increased by applicable surcharge and cess, if any, as currently leviable<sup>1</sup>. The tax rates applicable pursuant to the Tax Treaty will generally not be subject to surcharge or cess.

This summary is not intended to constitute a complete analysis of the Indian income-tax implications as applicable and does not constitute legal, professional or tax advice. The relevant tax provisions are subject to change. This section has been prepared to give an overview of the expected tax implications in connection with the income accruing to the Sub-Fund. No assurance can be given that future legislation, administrative rulings or court decisions will not significantly modify the conclusions set forth in this summary, possibly with retroactive effect. Additionally, the discussion of Indian tax matters contained herein does not address the tax consequences to investors arising from the acquisition, holding or disposition of interests in their respective local jurisdictions.

### *General*

The Fund is an open-ended umbrella type investment company with segregated liability between sub-funds and established as an Undertaking for Collective Investment in Transferable Securities pursuant to the UCITS Regulations. The investment policy of the Sub-Fund is to invest primarily in Indian government securities (debt securities). For this purpose, the Sub-Fund will obtain a FPI registration in accordance with the FPI Regulations and a Permanent Account Number (commonly known as PAN) from the Indian income tax department.

The basis of charge of Indian income-tax depends upon:

1. The residential status of the taxpayer during a tax year; and
2. The nature of the income earned.

The Indian tax year runs from April 01 until March 31.

### *Residency in India*

<sup>1</sup> Surcharge – Nil, where taxable income does not exceed INR 10 million; 2% (two percent) where taxable income exceeds INR 10 million but does not exceed INR 100 million and 5% (five percent) where taxable income exceeds INR 100 million. Health and Education cess – 4% (four percent) of the income tax plus applicable surcharge.

The Sub-Fund will be subject to taxation in India only if: (1) it is regarded as a tax resident of India; or (2) being a non-resident, has an Indian source of income, including income arising through a permanent establishment or a business connection in India; or has received or deemed to have received income or earned income (whether accrued or otherwise) in India.

The income earned by the Sub-Fund from investments in India should generally be regarded as Indian sourced income. Such income should be taxable in India as per provisions of the ITA.

As per provisions of the ITA, a foreign company is regarded as a tax resident in India if its place of effective management (“POEM”) is in India in that year. POEM has been defined to mean a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole are, in substance made.

The Central Board of Direct Taxes (“CBDT”) has vide its circular no. 6 of 2017 dated January 24, 2017 issued guiding principles for determination of POEM. The POEM guidelines emphasise on principle of ‘substance over form’ while determining POEM. As per the said guidelines, the POEM in case of foreign company engaged in active business outside India shall be presumed to be outside India, if the majority of the meetings of the board of directors (with de facto power of control and management with the board of directors) of such company are held outside India. For foreign companies not engaged in active business outside India, determination of POEM would be two stage process, i.e. (1) First stage would be identification or ascertaining the person or persons who actually make the key management and commercial decisions for the conduct of the company’s business as a whole and (2) Second stage would be determination of place where these decisions are in fact made (rather than implemented). The POEM of the foreign company is to be determined on a year on year basis and is based on all relevant facts related to the management and control of the foreign company and is not to be determined on the basis of isolated facts.

Further, the CBDT issued a circular dated February 23, 2017 to clarify that the POEM provisions to determine the tax residency of a company would not be applicable to companies having turnover or gross receipts of INR 500 million or less in a financial year.

If any non-resident entity is treated as resident of India, then its global income could be subject to tax in India as per the provisions of the ITA. The CBDT has issued a notification dated June 22, 2018 prescribing special provisions with respect to certain computational and procedural aspects of foreign companies which are regarded as residents in India on account of its POEM being in India.

The Sub-Fund has appointed the Investment Manager, a company incorporated in Singapore as its investment manager to provide investment management services to the Sub-Fund. The investment manager on day to day basis, subject to overall control of the Directors of the Fund, has discretion to purchase and sell securities and otherwise manage Sub-Fund’s Portfolio. It is expected that the Sub-Fund will be wholly managed and controlled from outside India and hence will not be treated as resident in India. Accordingly, the place of effective management of the Sub-Fund is not expected to be in India. Hence, the Sub-Fund is expected to be regarded as a non-resident for the purposes of the ITA.

#### *Streams of income*

It is currently envisaged that the Sub-Fund could earn the following streams of income from its investment in debt securities:

- Gains arising on transfer of Indian debt investments;
- Interest income;
- Other income.

The ITA provides that where the Indian Government has entered into a tax treaty with any other country for avoidance of double taxation or granting relief of tax, then the provisions of ITA would apply to the extent they are more beneficial. Therefore, provisions of the Tax Treaty ought to apply to the Sub-Fund to the extent they are more beneficial to the Sub-Fund provided the Sub-Fund is a tax resident of Ireland and it fulfils the eligibility criteria to claim benefits under the Tax Treaty.

If the Sub-Fund is able to obtain satisfy the eligibility criteria under the Treaty, furnish a tax residency certificate from the Ireland Revenue Authorities in its own name, furnish a declaration in Form No.10F along with supporting documents and if its place of effective management is not in India, then the benefit of the Tax Treaty should generally be available to the Sub-Fund in respect of its Indian investments and India sourced income. While it is assumed that the Sub-Fund would be entitled to the benefits accorded by the Tax Treaty, no assurance can be provided that the Indian tax authorities will not challenge the eligibility of the Sub-Fund for benefits of the Tax Treaty. This would be subject to the Indian General Anti – Avoidance Rules (“GAAR”) which are effective from April 01, 2017 and application of Principal Purpose Test (“PPT”) under the Multilateral Instrument (“MLI”) which is effective from April 01, 2020. If the GAAR and MLI provisions are held to be applicable, benefits under the Tax Treaty could be potentially denied (for more details on GAAR and MLI provisions, please refer to discussion in paragraphs below). Details of taxation relating to the Sub-Fund’s investments are set out below.

#### **Gains arising on transfer of debt securities:**

##### **Under the ITA:**

The definition of ‘capital asset’ includes any security held by an FPI<sup>2</sup>, which has invested in such security in accordance with the regulations made under the Securities and Exchange Board of India (SEBI) Act, 1992.

The Sub-Fund will obtain FPI registration in accordance with the FPI Regulations and invest in debt securities. Accordingly, debt securities held by the Sub-Fund should be regarded as ‘capital assets’ and income earned by the Sub-Fund on transfer of such debt securities should be regarded as capital gains.

Depending upon the period of holding of assets, capital gains arising on transfer of debt securities could be taxable either as short-term or long-term capital gains.

2 Vide Notification No. 9/2014 dated January 22, 2014, the Indian Government has extended the benefits available to Foreign Institutional Investors under section 115AD of the ITA to FPIs in India. A similar notification is yet awaited for FPIs registered under the FPI Regulations.

<b>Nature of Asset</b>	<b>Short-term capital asset</b>	<b>Long-term capital asset</b>
Debt securities listed on a recognised stock exchange in India	Held for not more than 12 (twelve) months	Held for more than 12 (twelve) months
Debt securities not listed on a recognised stock exchange in India	Held for not more than 36 (thirty six) months	Held for more than 36 (thirty six) months

The capital gains tax rates under the ITA are as under:

<b>Characterisation</b>	<b>Short-term</b>	<b>Long-term</b>
Tax rate	30% (thirty percent) on transfer of debt securities under the FPI route	10% (ten percent) on transfer of debt securities under the FPI route

#### **Under the Tax Treaty:**

As per the Tax Treaty, capital gains earned by the Sub-Fund on transfer of debt securities should not be subject to tax in India.

#### **Interest:**

##### **Under the ITA:**

As per the ITA, amongst others, interest on government securities payable to an FPI should be subject to a withholding tax rate of 5% (five percent)\*, if such interest is payable on or before July 01, 2023. Interest on government securities payable after such period could be subject to withholding tax rate of 20% (twenty percent).

In view of the above, interest income payable to the Sub-Fund on or before July 01, 2023 from its investment in debt securities should be subject to tax at the rate of 5% (five percent).

\*The tax rate on such interest income is aligned with the withholding tax rate.

##### **Under the Tax Treaty**

As per Article 11 of the Tax Treaty, interest income arising to the Sub-Fund, being an Irish tax resident, shall be charged to tax at the rate of 10% (ten percent) provided (i) the Sub-Fund is the "beneficial owner" of such interest income; and (ii) the Sub-Fund does not have a PE in India as per Article 5 of the Tax Treaty or a fixed base in India and the debt-claim in respect of which the interest is paid is effectively not connected with such PE or fixed base.

#### **Any other income:**

##### **Under the ITA**

Any other income is generally considered as income from other sources and could be taxable at the rate of 40% (forty percent).

## **Under Tax Treaty**

As per the Tax Treaty, other income earned by the Sub-Fund should generally not be subject to tax in India.

### **Other relevant tax considerations:**

#### **Provisions related to indirect transfer**

As per provisions of the ITA, capital gains on income arising from the transfer of shares or interest in a foreign company or entity registered outside India shall be taxable in India (subject to availability of Tax Treaty benefit, if any), if the shares or interest, directly or indirectly, derive their value substantially from assets located in India. The shares or interest shall be deemed to derive substantial value from the assets located in India, if on the specified date, the value of Indian assets –

- i. exceeds INR 100 million; and
- ii. represents at least 50% of the value of all the assets owned by the foreign company.

The capital gains will be taxable in India only to the extent that they are attributable to the Indian assets. Valuation rules have been prescribed in this regard.

Exemption to small shareholders - There would be no levy of Indian tax if the transferor, along with its related parties: (a) does not hold the right of management or control in the direct ordinary shareholder or indirect ordinary shareholder; and (b) holds less than or equal to 5% of the voting power or the share capital, directly or indirectly, in the company/entity organised outside India which holds the Indian assets directly.

A per the ITA, indirect transfer provisions are not applicable in the context of investments held directly or indirectly by non-residents in FPIs registered as Category I FPI in accordance with the FPI Regulations. In the current context, the Sub-Fund is expected to obtain Category I FPI registration and therefore indirect transfer provisions may not apply in the context of investments held directly or indirectly by non-residents in the Sub-Fund.

#### **Minimum Alternate Tax (“MAT”)**

The provisions of the ITA provides for levy of MAT on all companies. Under these provisions, where income-tax payable by a company on its total income as computed under the ITA is less than 15% (fifteen percent) of its book profits (computed in a prescribed manner), then the book profit is deemed to be total income and the tax is computed at 15% (fifteen percent) of its book profits.

Further, as per the ITA amended by the Finance Act 2016, MAT provisions should not be applicable to a foreign company, if:

- a. it is resident of a country with which India has a tax treaty, and it does not have a permanent establishment in India, in accordance with the provisions of the relevant tax treaty; or
- b. it is resident of a country with which India does not have a tax treaty, and it is not required to seek registration under Indian corporate laws.

In the current case, as the Sub-Fund is expected to be resident of Ireland with whom India has a tax treaty. Further, the Sub-Fund does not have a permanent establishment in India. Therefore,

MAT provisions should not be applicable to the Sub-Fund.

### **General Anti-avoidance Rule**

The GAAR provisions are effective from April 01, 2017. GAAR may be invoked by the Indian tax authorities in case arrangements are found to be impermissible tax avoidance arrangements. A transaction can be declared as an impermissible tax avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which also satisfies at least one of the four tests mentioned below:

- a. Creates rights or obligations which are ordinarily not created between parties dealing at arm's length;
- b. It results in directly / indirectly misuse or abuse of the ITA;
- c. It lacks commercial substance or is deemed to lack commercial substance in whole or in part;  
or
- d. It is entered into or carried out in a manner, which is not normally employed for bona fide business purposes.

In such cases, the Indian tax authorities are empowered to deny the benefits under a tax treaty, re-allocate the income from such arrangement, or re-characterize or disregard the arrangement. Some of the illustrative powers are:

- a. Disregarding or combining or re-characterizing any step of the arrangement or party to the arrangement;
- b. Ignoring the arrangement for the purpose of taxation law;
- c. Relocating place of residence of a party, or location of a transaction or situs of an asset to a place other than provided in the arrangement;
- d. Looking through the arrangement by disregarding any corporate structure; or
- e. Re-characterizing equity into debt, capital into revenue, etc.

The above terms should be read in context of the definitions provided under the ITA. Further, the onus to prove that the main purpose of an arrangement was to obtain any tax benefit is on the Indian tax authorities. Also, any resident or non-resident may approach the Authority for Advance Rulings to determine whether an arrangement can be regarded as an impermissible avoidance arrangement. The GAAR provisions, if invoked, could result in denial of the beneficial provisions of the Tax Treaty.

The Rules have come out with few exceptions where the provisions of GAAR shall not apply. A summary of the key exceptions for application of GAAR provisions as provided under the Rules, are set out below:

- **Monetary Threshold Exemption:** The GAAR provisions should apply only where the tax benefit (to all the parties in aggregate) from an arrangement in a relevant year exceeds INR 30 million (rupees thirty million).
- **Exemption to FPIs and P-Note holders:** SEBI registered FPIs are excluded from applicability of GAAR provisions if they do not avail benefits under a tax treaty entered into by India.

Investments in FPIs made by non-resident investors by way of offshore derivative instruments, directly or indirectly, are excluded from the ambit of the GAAR provisions.

Further, on January 27, 2017, the CBDT has issued clarifications<sup>3</sup> on implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Amongst others, the following is clarified:

- GAAR shall not be invoked merely on the ground that the entity is located in tax efficient jurisdiction. GAAR will not apply if the jurisdiction of FPI is finalised based on non-tax commercial considerations and the main purpose of the arrangement is not to obtain tax benefit;
- Specific Anti-Avoidance Rules (SAAR) and GAAR can co-exist and may be applied depending on facts and circumstances of the case;
- GAAR shall not be invoked in cases where the tax avoidance strategy is sufficiently addressed by the LOB clause in the tax treaty;
- GAAR provisions shall not apply if the arrangement is held as permissible by the Authority for Advance Ruling or where the Court has explicitly and adequately considered the tax implication while sanctioning an arrangement; Two stage approval process will be followed for invoking GAAR.

#### **Avoidance of tax by certain transactions in securities**

As per the ITA, where the owner of any securities sells or transfers those securities, and buys back or reacquires the securities, then, if the result of the transaction is that any interest becoming payable in respect of the securities is receivable otherwise than by the owner, the interest payable as aforesaid (whether it would or would not have been chargeable to income tax) is deemed, to be the income of the owner and not to be the income of any other person. For this purpose, references to buying back or reacquiring the securities is deemed to include references to buying or acquiring similar securities.

However, the above provisions do not apply if the owner or the person who has beneficial interest in the securities, as the case may be, proves to the satisfaction of the Indian tax authorities that there has been no avoidance of tax or the avoidance of tax was exceptional and not systematic and that there was no tax avoidance by a transaction of the nature referred herein in the case of the taxpayer in any of the three preceding years.

#### **Multilateral Convention to implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Sharing**

The Organization for Economic Co-operation and Development (“OECD”) released the MLI to implement tax treaty related measures to prevent Base Erosion and Profit Shifting (“BEPS”). The introduction of MLI by the OECD is a recent global tax development. Once adopted, MLI will supplement the existing tax treaties that India has with several countries and incorporate anti-avoidance rules/Limitation of Benefit conditions. At the time of signing the MLI, countries are required to submit a list of their existing tax treaties that they would like to designate as Covered Tax Agreement (“CTA”) for the purpose of MLI application i.e., agreements to be amended

<sup>3</sup> Circular no 7 of 2017

through the MLI.

Both, India and Ireland, have listed their bilateral tax treaty with each other as CTA. Accordingly, MLI in the context of the Tax Treaty is effective from April 01, 2020. The MLI, amongst others, includes a PPT test. Indian Revenue authorities through application of PPT can seek to deny tax benefits to an arrangement or a transaction if the principal purpose or one of the principal purposes of the arrangement or transaction is to obtain tax benefits unless it is established that granting that benefit in these circumstances would be in accordance with the object and purpose of the relevant provisions of the Tax Treaty.

### **Capital losses**

As per the provisions of the ITA, short term capital loss can be set-off against both short term capital gains and long term capital gains but long term capital loss can be set-off only against long term capital gains. The unabsorbed short term and long term capital loss can be carried forward for 8 years.

It may be noted that, if any person has sustained a loss in any financial year under the head 'capital gains' and claims such loss or any part thereof to be carried forward under the provisions of ITA, then such person is required to furnish a return of loss within the prescribed due dates in order to set off the same against income earned in future assessment years.

Further as per provisions of the ITA, in the case of a company which is not a company in which the public are substantially interested (closely held company), the capital losses can be carried forward and set off only if on the last day of financial year shares of the company carrying at least 51% of voting power are beneficially held by persons who beneficially held shares carrying at least 51% of the voting power of the said company on the last day of the financial year or years in which the said losses have arisen.

## **25. Fees and Expenses**

The attention of investors is drawn to the "Fees and Expenses" section of the Prospectus.

Fees and expenses relating to the establishment of the Sub-Fund are set out below.

The Sub-Fund will bear its attributable portion of the ongoing fees and operating expenses of the Fund, as detailed in the Section of the Prospectus headed "Operating Expenses and Fees".

### **Establishment Expenses**

The costs relating to the launch of the Sub-Fund are estimated to be up to USD 100,000 and will be amortised by the Fund over the first five years of the Sub-Fund's operation.

### **Manager's Fee**

The Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee up to 0.0125% of the Net Asset Value of the Sub-Fund (plus VAT, if any), subject to a minimum amount of €50,000 per annum for the initial Sub-Fund and €12,500 p.a. per additional standalone fund or Sub-Fund of the Fund. The Manager's fee will be accrued and calculated on each Valuation Point and payable quarterly in arrears.

The Manager shall be entitled to reimbursement of all reasonable and properly vouched out-of-pocket expenses (plus any applicable taxes) incurred on behalf of the Sub-Fund, out of the assets of the Sub-Fund.

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

The Investment Manager shall be entitled to receive from the Fund a maximum annual fee of up to 75bps of the Net Asset Value of the Sub-Fund. The Investment Manager shall be entitled to be reimbursed by the Fund out of the assets of the Sub-Fund any properly vouched reasonable out-of-pocket expenses incurred by it on behalf of the Fund which are attributable to the Sub-Fund. The Investment Manager will be responsible for any fees payable to the Investment Committee and to any Investment Advisor appointed. The Investment Manager may at its discretion enter into fee-sharing arrangements with third parties including but not limited to sub-distributors, Authorized Participants and market-makers, subject to the aforementioned overall annual fee of up to 75bps of the Net Asset Value of the Sub-Fund.

All fees and expenses and value added tax payable to the Investment Manager will be calculated and accrue at each Valuation Point and will be payable monthly in arrears and in such currency as may be agreed between the Fund and the Investment Manager.

### **Foreign Portfolio Investors Fee**

For registration as an FPI, the registration fees that the Sub-Fund will be required to pay will depend on the category of FPI that the Fund wishes to register itself as. While for Category I FPIs and Category II FPIs, the registration fee is USD 3,000 and USD 300, respectively. The Sub-Fund will be applying as a Category I FPI and fees will be USD 3,000.

### **Redemption Fee**

Shareholders will not be subject to a redemption fee.

### **Euroclear Fees**

Euroclear shall be entitled to a maximum fee of 2bps of Net Asset Value.

## **26. Distributions**

The Directors are entitled to declare and pay dividends for the Shares in the Sub-Fund which are designated as distributing Shares in the Share Class table above. The Directors may declare and pay dividends on a semi-annual basis equal to; net income and realised and unrealised gains, net of realised and unrealised losses. Any dividend will be declared on the last Business Day in January and in July in each year or on such other date as may be determined by the Directors, or such other frequency as the Directors consider appropriate. The Sub-Fund may commence declaring and the payment of dividends for the relevant Class twelve months following the date of the closing of the Initial Offer Period for that Class. The Directors may also determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital attributable to the relevant Class. Dividends declared will be paid in cash and payment will be made to the relevant Shareholders pre-designated bank accounts, net of bank charges.

In the event that the income generated from the Fund's investments attributable to the relevant Class during the Relevant Period is insufficient to pay dividends as declared, the Directors may in their discretion determine that such dividends be paid from capital. Shareholders should note that some or all of the dividends of the Sub-Fund may be paid from the capital of the Sub-Fund. The policy of paying dividends from capital will have the following effects (i) capital will be eroded, (ii) distribution is achieved by forgoing the potential for future capital growth and (iii) the cycle may continue until all capital is depleted. The rationale for providing for the payment of dividends out of capital is to allow each Sub-Fund the ability to maximise the amount distributable to investors who are seeking a higher dividend paying Share Class. Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard.

Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the account of the Sub-Fund.

The Directors may at any time determine to change the policy of the Sub-Fund with respect to distributions. If the Directors so determine, full details of any such change will be provided in an updated prospectus or supplement and will be notified to Shareholders in advance of such change becoming effective.

In the case of Shares which are designated as accumulating Shares in the Share Class table above, the net income and profits available for distribution will be accumulated and reflected in the Net Asset Value per Share which shall rise accordingly.

## **27. Risk Factors**

The attention of investors is drawn to the "Risk Factors" section in the Section of the Prospectus entitled "The Fund" and the risks in using derivatives highlighted in that section of the Prospectus and should also consider the following risk factors prior to investing in the Sub-Fund:

### **Index Related Risks**

What factors will be of relevance to the Shares of the Sub-Fund will depend upon a number of interrelated matters including, but not limited to, the nature of the Shares, the Index Securities or Fund Assets (if applicable), the investments and assets of the Fund and the techniques used to link the investments and assets of the Sub-Fund to the Reference Index (if applicable). No investment should be made in the Shares of the Fund until careful consideration of all those factors has been made.

The level of an Index to which the Sub-Fund can have indirect exposure can fall as well as rise.

There is no assurance that the Reference Index to which the Sub-Fund is exposed to will continue to be calculated and published on the basis described in this Supplement, or at all, or that it will not be amended significantly. Any change to the Reference Index may adversely affect the value of the Shares. The past performance of the Reference Index is not necessarily a guide to its future performance.

The Reference Index sponsor NSE Indices Limited generally reserves the right to review, modify and amend the Reference Index or strategy description, components, formula, calculation and

publication procedures as further particularised in the index rules; and take any such actions that it believes necessary, appropriate or beneficial, in its sole discretion, in order to preserve or enhance the ability of an index to achieve its objectives. The selection of the strategies assets or securities of the Reference Index is made in accordance with the relevant index or strategy composition rules and eligibility criteria and not by reference to any performance criteria or performance outlook. Accordingly, the composition of the Reference Index is not designed to follow recommendations or research reports issued by the Reference Index sponsor, any of their affiliates or any other person. The Reference Index sponsor has no obligation to take the needs of the Fund or the Shareholders into consideration in determining, composing or calculating the value of the Reference Index to which the Fund has indirect exposure. Any change to the Reference Index or strategy rules may adversely affect the value of the Shares of the Sub-Fund.

In order to meet its investment objective, the Sub-Fund will seek to achieve a return which reflects the return of its Reference Index as published by the relevant index provider. While the index provider does provide descriptions of what the Reference Index is designed to achieve, index providers do not generally provide any warranty or accept any liability in relation to the quality, accuracy or completeness of data in respect of their benchmark indices, nor any guarantee that the published indices will be in line with their described benchmark index methodologies. Errors in respect of the quality, accuracy and completeness of the data may occur from time to time and may not be identified and corrected for a period of time, in particular where the indices are less commonly used. During a period where a Reference Index contains incorrect constituents, the Sub-Fund tracking such published Reference Index would have market exposure to such constituents. As such, errors may potentially result in a negative or positive performance impact to the Sub-Fund and, by extension, impact its Shareholders.

Apart from scheduled rebalances, index providers may carry out additional ad hoc rebalances to their benchmark indices in order, for example, to correct an error in the selection of index constituents. Where the Reference Index of the Sub-Fund is rebalanced and the Sub-Fund in turn rebalances its Portfolio to bring it in line with its Reference Index, any transaction costs (including any capital gains tax and/or transaction taxes) and market exposure arising from such Portfolio rebalancing will be borne by the Sub-Fund and, by extension, its Shareholders. Unscheduled rebalances to the Reference Index may also expose the Sub-Fund to Tracking Error risk, which is the risk that its returns may not track exactly those of the Reference Index. Therefore, errors and additional ad hoc rebalances carried out by the index provider to the Sub-Fund's Reference Index may increase the costs and market exposure risk of the Sub-Fund.

#### *Value of the Reference Index and the Fund Risk*

The value of an index will be determined by reference to the cumulative net gains or losses (if any) of the investment positions comprised in the index. Therefore the value of the Reference Index may vary significantly over time and may go down as well as up.

In addition, although the Sub-Fund intends to provide investors with exposure to the performance of the Reference Index, the value of the Reference Index may differ to a certain extent from the Net Asset Value per Share due to various factors such as brokerage costs, custody, administration, clearing agent and paying agent fees, incorporation expenses of the Sub-Fund, management fees and legal and other costs necessary for running the Sub-Fund, differences in currency values and costs associated with hedged or unhedged share classes.

### *Index Change Risk*

The Reference Index's manager may from time to time modify the Reference Index. By way of non limiting example, it may incorporate different features or characteristics such as the use of different, weights, contracts, or other underlying assets, or different methods of calculation.

The constituents of the Reference Index may change over time. Potential investors in a Sub-Fund may obtain a breakdown of the constituents held by the Sub-Fund from the official websites [www.nseindia.com](http://www.nseindia.com) and [www.niftyindices.com](http://www.niftyindices.com) or from the Investment Manager, subject to any applicable restrictions under the licence which the Investment Manager has in place with the relevant Reference Index providers.

There is no assurance that the Reference Index will continue to be calculated and published on the basis described in this Prospectus or that it will not be amended significantly. The past performance of the Reference Index is not a guide to future performance.

### *Dependence on the Reference Index Manager Risk*

The performance of the Reference Index is largely dependent upon the Reference Index manager's skill as an index manager and there can be no assurance that the Reference Index manager or the individuals employed by the Reference Index manager will remain able to manage the Reference Index or that the management activities will be successful in the future. In such event, no assurance can be given that a replacement index manager of similar experience and credibility will be found or as to the length of time the search for a replacement could take.

The Reference Index utilises certain strategies which depend upon the reliability and accuracy of sophisticated quantitative models. To the extent such models (or the assumptions underlying them) do not prove correct, the investments comprising the Reference Index may not perform as anticipated, which could result in substantial losses.

As the Reference Index is systematic in nature, system errors may occur from time to time. In addition, due to the speed and volume of transactions entered into, occasionally weightings will be calculated, which, with the benefit of hindsight, were erroneous. In this event, the Reference Index constituent weightings will not be restated.

### *No Operating History for the Reference Index Risk*

The Reference Index may have only recently been organised. Therefore, as of the date of the Supplement, potential investors do not have any operating history to use in evaluating the Sub-Fund and the Reference Index and the probability of success and whether to invest in the Sub-Fund. Even if there was an operating history of the Sub-Fund and the Reference Index, potential investors are reminded that past results are not necessarily indicative of future performance.

### *Determinations made by Index Provider*

The Reference Index's provider has certain discretion: (i) to determine whether certain events have occurred; (ii) to determine any resulting adjustments and calculations; and (iii) to make such other determinations or calculations necessary to calculate the level of the Reference Index.

Consequently, the exercise by the Reference Index provider of the kinds of discretions described above will have a direct impact on the value of the Shares. However, the Reference Index provider has no obligation to take the interests of the Shareholders into consideration for any reason where exercising or refraining from exercising any discretion.

#### *Disruptions*

Upon the occurrence of certain disruption events to the underlying components of the Reference Index, the Reference Index provider may make adjustments to the Reference Index to cater for such events. In such circumstances, the level of the Reference Index may not be published when expected to be so and/or the Reference Index provider may estimate the value of such disrupted components to determine a level for the Reference Index and/or make such further adjustments to the Reference Index to cater for the disruption. Such events, along with any corresponding adjustments made by the Reference Index provider, could have an adverse effect on the value of the Shares.

#### *Potential Conflicts of Interest*

The Reference Index provider and/or its affiliates may have banking or other commercial relationships with third parties in relation to the Reference Index, and may engage in proprietary trading in the Reference Index or options, futures, derivatives or other instruments relating to the Reference Index (including such trading as the Reference Index provider and/or its affiliates deem appropriate in their sole and absolute discretion to hedge their market risk on any such other transactions that may relate to the Reference Index), and such trading may adversely affect the level of the Reference Index, which could in turn affect the return on, and value of, the Shares. The role played by the Reference Index provider whereby it can exercise the kinds of discretion described above and its proprietary trading or other relationships could present it with a potential conflict of interest and such conflict may have an impact, positive or negative, on the value of the Shares. In addition, the Reference Index provider may be involved in the distribution of the Share. Furthermore, the Reference Index provider and/or its affiliates may engage in similar trading and risk management activities without regard to the impact on the value of the Shares.

#### *Termination of Market Maker Risk*

A market-maker may cease to act as a market maker for the Sub-Fund in accordance with the terms of its agreement, including upon giving prior written notice. The liquidity for the Shares of the Sub-Fund may be affected if there is no market-maker. Failure to appoint a replacement authorised participant and market maker may lead to adverse consequences for the Sub-Fund and its Shareholders, including suspension of trading or delisting of the Shares from one or more market exchanges, and liquidation of the Sub-Fund in accordance with the procedures described in the Prospectus. Notwithstanding the above where the value of the Shares quoted on the secondary market significantly differs or varies from the current Net Asset Value per Share, investors who hold their Shares through a secondary market will be permitted to redeem their shareholding directly from the Fund. In such situations, information will be communicated to the regulated market, indicating that the Fund is open for direct redemptions from the Fund. Such secondary market investors should refer to section "Redemption of Shares in the Primary Market" the Prospectus for details on how to process such redemption requests.

#### ***Index Tracking Risks***

While the Sub-Fund seeks to track the performance of the Reference Index, there is no guarantee that it will achieve perfect tracking and the Sub-Fund may potentially be subject to Tracking Error risk, which is the risk that their returns may not track exactly those of the Reference Index, from time to time. This Tracking Error may result from an inability to hold the exact constituents of the Reference Index, for example where there are local market trading restrictions, small illiquid components and/or where the UCITS Regulations limit exposure to the constituents of the Reference Index.

The Sub-Fund's return may not match the return of the Reference Index for a number of reasons. For example, the Sub-Fund incurs a number of operating expenses, including taxes, not applicable to the Reference Index and incurs costs associated with buying and selling securities, especially when rebalancing the Sub-Fund's securities holdings to reflect changes in the composition of the Reference Index and raising cash to meet redemptions or deploying cash in connection with newly created Creation Units, which are not factored into the return of the Reference Index. Transaction costs, including brokerage costs, will decrease the Sub-Fund's Net Asset Value to the extent not offset by the transaction fee payable by an Authorised Participant. Market disruptions and regulatory restrictions could have an adverse effect on the Sub-Fund's ability to adjust its exposure to the required levels in order to track the Reference Index. There is no assurance that an Index Provider or any agents that may act on their behalf will compile an index accurately, or that an index will be determined, composed or calculated accurately. Errors in the Reference Index data, the Reference Index computations and/or the construction of the Reference Index in accordance with its methodology may occur from time to time and may not be identified and corrected by the Reference Index provider for a period of time or at all, which may have an adverse impact on the Sub-Fund and its shareholders. In addition, the Sub-Fund may not be able to invest in certain securities included in the Reference Index, or invest in them in the exact proportions in which they are represented in the Reference Index, due to legal restrictions or limitations imposed by the governments of certain countries. The Sub-Fund's performance may also deviate from the return of the Reference Index due to a lack of liquidity on stock exchanges in which such securities trade, potential adverse tax consequences or other regulatory reasons or legal restrictions or limitations (such as diversification requirements). The Sub-Fund may value certain of its investments and/or underlying currencies based on fair value prices. To the extent the Sub-Fund calculates its Net Asset Value based on fair value prices and the value of the Reference Index is based on securities' closing prices on local foreign markets (i.e., the value of the Reference Index is not based on fair value prices), the Sub-Fund's ability to track the performance of the Reference Index may be adversely affected. For tax efficiency purposes, the Sub-Fund may sell certain securities, and such sale may cause the Sub-Fund to realise a loss and deviate from the performance of the Reference Index. In light of the factors discussed above, the Fund's return may deviate significantly from the return of the Reference Index. Changes to the composition of the Reference Index in connection with a rebalancing or reconstitution of the Reference Index may cause the Sub-Fund to experience increased volatility, during which time the Sub-Fund's index tracking risk may be heightened.

#### Secondary Market Risk

Even though the Shares of one or more Classes of the Sub-Fund may be listed on one or more Relevant Stock Exchanges, there can be no certainty that there will be liquidity in the Shares on any Relevant Stock Exchange or that the market price at which the Shares may be traded on a Relevant Stock Exchange will be the same as or approximately equal to the Net Asset Value per

Share. There can be no guarantee that once the Shares of a Class in the Sub-Fund are listed on a Relevant Stock Exchange, they will remain listed or that the conditions of listing will not change.

Trading in Shares on a Relevant Stock Exchange may be halted or suspended due to market conditions or for the reason that, in the Relevant Stock Exchange's view, trading in the Shares is inadvisable, or otherwise pursuant to the Relevant Stock Exchange's rules. If trading on a Relevant Stock Exchange is halted, investors in Shares may not be able to sell their Shares until trading resumes.

The market price of the Shares of a Class in the Sub-Fund which are listed on a Relevant Stock Exchange will fluctuate in accordance with changes in its Net Asset Value and supply and demand on the Relevant Stock Exchange. There can be no assurance as to the depth of the secondary market (if any) in Shares, which will affect their liquidity and market price. There is no guarantee that the Shares of a Class in the Sub-Fund which are listed on a Relevant Stock Exchange will trade at their Net Asset Value.

The Shares of the Sub-Fund may trade on the Relevant Stock Exchanges at significantly lower or higher prices than their Net Asset Value.

#### Market Risk

An investment in the Sub-Fund exposes an investor to the market risks associated with fluctuations in the Reference Index and the value of the securities comprised in the Reference Index. The value of the Reference Index can increase as well as decrease and the value of an investment in the Sub-Fund will fluctuate accordingly. Investors can lose all of the capital invested in the Sub-Fund.

In addition, the investor's attention is drawn to the fact that one or more securities making up the Reference Index may dominate its composition in terms of value. Consequently, such an investment should only be made as part of a diversified portfolio by investors with sufficient experience to be able to evaluate its merits and risks. In the event of one or more components of the Reference Index comprising a higher percentage than that permitted by the investment restrictions set out in Appendix I of the Prospectus, full replication of the Reference Index will not be possible.

There is no assurance that the Reference Index the Sub-Fund will aim to replicate will continue to be calculated and published on the current basis or that it will not be amended significantly. There is no guarantee that Tracking Errors will not occur.

#### Absence of an Active Market Risk

While Shares have been listed on Euronext and other stock exchanges, there can be no assurance that active trading markets for the Shares will develop or be maintained. Trading in Shares on an exchange may be halted due to market conditions or for reasons that, in the view of the relevant exchange, make trading in Shares inadvisable. In addition, trading in Shares on an exchange is subject to trading halts caused by extraordinary market volatility pursuant to the relevant exchange's "circuit breaker" rules. In addition, there can be no guarantee that once Shares are listed on any stock exchange that they will remain listed. Further, secondary markets

may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods in times of market stress because market makers may step away from making a market in the Shares and in executing creation and redemption orders, which could cause a material deviation in the Sub-Fund's market price from its Net Asset Value.

#### Investment Objective Risk

There is no guarantee that the investment objective of the Sub-Fund will be achieved.

#### Inaction by the Common Depositary and/or an International Central Securities Depositary

Investors that settle or clear through an International Central Securities Depositary will not be a registered Shareholder in the Fund, they will hold an indirect beneficial interest in such Shares and the rights of such investors, where Participants, shall be governed by their agreement with the applicable International Central Securities Depositary and otherwise by the arrangement with a Participant of the International Central Securities Depositary (for example, their nominee, broker or Central Securities Depositories, as appropriate). The Fund will issue any notices and associated documentation to the registered holder of the Global Share Certificate, the Common Depositary's Nominee, with such notice as is given by the Fund in the ordinary course when convening general meetings. The Directors understand that the Common Depositary's Nominee has a contractual obligation to relay any such notices received by the Common Depositary's Nominee to the applicable International Central Securities Depositary, pursuant to the terms of its appointment by the relevant International Central Securities Depositary. The applicable International Central Securities Depositary will in turn relay notices received from the Common Depositary to its Participants in accordance with its rules and procedures. The Directors understand that the Common Depositary is contractually bound to collate all votes received from the applicable International Central Securities Depositories (which reflects votes received by the applicable International Central Securities Depositary from Participants) and that the Common Depositary's Nominee should vote in accordance with such instructions. The Fund has no power to ensure the Common Depositary relays notices of votes in accordance with their instructions. The Fund cannot accept voting instructions from any persons, other than the Common Depositary's Nominee.

#### Proprietary Investments

The assets under management at any time during the life of the Sub-Fund may include proprietary or seed money invested by one or more interested parties (such as the Reference Index provider and/or any of its affiliates where relevant) and such investment may constitute a significant portion of such assets under management. Any money invested by interested parties may result in exposure to the performance of the Sub-Fund to such interested parties, or may be hedged in whole or part (i.e. reducing such parties exposure to performance of the Sub-Fund). There is no assurance that any such monies will continue to be invested in the Sub-Fund by any interested party for any particular time. Redemption of any such proprietary investment in whole or part may affect the viability and/or performance of the Sub-Fund. Investors should note that any proprietary investment may benefit from reduced or rebated fees as a result of agreements entered into between the interested party and the Investment Manager.

#### **Payments**

Upon instruction of the Common Depository's Nominee, redemption proceeds and any dividends declared are paid by the Fund or its authorised agent to the applicable International Central Securities Depository. Investors, where Participants, must look solely to the applicable International Central Securities Depository for their redemption proceeds or their share of each dividend payment made by the Fund or otherwise to the relevant Participant of the International Central Securities Depository (including, without limitation, their nominee, broker or Central Securities Depository, as appropriate) for any redemption proceeds or any share of each dividend payment made by the Fund that relates to their investment.

Investors shall have no claim directly against the Fund in respect of redemption proceeds or dividend payments due on Shares represented by the Global Share Certificate and the obligations of the Fund will be discharged by payment to the applicable International Central Securities Depository upon the instruction of the Common Depository's Nominee.

### **Failure to Settle**

If an Authorised Participant submits a dealing request and subsequently fails or is unable to settle and complete the dealing request, as the Authorised Participant is not a registered Shareholder of the Fund, the Fund will have no recourse to the Authorised Participant other than its contractual right to recover such costs. In the event that no recovery can be made from the Authorised Participant and any costs incurred as a result of the failure to settle will be borne by the Sub-Fund and its' investors.

### *Certain Risk Factors Concerning India*

Given the focus of its investment strategy, the success of the Fund will depend in large part on the general economic and business conditions in India. Risks associated with the investments in India, including but not limited to the risks described below, could adversely affect the performance of the Fund and result in substantial losses. No assurance can be given as to the ability of the Fund to achieve any return on its investments and, in turn, any return on an investor's investment in the Fund. Accordingly, in acquiring Shares in the Fund, appropriate consideration should be given to the following factors:

### *Indian Economic Factors*

The success of the Fund's investments depends in part on general economic and business conditions in India. A significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and in particular if new restrictions on the private sector are introduced or if existing restrictions are not relaxed over time. Notwithstanding current policies of economic liberalization, the roles of the Indian central and state governments in the Indian economy as producers, consumers and regulators have remained significant. There is, however, no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting taxation, foreign investment, currency exchange and other matters affecting the Fund 's investments could change as well. In addition, laws and policies affecting the various investments held by the Fund could change, adversely affecting the values or liquidity of securities issued by those companies.

### *Capital Raising Constraints under Indian Law*

FPIs are generally permitted to invest in Government bonds and corporate bonds without the prior approval of the RBI or the SEBI. However, the total outstanding investments in Government bonds and in corporate bonds cannot exceed the Debt Limits as prescribed by SEBI and RBI. Therefore, investments made by the Fund in debt instruments in India will be subject to such restrictions, and these restrictions may require Fund to obtain the prior approval of the RBI or SEBI before acquiring any debt instruments in excess of the Debt Limits. There can be no assurance that any approval required from the RBI or SEBI will be obtained on any particular terms in a timely manner, or at all. Further, there are separate limits available for investing in Government securities and corporate bonds. The non-availability of such limits may pose a risk to the Fund of not being able to invest in local currency bonds and will affect the portfolio construction of the Fund.

#### *Currency Exchange Rate Risks*

Exchange controls have traditionally been administered with stringent measures under the Foreign Exchange Regulation Act ("**FERA**"). The Indian rupee is not convertible on the capital account and most capital account transactions require the prior permission of the RBI. However, throughout the 1990s, the RBI eased the exchange control regime and made it more market-friendly. In the year 1999, the Indian Parliament enacted the Foreign Exchange Management Act ("**FEMA**") to replace FERA. FEMA and the rules made thereunder constitute the body of exchange controls applicable in India. The significant shift in the approach to exchange controls under FEMA is the move from a regime of limited permitted transactions to one in which all transactions are permitted except a limited number to which restrictions apply. FEMA and the notifications under FEMA were effective commencing June 1, 2000. FEMA differentiates foreign exchange transactions between Capital Account Transactions and Current Account Transactions. A Capital Account Transaction is generally defined as one that alters the assets or liabilities, including contingent liabilities outside India, of persons resident in India or assets or liabilities in India of person's resident outside India. FEMA further provides for specific classes of transactions that fall within the ambit of Capital Account Transactions and the RBI has issued regulations governing each such class of transactions. Transactions other than Capital Account Transactions, including payments in connection with foreign trade, current businesses, services, short term credit and banking facilities, interest payments, living expenses, foreign travel, education and medical care are Current Account Transactions.

The RBI has issued regulations governing such Current Account Transactions. While the regulatory regime for hedging genuine currency risk has been relaxed, it is still not practical, given the costs, to hedge currency risks for more than relatively short periods of time, and even for short term hedging the cost can be high. Accordingly, currency risk in relation to the Indian rupee remains a significant risk factor, and the cost of hedging this currency risk (if available) could reduce the Fund's returns. A decrease in the value of the Indian rupee would adversely affect the Fund's returns, and such a decrease may be likely given India's current account deficits and its budget deficits.

The operation of the Fund's bank account in India is subject to regulation by RBI under the Indian foreign exchange regulations. The Indian domestic Depository acting also as the remitting banker will be authorized to convert currency and repatriate capital and income on behalf of the Fund. There can be no assurance that the Indian Government would not, in the future, impose certain restrictions on foreign exchange. The repatriation of capital may be hampered by changes in

Indian regulations concerning exchange controls or political circumstances. In addition, India may in the future re-introduce foreign exchange control regulations which can limit the ability of the Fund to repatriate the dividends, interest or other income from the investments or the proceeds from sale of securities. Any amendments to the Indian exchange control regulations may impact adversely on the performance of the Fund.

Also, the exchange rate between the Indian rupee and the U.S. dollar has changed substantially in recent years and may fluctuate substantially in the future. Further depreciation of the value of the Indian rupee as regards foreign currencies will result in a higher cost to the Fund for foreign currency denominated expenses, including the purchase of certain capital equipment. In the past the Indian economy has experienced severe fluctuations in the exchange rates. There can be no assurance that such fluctuations will not occur in the future.

#### *Indian Legal System*

Indian civil judicial process to enforce remedies and legal rights is less developed, more lengthy and, therefore, more uncertain than that in more developed countries. Enforcement by the Fund of civil liabilities under the laws of a jurisdiction other than India may be adversely affected by the fact that the Fund's portfolio companies may have a significant amount of assets in India. The laws and regulations in India can be subject to frequent changes as a result of economic, social and political instability. In addition, the level of legal and regulatory protections customary in countries with developed securities markets to protect investors and securities transactions, and to ensure market discipline, may not be available. Where the legal and regulatory framework is in place, the enforcement may be inadequate or insufficient. Regulation by the exchanges and self-regulatory organizations may not be recognized as law that can be enforced through the judiciary or by means otherwise available to the investors in developed markets.

#### *Credit Ratings Risk*

The Sub-Fund may only invest in bonds issued by the Government of India provided that they are of investment grade. In the event that such bonds were to be rated below investment grade, the Sub-Fund will be obliged to divest its holding of bonds issued by the Government of India and to either wind up the Sub-Fund or to seek shareholder approval to amend the Investment Policy and Investment Strategy of the Sub-Fund.

#### *Indian Capital Gains Tax*

The Sub-Fund currently expects to take benefit of the India-Ireland tax treaty by which capital gains arising from transfer of debt securities in India would not be subject to tax. It is however uncertain whether the treaty claim of the Sub-Fund would be granted by the Indian tax authorities. The denial of India – Ireland tax treaty benefits may adversely affect taxability of the Sub-Fund which in turn may impact the return to investors. These risks are described in more detail under "Indian Taxation" in the "Taxation" section above.

#### *Taxation of Interest Income in India*

Subject to satisfaction of certain conditions, interest earned from investments made by FPIs in Government securities and rupee denominated corporate bonds would be subject to tax at the rate of 5% (plus surcharge and education cess). Where the conditions are not satisfied, interest

income from investment in debt securities in India would be subject to tax at a beneficial rate of 10% under the India-Ireland tax treaty.

It is however uncertain whether the treaty claim of the Sub-Fund would be granted by the Indian tax authorities. The denial of India-Ireland tax treaty benefits may adversely affect taxability of the Sub-Fund which in turn may impact the return to investors. These risks are described in more detail under "Indian Taxation" in the 'Taxation' section above.

#### *Exposure to Permanent Establishment*

In case income of the Sub-Fund is characterized as 'business income', it will not be taxable in India, unless it has a permanent establishment in India. Although the Sub-Fund is expected to operate in a manner that will not cause it to be treated as having a permanent establishment in India, there can be no assurances made in this regard. These risks are described in more detail under "Indian Taxation" in the 'Taxation' section above.

#### *Fixed Income and Bond Market Risks*

The Indian fixed income and bond markets especially the corporate bond markets are smaller in size and depth which could impact the liquidity in the instruments held by the Fund. Also, due to lack of broad based participation from a varied set of investors, the market participants often have uni-directional views which result in extreme reactions in valuations of certain instruments. The bond markets also have dual regulators with RBI regulating the government bond market and SEBI regulating the corporate bond market which leads to dealing with multiple settlement and trading practices.

#### *Limited Liquidity*

Some segments of the government bond market and the corporate bond markets have limited liquidity which could impact prices of instruments and limit the ability of the Investment Manager to meet redemption requests. Also, given the nascent stage of the markets, there have been instances where the liquidity for the entire markets has seized up leading to poor price discovery.

#### *Corporate Disclosure, Accounting, Custody and Regulatory Standards*

Indian disclosure and regulatory standards are in many respects less stringent than standards in certain OECD countries. There may be less publicly available information about Indian companies than is regularly published by or about companies in such other countries. The difficulty in obtaining such information may mean that the Fund may experience difficulties in obtaining reliable information regarding any corporate actions and dividends of companies in which the Fund has invested which may, in turn, lead to difficulties in determining the Net Asset Value with the same degree of accuracy which might be expected from more established markets. Indian accounting standards and requirements also differ in significant respects from those applicable to companies in many OECD countries. Indian trading, settlement and custodial systems are not as developed as certain OECD countries, and the assets of the Fund which are traded in the Indian market and which have been entrusted to sub-depositaries in the Indian market may be exposed to risk in circumstances in which the Depositary will have no liability.

#### *Limitations on Investments*

Under the applicable Debt Limits, the total FPI investments in Government bonds cannot exceed \$30 billion. Please see Appendix 1 for further information on the Debt Limits.

#### *Loss of FPI Registration*

For accessing the Indian securities market, the Fund will need to be registered as a FPI under the FPI Regulations. The investment by the Fund is dependent on the continued registration of the Fund as a FPI.

In the event such registration as an FPI is terminated or is not renewed, the Fund could potentially be forced to redeem the investments held in the particular share class, and such forced redemption could adversely affect the returns to the Shareholders.

#### *Investigations*

Any investigations of, or actions against, the Fund initiated by SEBI or any other Indian regulatory authority may impose a ban of the investment and advisory activities of the Fund.

### **28. Calculation and Publication of Net Asset Value per Share**

The Net Asset Value per Share is calculated in accordance with the “Determination of Net Asset Value” section of the Prospectus, using closing bid prices. Details of the Reference Index can be found on [www.nseindia.com](http://www.nseindia.com) and [www.niftyindices.com](http://www.niftyindices.com).

In addition to the publication of the Net Asset Value per Share in the manner described in the Prospectus at the section entitled “Publication of Net Asset Value per Share”, the Net Asset Value per Share of the Sub-Fund shall also be available from Bloomberg and Reuters, which shall be updated following each calculation of Net Asset Value per Share. The current Net Asset Value will be notified to Euronext Dublin immediately upon calculation and will be published on [www.euronext.com](http://www.euronext.com).

### **29. Communications and Notices to Shareholders**

Communications with Shareholders will also be published on the website of the Investment Manager, being [www.utifunds.com](http://www.utifunds.com). Investors should regularly visit this website, or request that their stockbrokers or other financial agents or advisors do so on their behalf, to ensure that they obtain such information on a timely basis.

### **30. Profile of a Typical Investor**

Typical investors will be (i) those who are particularly knowledgeable in investment matters, in particular financially sophisticated high net worth individuals and institutional investors and (ii) retail investors although retail investors are primarily expected to invest in Shares through the secondary market. An investment in the Sub-Fund is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Prospective investors should consult with their professional and financial advisors before making an application for Shares.

The Sub-Fund is suitable to investors with a medium to long term time horizon (typically 3 to 5 years). The investment is not suitable for short term investors.

## **Appendix I – FPI Regime**

### **Investment Restrictions applicable to FPIs**

Under the FPI Regulations, FPIs are permitted to invest in the following instruments subject to conditions as may be specified by the RBI or SEBI from time to time:

- securities in the primary and secondary markets including shares, debentures and warrants of companies listed or to be listed on a recognised stock exchange in India;
- units of schemes floated by domestic mutual funds;
- units of schemes floated by a collective investment scheme;
- dated Government securities;
- listed non-convertible debentures (“NCDs”)/bonds issued by an Indian company;
- derivatives traded on a recognized stock exchange in India;
- commercial papers issued by Indian companies;
- INR denominated credit enhanced bonds;
- security receipts issued by Asset Reconstruction Companies (ARCs);
- Indian depository receipts;
- to be listed NCDs / bonds, only if the listing of such NCDs/ bonds is committed to be done within 15 days such investment;
- listed and unlisted NCDs/ bonds issued by companies in the infrastructure sector. Infrastructure sector companies are companies that are engaged in activities pertaining to (i) power, (ii) telecommunication, (iii) railways, (iv) roads including bridges, (v) sea port and airport, (vi) industrial parks, (vii) urban infrastructure (water supply, sanitation and sewage projects), (viii) mining, exploration and refining and (ix) cold storage or cold room facility, including for farm level pre-cooling, for preservation or storage of agricultural and allied produce, marine products and meat;
- NCDs/bonds issued by non-banking financial companies categorised as infrastructure finance companies by the RBI;
- Rupee denominated bond/units issued by infrastructure debt funds;
- Perpetual debt instruments and debt capital instruments, as specified by the RBI from time to time.

### **RBI – monitoring agency**

Investments by FPIs in debt instruments in India are regulated by RBI as well. The type of fixed income securities where FPI’s can invest are: Government Securities having residual maturity of one year and above, Commercial Paper, Corporate Bonds and Debentures and Public Sector Undertaking (PSU) Bonds. PSUs are government-owned corporations, these are termed as Public Sector Undertakings (PSUs) in India. In a PSU the majority (51% or more) of the paid up share capital is held by the central government or by any state government or partly by the central governments and partly by one or more state governments. The RBI is the primary agency for the purposes of monitoring and regulating foreign and debt investments made by FPIs. The RBI monitors the ceilings on such investments on a daily basis, and for the purpose of facilitating such examination, the AD Banks (through which the FPI hold the designated bank/cash accounts) and domestic depositories (through which FPI are required to make investments in India) are required to monitor the investment limits on each portfolio and submit a report to the RBI to ensure that the prescribed investment limits are not breached.

### **Debt Investment Restrictions**

There are limits on the overall investments that all FPI's can make in Indian debt instruments. SEBI and RBI issue incremental notifications, circulars and publications on [www.sebi.gov.in](http://www.sebi.gov.in) and [www.rbi.org.in](http://www.rbi.org.in) in respect of these investment restrictions. Following the issuance of this Prospectus, Shareholders can access these updates at the above websites. Any update to these investment restrictions following the issuance of the Prospectus will be reflected in the revised Prospectus when this document is next updated. Any change to the investment policy of the Fund will require shareholder notification or approval as appropriate pursuant to the Central Bank UCITS Regulations.

### Government Debt Investment Limits

There is a maximum cap of approximately USD 59 billion on investments in Government debt securities by FPIs as of 15 July 2021. The breakdown of the above mentioned limits (USD 59 billion) that govern the investments in Indian government debt instruments by FPIs are as follows:

Type of Instrument	Overall Limit	Eligible Investors
Government debt	USD 33 billion	FPIs,(including existing FIIs, QFIs) and other and long term investors registered with SEBI – Sovereign Wealth Funds ( <b>SWFS</b> ), Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks
	USD 15 billion	FPIs which are registered with DPP under the categories of SWFS, Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks
	USD 10 billion	State development Bonds limits available to FPIs, (including existing FIIs, QFIs) and other and long term investors registered with SEBI – Sovereign Wealth Funds (SWFS), Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks
	USD 0.95 billion	State development Bonds limits available to FPIs which are registered with DPP under the categories of SWFS, Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks.

Investments by FPIs in those Government Securities which are permitted under the Fully Accessible Route (“FAR”) will not be reckoned in the above FPI limits. This is because there are no investment ceilings / restrictions on investments in specified Government securities under FAR.

### Investment Requirements

In order to gain access to the Indian debt market, currently the Fund must have the following:

1. FPI registration with the designated depository participant;
2. PAN card issued by Indian Income Tax department. The PAN card means the Permanent account number. This is a ten-digit alphanumeric number, issued in the form of a laminated card, by the

4 Limits available in INR Crore at the following webpage have been included in the table as approximate limits in USD for ease of reference; <https://www.ccilindia.com/FPIHome.aspx>

Income Tax Department in India, to any “person” who applies for it or to whom the department allots the number without an application;

3. NSCCL/BSE codes for facilitating the trading in both the exchanges;
4. Appointment of an compliance officer;
5. Custody account with the Indian Depository bank acting as sub-depository to the Depository; and
6. Special non-resident rupee account with an AD Bank in India.

**Dated 26<sup>th</sup> September, 2023**

**SUPPLEMENT 2**  
**DATED 26<sup>th</sup> September, 2023**  
**to the Prospectus issued for UTI Goldfinch Funds Plc dated 26<sup>th</sup> September, 2023**

**UTI India Dynamic Equity Fund**

This Supplement contains information relating specifically to the UTI India Dynamic Equity Fund (the “Sub-Fund”), a sub-fund of **UTI Goldfinch Funds PLC** (the “Fund”), an open-ended umbrella type investment company with segregated liability between sub-funds and authorised by the Central Bank on 30<sup>th</sup> September, 2014 as a UCITS pursuant to the UCITS Regulations.

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Fund dated 26<sup>th</sup> September, 2023 (the “Prospectus”) which precedes this Supplement and is incorporated herein.**

As at the date of this Supplement, the Fund has three other existing Sub-Funds, **UTI India Sovereign Bond UCITS ETF, UTI India Balanced Fund** and **UTI India Innovation Fund**.

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

The Directors currently do not intend to seek a listing of the Shares with Euronext. In future, should the Directors decide to create additional Sub-Funds or Classes, the Fund may in its discretion apply for the Shares of such Sub-Funds to be listed on Euronext. For so long as the Shares of any Sub-Fund are listed on Euronext, the Fund shall endeavour to comply with the requirements of Euronext relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Ireland this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription.

Investors should read and consider the section entitled “Risk Factors” in both the Prospectus and this Supplement before investing in the Sub-Fund.

This document does not constitute or form part of any offer or invitation to sell or issue, or the solicitation of any offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful.

**1. Interpretation**

Capitalised expressions used and not defined below shall bear the meanings as set out in the Prospectus.

The expressions below shall have the following meanings:

“Application Form”	means any application form as the Directors may prescribe, to be completed by investors subscribing for Shares in the Sub-Fund.
“Base Currency”	USD.
"Business Day"	means any day (except Saturday or Sunday) on which (i) banks & stock exchanges in India, and (ii) banks in Ireland and Singapore are generally open for business, or (iii) if there is more than one such securities markets, the securities market designated by the Investment Manager, in consultation with the Directors, is open for normal trading, or such other day or days as may be determined by the Directors, following consultation with the Manager, from time to time and notified in advance to the Shareholders.
"Dealing Day"	means the first, and any, Business Day and/or such other day or days as may be determined by the Directors, in consultation with the Manager, from time to time and notified in advance to the Shareholders, provided that there shall be at least one Dealing Day every fortnight.
“Dealing Deadline”	means 10 a.m. (Irish time) on the Business Day, or such other time as the Directors, in consultation with the Manager, may determine and notify to Shareholders, provided always that the Dealing Deadline precedes the Valuation Point.
“FII”	means Foreign Institutional Investor.
“FII Regulations”	means Foreign Institutional Regulations, 1995.
“FPI”	means Foreign Portfolio Investor.
“FPI Regulations”	means SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended in 2019.
“Initial Price”	means as described in the Share Class table under the heading “2. Share Classes” below.
“INR”	means, Indian rupee, the lawful currency for the time being of India.

“Investment Manager”	means UTI International (Singapore) Private Limited.
“RBI”	means the Reserve Bank of India.
“SEBI”	means the Securities and Exchange Board of India.
“U.S. Person”	means a U.S. Person as defined in Regulation S under the 1933 Act.
“Valuation Point”	means 12 noon (Irish time) on the relevant Business Day.

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

## 2. Share Classes

Class	Class Currency	Initial Price	Minimum Transaction Size for Initial investment*	Minimum Holding amount*	Minimum Transaction Size for subsequent investments *	Minimum Transaction Size for redemptions *	Hedged/ Unhedged	Distributing Class/ Accumulating Class
USD Retail Accum.	USD	10.00	0	0	0	0	Unhedged	Accumulating
USD Retail Dist.	USD	10.00	0	0	0	0	Unhedged	Distributing
USD Institutional Accum.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
USD Institutional Dist.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
USD Super Institutional Class	USD	10.00	25,000,000	25,000,000	5,000,000	50,000	Unhedged	Accumulating
USD RDR Accum.	USD	10.00	0	0	0	0	Unhedged	Accumulating
USD RDR Dist.	USD	10.00	0	0	0	0	Unhedged	Distributing
EUR RDR Accum.	EUR	10.00	0	0	0	0	Unhedged	Accumulating
EUR RDR Dist.	EUR	10.00	0	0	0	0	Unhedged	Distributing
EUR Institutional Accum.	EUR	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating

EUR Institutional Dist.	EUR	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
Class P USD Accum.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
Class C USD Accum.	USD	10.00	500	500	500	500	Unhedged	Accumulating
Class C USD Dist.	USD	10.00	500	500	500	500	Unhedged	Distributing
Class P USD Dist.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
GBP RDR Accum.	GBP	10.00	0	0	0	0	Unhedged	Accumulating
GBP RDR Dist.	GBP	10.00	0	0	0	0	Unhedged	Distributing
EUR Retail Accum.	EUR	10.00	0	0	0	0	Unhedged	Accumulating
EUR Retail Dist.	EUR	10.00	0	0	0	0	Unhedged	Distributing
CHF Retail Accum.	CHF	10.00	0	0	0	0	Unhedged	Accumulating
CHF Retail Dist.	CHF	10.00	0	0	0	0	Unhedged	Distributing
CHF Institutional Accum.	CHF	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
CHF Institutional Dist.	CHF	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
JPY Institutional Accum.	JPY	1000.0 0	50,000,000	50,000,000	5,000,000	5,000,000	Unhedged	Accumulating
JPY Institutional Dist.	JPY	1000.0 0	50,000,000	50,000,000	5,000,000	5,000,000	Unhedged	Distributing
JPY Retail Accum.	JPY	1000.0 0	0	0	0	0	Unhedged	Accumulating
JPY Retail Dist.	JPY	1000.0 0	0	0	0	0	Unhedged	Distributing
USD RDR II Accum.	USD	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating
USD RDR II Dist.	USD	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
GBP RDR II	GBP	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating

Accum.								
GBP RDR II Dist.	GBP	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
EUR RDR II Accum.	EUR	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating
EUR RDR II Dist.	EUR	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
CHF RDR Accum.	CHF	10.00	500	0	0	0	Unhedged	Accumulating
CHF RDR Dist.	CHF	10.00	0	0	0	0	Unhedged	Distributing
CHF RDR II Accum.	CHF	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating
CHF RDR II Dist.	CHF	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
GBP Institutional Accum.	GBP	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
GBP Institutional Dist.	GBP	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
EUR Super Retail Accum.	EUR	10.00	10	10	10	10	Unhedged	Accumulating
EUR Super Retail Dist.	EUR	10.00	10	10	10	10	Unhedged	Distributing
SGD Retail Dist.	SGD	10.00	0	0	0	0	Unhedged	Distributing
SGD Retail Accum.	SGD	10.00	0	0	0	0	Unhedged	Accumulating
SGD Retail Accum. II	SGD	10.00	0	0	0	0	Unhedged	Accumulating
SGD Retail Dist. II	SGD	10.00	0	0	0	0	Unhedged	Distributing
SGD Institutional Accum.	SGD	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
SGD Institutional Dist.	SGD	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
NOK Institutional Accum.	NOK	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating

NOK Institutional Dist.	NOK	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
NOK Retail Accum.	NOK	10.00	0	0	0	0	Unhedged	Accumulating
NOK Retail Dist.	NOK	10.00	0	0	0	0	Unhedged	Distributing
NOK RDR Accum	NOK	10.00	0	0	0	0	Unhedged	Accumulating
NOK RDR Dist.	NOK	10.00	0	0	0	0	Unhedged	Distributing
SEK Institutional Accum.	SEK	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
SEK Institutional Dist.	SEK	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
SEK Retail Accum.	SEK	10.00	0	0	0	0	Unhedged	Accumulating
SEK Retail Dist.	SEK	10.00	0	0	0	0	Unhedged	Distributing
SEK RDR Accum.	SEK	10.00	0	0	0	0	Unhedged	Accumulating
SEK RDR Dist	SEK	10.00	0	0	0	0	Unhedged	Distributing

*\*in relevant Share Class currency.*

The Retail Distribution Review (“RDR”) Unit Classes are intended for investors who are resident in countries which prohibit the payment of trailer fees and commissions and/or to investors with a separate fee arrangement with their financial intermediary. For the avoidance of doubt, reference to the RDR Share Classes includes both the RDR and RDR II Share Classes.

The RDR Share Classes of the Sub-Fund are available, at the discretion of the Directors, to eligible investors that have entered into separate fee arrangements with sub-distributors. If operating within the European Union (excluding UK) the sub-distributors will ordinarily be sub-distributors providing (i) discretionary portfolio management to their clients; (ii) investment advice on an independent basis to their clients or (iii) investment advice on a non-independent basis to their clients where those sub-distributors have agreed with their clients to receive fee-based remuneration and will not receive commission and or trailer fees.

In order to assist the Sub-Fund in minimising its on-going expenses, the Investment Manager will assume expenses in excess of 1.00% of the total expense ratio relating to the following Share Classes; USD RDR II Accum., the USD RDR II Dist., the GBP RDR II Accum., the GBP RDR II Dist., the EUR RDR II Dist., the EUR RDR II Accum., the CHF RDR II Accum. and the CHF RDR II Dist. In order to assist the Sub-Fund in minimising its on-going expenses, the Investment

Manager will also assume expenses in excess of 1.75% of the total expense ratio relating to the SGD Retail Accum. II and SGD Retail Dist. II.

The Directors have the power to issue further Classes of Shares upon prior notification to and clearance in advance from the Central Bank.

The Directors, following consultation with the Manager, reserve the right to differentiate between Shareholders as to and waive or reduce the Minimum Transaction Size for Initial investment, the Minimum Holding amount, the Minimum Transaction Size for subsequent investments and the Minimum Transaction Size for redemptions for certain Shareholders.

### **3. Investment Objective**

The investment objective of the Sub-Fund is to achieve medium to long-term growth through investment primarily in growth oriented Indian stocks which are listed on the BSE and NSE exchanges in India.

### **4. Investment Policy**

The Sub-Fund intends to achieve its investment objective by investing on a permanent basis more than 75% of its Net Asset Value in a diversified portfolio of equities and equity related securities of (i) large, mid and small-cap corporations that have their registered office in India and are listed on Recognised Exchanges worldwide, (ii) large, mid and small-cap corporations that exercise a preponderant part of their economic activity in India and are listed on Recognised Exchanges worldwide and/or (iii) large, mid and small-cap corporations whose equity and equity related securities are listed, traded or dealt in on Indian stock exchanges listed in Appendix II of the Prospectus. The investment in securities which are listed on Recognised Exchanges other than BSE and NSE will not exceed 25% of the Net Asset Value of the Sub-Fund.

The Investment Manager uses a percentile definition for the purpose of defining large, mid and small-cap companies. A universe of all of the listed stocks is drawn and then these stocks are listed as per the market capitalisation from top to bottom. The stocks falling in the top 70 percentile are listed as large cap companies. Stocks falling between 70th to 90th percentile are listed as mid cap companies and finally stocks after the 90th percentile are listed as small cap companies.

The Investment Manager does not have defined limits for investments into large, mid and small-cap companies however they endeavour to hold approximately 60-80% investment in large cap companies and approximately 20-40% investment in mid and small cap companies depending on various factors. The Sub-Fund will follow a bottom-up approach to stock picking and will build its portfolio around companies which are most attractive at any point in time both in qualitative /business factors (such as talking to management; talking with a company's competitors, vendors and distributors; analysing a company's products or services in depth; determining the capability of the company's management; determining the company's competitive advantages) as wells as financial factors (such as analysing income statements, balance sheets, cash flows and

comparing current valuations with historical valuations). These factors are essential in determining the mix of the portfolio between large/mid cap/small cap companies. The range of the allocation is to give the Investment Manager the flexibility to design the best possible portfolio taking into account the factors mentioned above.

In relation to the equity related securities in which the Sub-Fund may invest, these may include, but are not limited to, preference shares, convertible bonds, convertible preference shares and American Depositary Receipts (“ADRs”) and Global Depositary Receipts (“GDRs”) of Indian companies which are listed on a Recognised Exchange for the purpose of gaining indirect exposure to equity securities where the Investment Manager feels it is more efficient to do so. The convertible bonds are unleveraged instruments and do not embed derivatives. The total exposure in equity related securities will not exceed 25% of the Net Asset Value of the Sub-Fund.

As a result of the preceding paragraph, the Sub-Fund will continuously invest more than 50% of its Net Asset Value in equities of corporations listed on the BSE and NSE. To calculate this percentage, the value of the equities listed on the BSE and NSE is reduced by any loans raised by the Sub-Fund in proportion to the amount of these equities in the total gross assets of the Sub-Fund.

The Sub-Fund has no restrictions as to the proportion of assets allocated to companies in any particular economic sector.

Although it is the intention of the Investment Manager to deploy its assets as detailed above, the Sub-Fund may also retain up to 10% in cash, cash equivalents and money market instruments (including, but not limited to, cash deposits, commercial paper and certificates of deposit) in the appropriate circumstances. Such circumstances may include but are not limited to where market conditions may require a defensive investment strategy, the holding of cash on deposit pending reinvestment, the holding of cash in order to meet redemptions and payment of expenses. However, the above limit may be increased during periods where the Investment Manager believes that a larger cash position is warranted such as periods of economic uncertainty.

The Sub-Fund is considered to be actively managed in reference to the MSCI India Index (the “Benchmark”) by virtue of the fact that it uses the Benchmark for performance comparison purposes only. The Benchmark is not used to define the portfolio composition of the Sub-Fund and is not used as a performance target. The Sub-Fund may invest in securities which are not constituents of the Benchmark.

The MSCI India Index is designed to measure the performance of the large and mid-cap segments of the Indian market. With 84 constituents, the Benchmark covers approximately 85% of the Indian equity universe.

The Benchmark is not aligned with all of the environmental or social characteristics promoted by the Sub-Fund.

#### *Sustainability Disclosure*

The Sub-Fund falls within the scope of Article 8 under the SFDR, i.e. a fund that promotes environmental and/or social characteristics.

The environmental characteristics promoted by the Sub-Fund are:

Carbon neutrality	Use of renewable energy	Toxic waste management.
Co2 emission reductions	Electrification	
Decarbonisation efforts	Water management	

The social characteristics promoted by the Sub-Fund are:

employee health and safety	gender diversity
Product safety	

The Sub-Fund will have a minimum proportion of 10% of its investments in sustainable investments with the objective of the reduction in harm to the environment and climate arising from the emissions of greenhouse gases.

The Sub-Fund considers principal adverse impacts on sustainability factors in a number of ways, as further outlined within the SFDR Annex included at Appendix II to this Supplement.

For further information on the Sub-Fund's ESG strategy, please refer to the Investment Strategy below and the SFDR Annex included at Appendix II to this Supplement.

## 5. Investment Strategy

The Investment Manager shall predominantly follow a bottom-up approach with emphasis on building exposure around strong blue chip companies that have a high earnings growth potential on account of the size of the future business opportunity. The Sub-Fund shall have a higher weightage into industries that exhibit stable and secular growth prospects, ability to generate high operating cashflows and preferably free cashflows as well. The Sub-Fund shall be a diversified Sub-Fund and shall not have any sector or industry focus, however it is expected that the Sub-Fund will invest across many of the following sectors: Banking & Financial Services, Information Technology, Consumer Goods, Healthcare, Automobile, Industrials, Cement, Energy and Telecom services. The Sub-Fund will not follow a benchmark and will be actively managed.

Through the use of this bottom-up approach, the Investment Manager identifies and screens opportunities across multiple industries in the Indian region. The Investment Manager believes that long-term outperformance can be achieved by investing in companies which, among other things, (i) have strong management and market position, (ii) have high and/or improving quality of earnings, (iii) demonstrate that management interests are aligned with their shareholders' interests and (iv) trade at attractive valuations. The Investment Manager's bottom-up approach includes in-house financial analysis, periodic meetings with senior management of companies, absolute and relative valuation techniques, and frequent calls with top research houses.

The Investment Manager monitors the investment restrictions applicable to the Sub-Fund. As soon as the Investment Manager becomes aware that the weighting of any particular stock exceeds the permitted investment restrictions, the Investment Manager will seek to either unwind that particular position or reduce the Sub-Funds exposure to that stock to ensure that the Sub-Fund at all times operate within the permitted investment restrictions and complies with the requirements of the UCITS Regulations.

Investment policies of the Sub-Fund shall comply with the restrictions for FPI (investments as established by SEBI and the RBI as set out in Appendix I.

The Foreign Portfolio Investment ("FPI") regime is a regime for foreign investment into India which was introduced pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2014, as amended in 2019 (the "FPI Regulations"). Under the FPI Regulations all foreign investors who intend to acquire Indian securities from 1 June, 2014 are required to make an application to the designated depository participants to be registered as an FPI. Designated depository participants are the entities which will approve the application as an FPI and are also given the responsibility of granting the FPI license. All investments by foreign investors will need to be made in compliance with the investment conditions prescribed under the FPI Regulations and the regulations and guidelines prescribed by the RBI under Foreign Exchange Management Act (the "FEMA Regulations"). All securities of the Sub-Fund will be held at all times by the Depository.

In order to achieve the environmental and/or social characteristics promoted by the Sub-Fund, the Sub-Fund pursues the following approaches in the investment process via exclusions, ESG integration, active ownership and positive screening.

Exclusions: The Investment Manager, in consultation with the Investment Advisor, has determined that certain companies will be excluded from the Sub-Fund's investment universe. The exclusion policy can be found on the Investment Manager's website at <https://utifunds.com/responsible-investing-policy/>

Exclusion filters are also applied to the portfolio construction process to restrict investments in companies that are allegedly involved in breaches of international law and norms on environmental protection, human rights, labour standards and anti-corruption.

The Investment Manager, in consultation with the Investment Advisor, ensures that at least:

- 90% of equities issued by large capitalisation companies whose registered office is located in developed counties, debt securities and money market instrument with an investment grade credit rating, sovereign debt issued by developed countries, and
- 75% of equities issued by large capitalisation companies whose registered office is located in emerging counties, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield rating and sovereign debt issued by emerging countries,

held in the Sub-Fund's portfolio are rated against the sustainability criteria.

Positive screening: After stocks are chosen through the Investment Manager's internal screening process, it then applies positive screening which reduces the Sub-Fund's investable universe by 7-8%.

Monitoring compliance: The Investment Manager, in consultation with the Investment Advisor, monitors compliance with the environmental and/or social characteristics on a regular basis through ongoing monitoring of sustainability indicators using company and third-party data providers. If the Investment Manager is not satisfied with a particular stock following engagement with the relevant investee company, it will adjust the Sub-Fund's portfolio to maintain alignment with the key indicators being monitored.

## **7. Investment and Borrowing Restrictions**

Investment of the assets of the Sub-Fund must comply with the UCITS Regulations. The Directors may impose further restrictions in respect of the Sub-Fund. The investment and borrowing restrictions applying to the Sub-Fund are set out in Appendix I to the Prospectus. With the exception of permitted investments in unlisted securities and over the counter derivative instruments, investment in securities and derivative instruments will be restricted to the stock exchanges or markets listed in Appendix II of the Prospectus of the Fund.

The Sub-Fund may invest up to a maximum of **10%** of the Net Asset Value of the Sub-Fund in other collective investment schemes in accordance with the requirements of the Central Bank and the investment restrictions set out in Appendix I to the Prospectus, where the investment policies of such collective investment schemes are consistent with those of the Sub-Fund.

The Sub-Fund has the ability to hold cash from time to time if the Investment Manager believes it is appropriate and is not obliged to be fully invested.

### **Borrowing Powers**

The Fund on behalf of the Sub-Fund may only borrow for cash flow purposes on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Sub-Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Fund or the Sub-Fund and may charge the Sub-Funds assets as security for such borrowings only in accordance with the provisions of the UCITS Regulations.

### **Change to Investment and Borrowing Restrictions**

It is intended that the Fund and the Sub-Fund shall have the power, subject to the prior approval of the Central Bank and the prior approval of Shareholders and as disclosed in an updated Prospectus, to avail of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Sub-Fund in securities, derivative

instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited.

## **8. Efficient Portfolio Management Techniques**

The Sub-Fund will not invest in derivatives instruments (including structured deposits, products or instruments) for investment or hedging purposes. Furthermore, the Sub-Fund itself will not be leveraged for investment, efficient portfolio management or hedging purposes. Shareholders will be notified in advance of any change in this policy. The Sub-Fund will not utilise securities lending or securities repurchase transactions.

Upon application, if the Sub-Fund is accepted by the Singapore Central Provident Fund ("CPF") Board into the Singapore Central Provident Fund Investment Scheme ("CPFIS"), the Sub-Fund will seek prior approval from the Singapore CPF Board before utilising any financial derivative instruments and a revised Supplement will be submitted to the Central Bank.

## **9. Investment Manager**

The Manager has appointed UTI International (Singapore) Private Limited as investment manager of the assets of the Sub-Fund with discretionary powers pursuant to the Investment Management Agreement. Under the terms of the Investment Management Agreement the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Sub-Fund in accordance with the investment objective and Policy of the Sub-Fund. The Fund and the Sub-Fund shall not be liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of the Investment Manager or its own acts or omissions following the advice or recommendations of the Investment Manager. The Fund shall hold harmless and indemnify out of the relevant Sub-Funds' assets the Investment Manager from and against all actions, proceedings, damages, claims, costs, demands, charges, losses and expenses including, without limitation, legal and professional expenses on a full indemnity basis ("Loss") which may be brought against, suffered or incurred by the Investment Manager in connection with any act or omission of the Investment Manager taken, or omitted to be taken, in connection with the Sub-Funds or the Investment Management Agreement, other than due to the negligence, fraud, bad faith or wilful default of the Investment Manager. The Investment Management Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice.

The Investment Manager was incorporated in Singapore on 15 November 2006 and is regulated by the Monetary Authority of Singapore in the conduct of financial services and investment management activities.

The Investment Manager is also the Distributor of the Fund.

## **10. Investment Committee**

The Investment Manager has appointed an Investment Committee to provide investment advice. The Investment Committee will provide an oversight role for the Investment Manager. The biographical details of the members are set out below.

Mr Praveen Jagwani - (as described under the sub-heading "Directors" above).

Mr. Manish Khandelwal

Mr Khandelwal a commerce graduate (B.COM), LLB (A) and has done his Masters in Business Administration (MBA) from Symbiosis Institute of Business Management, Pune in 2004. He has around 17 years' experience in the investment management industry. Prior to joining UTI International (Singapore) Private Limited, he worked with UTI AMC in India in Institutional Sales, Distribution, Retail Sales & Marketing and PMS (Portfolio Management services). He regularly interacted with the intermediaries, service providers and also responsible for advising high net worth clients on their mutual fund investments. Mr Khandelwal is presently working as Director-Products & Operations with UTI International (Singapore) Private Limited. He is responsible for the firm's core business processes Operations, Accounts, Dealing, Products and Marketing functions.

Mr. Rahul Aggarwal, Fixed Income Portfolio Manager, UTI IS

Mr Aggarwal is responsible for the fixed income portfolio management function of UTI IS. He has close to 12 years of fixed income money management experience having worked for institutions like Edelweiss, IIFL and L&T Investment Management. He graduated from Punjab Engineering College, Chandigarh with a B.E. (Computer Science & Engineering) in 2003 and also holds a Post Graduate Diploma in Management from IIM Calcutta. Mr Aggarwal is a versatile professional who started out as a software developer in 2003 and gradually worked his way into the finance industry. As a testimony to his pursuit of continual learning, he has also obtained the Financial Risk Manager (FRM) designation and also passed level 1 and level 2 of the CFA examination.

Ms. Shweta Roongta

Ms Shweta Roongta is the Business & Investment Analyst at UTI International, Singapore. She performs Portfolio specialist and Marketing duties in her present role. She graduated from Narsee Monjee College of Commerce and Economics, Mumbai with a B.Com degree and qualified as a Chartered Accountant with an All India Rank in 2015. After her qualification, she was selected by Aditya Birla Group in their Finance Leadership Program and worked with them across their Fashion, Financial Services and Commodity Trading businesses for 4 years. Prior to joining UTI, she was working with ArrowResources Group as a Senior Financial Controller. In her career of 8 years, she has lived and worked in India, Thailand, Switzerland and Singapore. Her interest in financial markets led to her pursuing CFA and she cleared all 3 levels of CFA in 2022 after which she joined UTI in April 2022.

The Investment Committee will neither have any discretionary investment management powers nor will they receive a fee for their role. As part of the oversight role, the Investment Committee shall ensure that the portfolio is managed in compliance with the regulations applicable to the Sub-Fund. It shall monitor the performance and investment strategy of the Investment Manager. At investment committee meetings, the following matters will be discussed: performance review, portfolio review, outlook and strategy of the Sub-Fund. The Investment Committee does not provide any advice to the Investment Manager. All committee members of the investment committee are employees of the Investment Manager. In any scenario if that the Investment Committee disagrees with any of the actions of the Investment Manager then it will ask the Investment Manager to explain such action taken. To date no such situation has arisen.

## **11. Investment Advisor**

The Investment Manager, in consultation with the Manager, has appointed UTI Asset Management Company Ltd as an investment advisor to provide non-discretionary investment advice to the Fund. UTI Asset Management Company Ltd is a company incorporated in India under the Companies Act, 1956. Its registered office is at UTI Tower, GN Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.

UTI Asset Management Company Ltd is the oldest and one of the largest asset management companies in India. Since October 2020, the firm has been listed on both the National Stock Exchange and the Bombay Stock Exchange in India. T. Rowe Price International has been the firm's single largest shareholder since 2010 and holds a 23% stake. The firm provides support services to the Government of India for managing assets of USD 10 billion and has a client base of over 10 million investors.

## **12. Initial Offer of Shares**

The USD Retail Accum., the USD Institutional Accum., EUR Institutional Accum., USD RDR Accum., GBP RDR Accum. and the EUR Retail Accum. in the Sub-Fund are currently in issue and are offered to investors at their Net Asset Value per Share (plus duties and charges, where relevant).

The CHF Retail Accum., the CHF Retail Dist., the CHF Institutional Accum., the CHF Institutional Dist., the JPY Institutional Accum., the JPY Institutional Dist., the JPY Retail Accum., the JPY Retail Dist., the Class P USD Accum., the Class P USD Dist., the EUR RDR Accum., the USD RDR Dist., the USD Retail Dist., the USD Institutional Dist., the USD RDR II Accum., the USD RDR II Dist., the GBP RDR Dist., the GBP RDR II Dist., the GBP RDR II Accum., the GBP Institutional Accum., the GBP Institutional Dist., CHF RDR Accum., the CHF RDR Dist., the CHF RDR II Accum., the CHF RDR II Dist., the EUR RDR Dist., the EUR RDR II Dist., the EUR RDR II Accum., the EUR Retail Dist., the EUR Institutional Dist., and the EUR Super Retail Accum., the EUR Super Retail Dist., the SGD Retail Dist. and the SGD Retail Accum. will continue to be offered to investors during the period from 9am (Irish time) on the 31 July, 2019 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of CHF 10.00 per Share in the case of the CHF Retail Accum., the CHF Retail Dist., the CHF RDR Accum., CHF RDR

Dist., the CHF RDR II Accum., the CHF RDR II Dist., the CHF Institutional Accum., and the CHF Institutional Dist., at the Initial Price of EUR 10.00 per Share in the case of the EUR Retail Dist., the EUR Institutional Dist., the EUR RDR Accum., the EUR RDR Dist., the EUR RDR II Dist., the EUR RDR II Accum., the EUR Super Retail Accum. and the EUR Super Retail Dist., at the Initial Price of GBP 10.00 per Share in the GBP RDR Dist., the GBP RDR II Dist., the GBP RDR II Accum. GBP Institutional Accum. and the GBP Institutional Dist., at the Initial Price of USD 10.00 per Share in the Class P USD Accum., the Class P USD Dist., the USD Retail Dist., the USD Institutional Dist., the USD RDR Dist., the USD RDR II Accum. and the USD RDR II Dist., and at the Initial Price of JPY 1000.00 per Share in the JPY Institutional Accum., the JPY Institutional Dist., the JPY Retail Accum., the JPY Retail Dist., at the Initial Price of SGD 10.00 per share in the SGD Retail Dist. and the SGD Retail Accum., and subject to acceptance of applications for Shares in the relevant Class will be issued for the first time on the last Business Day of the Initial Offer Period.

The SGD Retail Accum. II and the SGD Retail Dist. II will be offered to investors during the period from 9am (Irish time) on the 29 November, 2021 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of SGD 10.00 per Share. The Class C USD Accum., Class C USD Dist. and the USD Super Institutional Class will be offered to investors during the period from 9am (Irish time) on the 29 November, 2021 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of USD 10.00 per Share.

The SGD Institutional Accum. and the SGD Institutional Dist. will be offered to investors during the period from 9am (Irish time) on the 25 May, 2022 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of SGD 10.00 per Share.

The NOK Institutional Accum., NOK Institutional Dist., NOK Retail Accum., NOK Retail Dist. NOK RDR Accum. And NOK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of NOK 10.00 per Share. The SEK Institutional Accum., SEK Institutional Dist., SEK Retail Accum., SEK Retail Dist., SEK RDR Accum. And SEK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the "Initial Offer Period") at the Initial Price of SEK 10.00 per Share.

The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received and otherwise on a quarterly basis. After closing of the initial offer period, Shares in the Sub-Fund will be issued to Shareholders at the Net Asset Value per Share.

### **13. Application for Shares**

Initial applications by non U.S. Persons should be made using an Application Form obtained from the Administrator or Distributor but may, if the Directors so determine, be made by facsimile or by electronic means subject to prompt transmission to the Administrator of the original signed Application Form and such other papers (such as documentation relating to money laundering

prevention checks) as may be required by the Directors or their delegate. For U.S. Persons initial applications should be made using the U.S. Application Form. Subscription applications will not be processed until the original Application Form and acceptable anti-money laundering documentation has been received by the Administrator.

No redemptions or dividends will be processed until the original Application Form and such other papers as may be required by the Directors have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made by facsimile, or by electronic means with the prior agreement of the Administrator and Fund, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Directors or their delegate. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Each initial investor must meet the Minimum Initial Subscription requirement for the applicable Class and retain Shares having a Net Asset Value equivalent to the Minimum Holding requirement for the applicable Class. The Directors may, in their discretion, waive or reduce the Minimum Initial Subscription requirement and the Minimum Holding requirement with respect to any Shareholder or applicant for shares.

Applications accepted by the Administrator on behalf of the Fund and received by the Administrator prior to the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any applications received after the Dealing Deadline will be dealt with on the following Dealing Day subsequent to the relevant Dealing Day unless the Directors in their absolute discretion otherwise determine. Applications will only be accepted after the Dealing Deadline in exceptional circumstances only. Such discretion may only be exercised by the Directors where the application is received subsequent to the Dealing Deadline but before the Net Asset Valuation Point. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

Shareholders may be subject to a maximum sales charge of up to **5%** of the subscription amount. Such sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge. This sales charge may be applicable to all of the Share Classes of the Sub-Fund, with the exception of the RDR Classes, Class C USD Accum. and Class C USD Dist.

#### *Swing Pricing*

Under certain circumstances (for example, large volumes of deals), investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in the Sub-Fund. In order to prevent this effect, called "dilution", the Directors, in consultation with the Manager, may determine that a "Swing Pricing" methodology applies and have the power to adjust the Net Asset Value per Share upwards or downwards. This is described in further detail under the section headed "Swing Pricing" in the Prospectus.

### *Settlement of Shares*

Payment in respect of subscriptions must be received in cleared funds by the Administrator no later than **3** Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Directors or its delegate may (and in the event of non-clearance of funds, shall) cancel the subscription.

### *Confirmation of Ownership*

Confirmation in writing of entry on the register of Shareholders will be sent to Shareholders within 24 hours of the release of relevant Dealing Net Asset Value.

### *Subscription Fees*

Subscription fees of up to **5%** of the total subscription amount may be charged by any Distributor appointed to the Fund.

### *Contingent Deferred Sales Charge ("CDSC")*

No sales charge will be payable on the subscription for the Class C USD Accum. and Class C USD Dist. However, a CDSC may be payable to the Distributor in relation to Class C USD Accum. and Class C USD Dist. The CDSC constitutes a fee for services rendered by the Distributor in connection with the distribution, placing and sale of Class C USD Accum. and Class C USD Dist. at the time of such distribution, placing and sale and is not conditioned upon or related to any provision of ongoing services by the Distributor with respect to such Class C USD Accum. and Class C USD Dist. Where Class C USD Shares are repurchased within the first three years of the date of their subscription, the repurchase proceeds thereof will be subject to a CDSC at the rates set forth in the table below.

<b>Applicable rate of the CDSC</b>	<b>Period from subscription date</b>
3%	1 year
2%	After 1 year but within 2 years
1%	After 2 year but within 3 years
0%	thereafter

The applicable rate of CDSC is determined by reference to the total length of time during which the Class C USD Accum. and Class C USD Dist. being repurchased were in issue. In determining whether a CDSC is applicable, the calculation will be effected in a manner that results in the lowest possible rate being applied. An instruction to sell Class C USD Accum. and Class C USD Dist. will be deemed to have been given for the Shares which have been held for the longest period.

The amount of CDSC is calculated by multiplying the relevant percentage rate as determined

above by the price paid for the original issue of Shares being repurchased. A CDSC in respect of Class C USD Accum. and Class C USD Dist. paid to the Sub-Fund reverts to the Distributor. The CDSC may be waived or reduced by the Distributor. Proceeds from the CDSC are used all or in part by the Distributor to pay its expenses in providing distribution related services to the Sub-Fund in relation to the sales and promotion of Class C USD Accum. and Class C USD Dist..

#### **14. Form of Shares and Register**

As with other Irish companies limited by shares, the Fund is required to maintain a register of Shareholders. Written confirmation of entry on the register will be provided. Shares will be in registered form. Only persons appearing on the register of Shareholders will be a Shareholder.

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be calculated to less than two decimal places of a Share.

Subscription monies, representing less than two decimal places of a Share, will not be returned to the investor but will be retained by the Fund in order to defray administration costs.

#### **15. Redemption of Shares**

Shareholders may redeem their Shares on a Dealing Day at the Net Asset Value per Share calculated as at the Valuation Point in relation to that Dealing Day.

Applications for the redemption of Shares should be made to the Administrator by facsimile or written communication or by electronic means with the prior agreement of the Administrator and Fund (in accordance with the requirements of the Central Bank) and should include such information as may be specified from time to time by the Directors or their delegate. Requests for redemption received prior to the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any requests for redemption received after the Dealing Deadline for a Dealing Day will be dealt with on the next Dealing Day subsequent to the relevant Dealing Day unless the Directors in their absolute discretion and in an equitable manner determine otherwise. Applications for redemption will only be accepted after the Dealing Deadline in exceptional circumstances only. Such discretion may only be exercised by the Directors where the request is received subsequent to the Dealing Deadline but before the Net Asset Valuation Point. Redemption requests will only be accepted where cleared funds and completed documents are in place from original subscriptions.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding, the Fund may, if it thinks fit, redeem the whole of the Shareholder's holding.

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

The Directors may, with the consent or at the request of the relevant Shareholders, satisfy any request for the redemption of Shares by the transfer in specie to those Shareholders of assets of the Fund having a value equal to the redemption price for the Shares redeemed as if the redemption proceeds were paid in cash less any redemption charge and other expenses of the transfer as the Directors may determine.

In accordance with the requirements of the Central Bank, a determination to provide redemption in specie may be solely at the discretion of the Directors, in consultation with the Manager, where the redeeming Shareholder requests redemption of a number of Shares that represents 20% or more of the Net Asset Value of the Fund. A Shareholder requesting redemption shall be entitled to request the sale of any asset or assets proposed to be distributed in specie and the distribution to such Shareholder of the cash proceeds of such sale less the costs of such sale which shall be borne by the relevant Shareholder.

The Directors may in their absolute discretion refuse to accept a request for redemption in specie where the Directors determine, in consultation with the Manager, that it would not be practicable to satisfy such a request. Where a request for redemption in specie has been refused by the Directors, in consultation with the Investment Manager and the Manager, on the basis that it would not be practicable to satisfy such a request, the Administrator will reject the instruction from the relevant Shareholder and inform the Shareholder of the reason for the rejection. The Shareholder then has the option to submit a cash redemption request for settlement in the currency of the relevant Class.

The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Depositary as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the Fund or relevant Class.

#### *Deferral of Redemptions*

The Fund shall not on any Dealing Day or in any period of **seven** consecutive Dealing Days, be bound to redeem (or consequently effect a conversion of) more than **10%** of the total Net Asset Value of Shares of the Fund then in issue. If on any Dealing Day, or in any period of **seven** consecutive Dealing Days, the Fund receives requests for redemptions of a greater value of Shares, it may declare that such redemptions are deferred until a Dealing Day not more than seven Dealing Days following such time. Any redemption requests in respect of the relevant Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the shares to which the original request related have been redeemed. These limits will be used only at times when realising assets of the Fund to meet unusually heavy redemption requirements would create a liquidity constraint to the detriment of Shareholders remaining within the Fund.

#### *Method of Payment*

Redemption payments will be made to the bank account detailed on the Application Form. Any amendments to an investor's registration details and payment instructions will only be effected on receipt of original documentation by the Administrator.

#### *Currency of Payment*

Shareholders will normally be repaid in the currency of the applicable Class. If, however, a Shareholder requests to be repaid in any other freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of and for the account, risk and expense of the Shareholder.

#### *Timing of Payment*

Redemption proceeds in respect of Shares will be paid to investors within **10 Business Days** of the Dealing Day provided that all required documentation has been furnished to and received by the Administrator.

### **16. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Sub-Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

### **17. Indian Taxation**

The discussion of Indian tax matters contained herein is based on existing law, including the provisions of the Indian Income Tax Act, 1961 (ITA), the Income tax Rules, 1962 (the Rules), various circulars and notifications issued thereunder from time to time and the provisions of the Double Tax Avoidance Agreement between India and Ireland (Tax Treaty). The ITA is amended every year by the Finance Act of the relevant year and this summary reflects the amendments made up to Finance Act, 2021. The rates specified in this section are as applicable for the Financial Year 2021-2022 under the ITA and should be increased by applicable surcharge and cess, if any, as currently leviable<sup>5</sup>. The tax rates applicable pursuant to the Tax Treaty will generally not be subject to surcharge or cess.

This summary is not intended to constitute a complete analysis of the Indian income-tax implications as applicable and does not constitute legal, professional or tax advice. The relevant tax provisions are subject to change. This section has been prepared to give an overview of the

<sup>5</sup> Surcharge – Nil, where taxable income does not exceed INR 10 million; 2% (two percent) where taxable income exceeds INR 10 million but does not exceed INR 100 million and 5% (five percent) where taxable income exceeds INR 100 million. Health and Education cess – 4% (four percent) of the income tax plus applicable surcharge.

expected tax implications in connection with the income accruing to the Sub-Fund. No assurance can be given that future legislation, administrative rulings or court decisions will not significantly modify the conclusions set forth in this summary, possibly with retroactive effect. Additionally, the discussion of Indian tax matters contained herein does not address the tax consequences to investors arising from the acquisition, holding or disposition of interests in their respective local jurisdictions.

### **General**

The Sub-Fund is an open-ended Sub-Fund of the Fund. The Fund is an open-ended umbrella type investment company with segregated liability between Sub-Funds and established as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011. The investment objective of the Sub-Fund is to invest primarily in Indian equities.

For the purpose of undertaking investments in Indian equities, the Sub-Fund has obtained Category I Foreign Portfolio Investor (FPI) registration in accordance with Securities and Exchange Board of India (SEBI) FPI Regulations, 2019 (FPI Regulation). The Sub-Fund has also obtained a tax-id (commonly known as Permanent Account Number or PAN) from Income tax department and is therefore considered as the taxpayer in respect of the income earned through investments in India. Accordingly, the income-tax implications with respect to the income earned by the Sub-Fund are detailed below.

### **Legal status in India**

The Indian tax provisions lack clarity on the determination of legal status in case of an umbrella fund structure with several sub-funds investing in India on their own with their own set of specific assets and liabilities. It is uncertain whether the legal status of such sub-funds be treated as 'Association of Persons' (AOP) or as 'Corporate'. The Sub-Fund is registered as an AOP with the Indian tax authorities.

### **Residency in India**

The Sub-Fund will be subject to taxation in India only if: (1) it is regarded as a tax resident of India; or (2) being a non-resident, has an Indian source of income, including income arising through a Permanent Establishment (PE) or a business connection in India; or has received or deemed to have received income or earned income (whether accrued or otherwise) in India.

The income earned by the Sub-Fund from investments in India should generally be regarded as Indian sourced income. Such income should be taxable in India as per provisions of the ITA.

Further, the Sub-Fund has appointed the Investment Manager, a company incorporated in Singapore as its Investment manager to provide investment management services to the Fund. The Investment Manager on day to day basis, subject to overall control of the Manager, has discretion to purchase and sell securities and otherwise manage the Sub-Fund's portfolio. It is expected that the Sub-Fund will be wholly managed and controlled from outside India and hence will not be treated as resident in India. Hence, the Sub-Fund is expected to be regarded as a non-resident for the purposes of the ITA.

## **Streams of income**

It is currently envisaged that the Sub-Fund could earn the following streams of income from its investment in Indian equities.

1. Gains arising on transfer of equity shares in India
2. Dividend income from investment in shares of Indian companies

## **Tax Treaty**

ITA contains a specific enabling provision which provides that where a non-resident is a tax resident of a country with which India has a tax treaty, the provisions of the treaty or the provisions of the domestic law, whichever are more beneficial to the taxpayer would apply. Therefore, the provisions of the Tax Treaty may apply to the Sub-Fund provided it is a tax resident of Ireland and it fulfils the eligibility criteria to claim benefits of the Tax Treaty. No assurance can however be provided that the Indian tax authorities will not challenge the eligibility of the Sub-Fund to claim the benefits of the Tax Treaty.

Section 90 of the ITA provides that a non-resident is not entitled to claim any treaty benefits unless a TRC is obtained by it from the Government of the country of which it is a resident.

The CBDT has also issued a notification (Notification No. 57/2013) prescribing the additional information required to be provided by a non-resident along with the Tax Residency Certificate (TRC) to avail treaty benefits. The information which is sought from a non-resident is to be provided in Form No. 10F. The notification also provides that in case the above required information or part thereof is already mentioned in the TRC, the non-resident will not be required to separately provide the information or part thereof in the prescribed form.

In addition to TRC and Form No.10F, the non-resident is also required to maintain such documents as necessary to substantiate the above required information and provide the documents to the Indian tax authorities as and when called for to avail treaty benefits.

If the Sub-Fund is able to obtain TRC from the Ireland Government in its own name, furnish a Form No.10F along with supporting documents to substantiate the information provided in Form No. 10F and is a person and tax resident of Ireland as per the provisions of Tax Treaty, then the benefit of the Tax Treaty should be available to the Sub-Fund in respect of its Indian investments.

The availability of benefits under the Tax Treaty are subject to application of Indian General Anti – Avoidance Rules (GAAR) which are effective from April 01, 2017 and application of Principal Purpose Test (PPT) under the Multilateral Instrument (MLI) which is effective from April 01, 2020. If the GAAR and MLI provisions are held to be applicable, benefits under the Tax Treaty could be potentially denied (for more details on GAAR and MLI provisions, please refer to discussion in paragraphs below).

Details of taxation relating to the Sub-Fund's investments are set out below.

### **Gains arising on transfer of equity shares in India.:**

#### **Under the ITA:**

The definition of “capital asset” includes any security held by an FPI<sup>6</sup>, which has invested in such security in accordance with the regulations made under the SEBI Act, 1992.

The Sub-Fund has obtained FPI registration in accordance with the FPI Regulations and invest in Indian equities. Accordingly, Indian equities held by the Sub-Fund should be regarded as ‘capital assets’ and income earned by the Sub-Fund on transfer of such investments should be regarded as capital gains.

Depending upon the period of holding of assets, capital gains arising on transfer of Indian equities could be taxable either as short-term or long-term capital gains:

<b>Nature of Asset</b>	<b>Short-term capital asset</b>	<b>Long-term capital asset</b>
Listed Equity shares in a company, unit of an equity oriented mutual fund or zero coupon bond	Held for not more than 12 (twelve) months	Held for more than 12 (twelve) months

The capital gains tax rates under the ITA are as under:

<b>Nature of Asset</b>	<b>Short-term capital gain tax rate</b>	<b>Long-term capital gain tax rate</b>
Listed Equity shares in a company, unit of an equity oriented mutual fund and unit of business trust (subject to STT)	15%	10%*
Listed Equity shares in a company, unit of an equity oriented mutual fund and unit of business trust (Not subject to STT)	30%	10%

Note: As per provisions of the ITA, an FPI shall not be entitled to take the benefit of computing gains in foreign currency and cost inflation index while computing capital gains arising from transfer of securities.

\*Long Term Capital Gains

6 Vide Notification No. 9/2014 dated January 22, 2014, the Indian Government has extended the benefits available to Foreign Institutional Investors under section 115AD of the ITA to FPIs in India. A similar notification is yet awaited for FPIs registered under FPI Regulations.

While computing long-term capital gains, the Finance Act 2018 has provided grandfathering for gains accrued on listed shares held as on 31 January 2018, by rebasing the cost to higher of:

- Actual cost of acquisition; and
- Lower of:
  - Fair market value as on 31 January 2018; and
  - Value of consideration received upon transfer.

For this purpose, fair market value shall mean:

- e. in a case where the capital asset is listed on any recognised stock exchange as on January 31, 2018, the highest price of the capital asset quoted on such exchange on the said date. Provided that where there is no trading in such asset on such exchange on January 31, 2018, the highest price of such asset on such exchange on a date immediately preceding January 31, 2018 when such asset was traded on such exchange shall be the fair market value;
- f. in a case where the capital asset is a unit which is not listed on a recognised stock exchange as on January 31, 2018, the net asset value of such unit as on the said date;

an amount which bears to the cost of acquisition the same proportion as cost inflation index for the financial year 2017-18 bears to the cost inflation index for the first year in which the asset was held by the assessee or for the year beginning on April 01, 2001, whichever is later.

#### **Under the Tax Treaty:**

The Sub-Fund would be subject to tax in India on income arising from transfer of shares of an Indian company. The tax rates shall be applicable as provided under the ITA (detailed above).

#### **Capital losses**

As per the provisions of the ITA, short term capital loss can be set-off against both short term capital gains and long term capital gains but long term capital loss can be set-off only against long term capital gains. The unabsorbed short term and long term capital loss can be carried forward for 8 years.

It may be noted that, if any person has sustained a loss in any financial year under the head 'capital gains' and claims such loss or any part thereof to be carried forward under the provisions of ITA, then such person is required to furnish a return of loss within the prescribed due dates in order to set off the same against income earned in future assessment years.

#### **Gains arising on buyback of shares by an Indian company**

As per the former provisions of Section 10(34A) of the ITA, gains arising on buy-back of shares (not being shares listed on a recognised stock exchange) are exempt in the hands of investors. However, a distribution tax at the base rate of tax of 20% shall be payable by an Indian company on distribution of income by way of buyback of its shares if the buy-back is in accordance with the provisions of the Companies Act, 2013. Such distribution tax will be payable on the difference between consideration paid by such Indian company for purchase of its own shares

and the amount that was received by the Indian investee company at the time of issue of such shares, determined in the manner to be prescribed.

As per the Finance (No. 2) Act 2019, the above provision shall also be applicable in case of gains arising to investors on buyback of shares listed on a recognised stock exchange.

### **Dividend income from investment in shares of Indian companies**

#### **Under the ITA**

With effect from 01 April 2020 dividends declared, distributed or paid by Indian investee companies are not subject to payment of Dividend Distribution Tax and such dividends are taxable in the hands of the recipient at the applicable tax rates.

Further, with effect from 01 April 2021, Section 196D of the ITA provides that the Indian investee company can deduct taxes at source at the rate of 20% (twenty per cent) or at the rate applicable under relevant tax treaty, whichever is lower, on, amongst other, dividend payment made to the FPI.

#### **Under Tax Treaty**

As per Article 10 of the Tax Treaty, any dividend income from Indian companies should be chargeable to tax at the rate of 10% provided:

- (a) the Sub-Fund is the 'beneficial owner' of such dividend income; and
- (b) the Sub-Fund does not have a PE in India as per Article 5 of the Tax Treaty or a fixed base in India and the holding in respect of which the dividends are paid is not effectively connected with such PE or fixed base.

#### **Other relevant tax considerations:**

Taxation of the Investors - provisions related to indirect transfer

As per provisions of the ITA, capital gains on income arising from the transfer of shares or interest in a foreign company or entity registered outside India shall be taxable in India (subject to availability of tax treaty benefits, if any), if the shares or interest, directly or indirectly, derive their value substantially from assets located in India. The shares or interest shall be deemed to derive substantial value from the assets located in India, if on the specified date, the value of Indian assets –

- iii. exceeds INR 100 million; and

represents at least 50% of the value of all the assets owned by the foreign company.

The capital gains will be taxable in India only to the extent that they are attributable to the Indian assets. Valuation rules have been prescribed in this regard.

Exemption to small shareholders - There would be no levy of Indian tax if the transferor, along with its related parties: (a) does not hold the right of management or control in the direct ordinary shareholder or indirect ordinary shareholder; and (b) holds less than or equal to 5% of the voting

power or the share capital, directly or indirectly, in the company/entity organised outside India which holds the Indian assets directly.

As per the ITA, indirect transfer provisions are not applicable in the context of investments held directly or indirectly by non-residents in FPIs registered as Category I FPI in accordance with the FPI Regulations. In the current context, the Sub-Fund has obtained Category I FPI registration and therefore indirect transfer provisions shall not apply in the context of investments held directly or indirectly by non-residents in the Sub-Fund.

#### General Anti-avoidance Rule

The GAAR provisions are effective from April 01, 2017. GAAR may be invoked by the Indian tax authorities in case arrangements are found to be impermissible tax avoidance arrangements. A transaction can be declared as an impermissible tax avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which also satisfies at least one of the four tests mentioned below:

- a. Creates rights or obligations which are ordinarily not created between parties dealing at arm's length.
- b. It results in directly / indirectly misuse or abuse of the ITA;
- c. It lacks commercial substance or is deemed to lack commercial substance in whole or in part; or
- d. It is entered into or carried out in a manner, which is not normally employed for bona fide business purposes.

In such cases, the Indian tax authorities are empowered to deny the benefits under a tax treaty, re-allocate the income from such arrangement, or re-characterize or disregard the arrangement. Some of the illustrative powers are:

- g. Disregarding or combining or re-characterizing any step of the arrangement or party to the arrangement;
- h. Ignoring the arrangement for the purpose of taxation law;

Relocating place of residence of a party, or location of a transaction or situs of an asset to a place other than provided in the arrangement;

Looking through the arrangement by disregarding any corporate structure; or

Re-characterizing equity into debt, capital into revenue, etc.

The above terms should be read in context of the definitions provided under the ITA. Further, the onus to prove that the main purpose of an arrangement was to obtain any tax benefit is on the Indian tax authorities. Also, any resident or non-resident may approach the Authority for Advance Rulings to determine whether an arrangement can be regarded as an impermissible avoidance arrangement. The GAAR provisions, if invoked, could result in denial of the beneficial provisions of the Tax Treaty.

The Rules have come out with few exceptions where the provisions of GAAR shall not apply. A summary of the key exceptions for application of GAAR provisions as provided under the Rules, are set out below:

- i. **Monetary Threshold Exemption:** The GAAR provisions should apply only where the tax benefit (to all the parties in aggregate) from an arrangement in a relevant year exceeds INR 30 million (rupees thirty million).
- j. **Exemption to FPIs and P-Note holders:** SEBI registered FPIs are excluded from applicability of GAAR provisions if they do not avail benefits under a tax treaty entered into by India. Investments in FPIs made by non-resident investors by way of offshore derivative instruments, directly or indirectly, are excluded from the ambit of the GAAR provisions.

Further, on January 27, 2017, the CBDT has issued clarifications<sup>7</sup> on implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Amongst others, the following is clarified:

GAAR shall not be invoked merely on the ground that the entity is located in tax efficient jurisdiction. GAAR will not apply if the jurisdiction of FPI is finalised based on non-tax commercial considerations and the main purpose of the arrangement is not to obtain tax benefit;

Specific Anti-Avoidance Rules (SAAR) and GAAR can co-exist and may be applied depending on facts and circumstances of the case;

GAAR shall not be invoked in cases where the tax avoidance strategy is sufficiently addressed by the LOB clause in the tax treaty;

GAAR provisions shall not apply if the arrangement is held as permissible by the Authority for Advance Ruling or where the Court has explicitly and adequately considered the tax implication while sanctioning an arrangement; Two stage approval process will be followed for invoking GAAR.

Hence, in a scenario where GAAR provisions are invoked and arrangements are found to be impermissible tax avoidance arrangements i.e. if the main purpose of the arrangement is to obtain a tax benefit and any of the four tests mentioned above, the Indian tax authorities are empowered to deny the benefits under the Tax Treaty, re-allocate the income from such arrangement, or re-characterize or disregard the arrangement in its entirety.

Multilateral Convention to implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Sharing

The Organization for Economic Co-operation and Development (OECD) released the MLI to implement tax treaty related measures to prevent Base Erosion and Profit Shifting (BEPS). The introduction of MLI by the OECD is a recent global tax development. Once adopted, MLI will supplement the existing tax treaties that India has with several countries and incorporate anti-avoidance rules/Limitation of Benefit conditions. At the time of signing the MLI, countries are required to submit a list of their existing tax treaties that they would like to designate as Covered

<sup>7</sup> Circular no 7 of 2017

Tax Agreement (CTA) for the purpose of MLI application i.e., agreements to be amended through the MLI.

Both, India and Ireland, have listed their bilateral tax treaty with each other as CTA. Accordingly, MLI in the context of the Tax Treaty is effective from April 01, 2020. The MLI, amongst others, includes a PPT test. Indian tax authorities through application of PPT can seek to deny tax benefits to an arrangement or a transaction if the principal purpose or one of the principal purposes of the arrangement or transaction is to obtain tax benefits unless it is established that granting that benefit in these circumstances would be in accordance with the object and purpose of the relevant provisions of the Tax Treaty.

#### Securities Transaction Tax

The Sub-Fund will be liable to pay STT in respect of dealings in Indian securities purchased or sold on the Indian stock exchanges. The applicable rates of STT are as follows:

1. 0.1% on purchase of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India.
2. 0.1% on sale of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India.
3. 0.025% on sale of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India where the contract for sale is settled otherwise than by the actual delivery or transfer of share or unit.
4. 0.05% of option premium on sale of an option in securities..
5. 0.125% of intrinsic value (i.e. difference between settlement price and strike price of the option) on sale of option in securities, where option is exercised.
6. 0.01% on sale of futures in securities.
7. 0.001% on sale of units of an equity oriented fund to a mutual fund.
8. 0.2% on sale of unlisted securities under an offer of sale to the public.
9. 0.1% of settlement price on physical settlement of stock.

#### **18. Fees and Expenses**

The attention of investors is drawn to the “Fees and Expenses” section of the Prospectus.

The Sub-Fund shall bear the fees and expenses incurred with respect to registering the Shares of the Sub-Fund for sale in various markets, and the expenses associated with the issue of Shares, including the costs incurred in connection with the updates to and the ongoing publication of this Supplement, and all ongoing legal and printing costs and these fees and expenses will be paid out of the assets of the Sub-Fund.

The Sub-Fund will also bear its attributable portion of the ongoing fees and operating expenses of the Fund, as detailed in the Section of the Prospectus headed "Operating Expenses and Fees".

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

The Investment Manager shall be entitled to receive from the Fund a maximum annual fee of 0.80% of the Net Asset Value of the Fund in respect of the USD Institutional Accum., the USD Institutional Dist., the USD Super Institutional Class, the CHF Institutional Accum., the CHF Institutional Dist., the JPY Institutional Accum., the JPY Institutional Dist., the EUR Institutional Accum., the EUR Institutional Dist., the GBP Institutional Accum., the GBP Institutional Dist., the Class P USD Accum., the Class P USD Dist., the SGD Institutional Accum., the SGD Institutional Dist., the NOK Institutional Dist., the NOK Institutional Accum., the SEK Institutional Dist. and the SEK Institutional Accum., 2% of the Net Asset Value of the Fund in respect of the Class C USD Accum. and the Class C USD Dist., 1.70% of the Net Asset Value of the Fund in respect of the USD Retail Accum., the USD Retail Dist., the EUR Retail Accum., the EUR Retail Dist., the CHF Retail Accum., the CHF Retail Dist., the JPY Retail Accum., the JPY Retail Dist., the EUR Super Retail Accum., the EUR Super Retail Dist. the SGD Retail Dist., the SGD Retail Accum., the NOK Retail Dist., the NOK Retail Accum., the SEK Retail Dist. and the SEK Retail Accum., 1.75% of the Net Asset Value of the Fund in respect of the SGD Retail Accum. II, the SGD Retail Dist. II and 0.80% of the Net Asset Value of the Fund in respect of the USD RDR Accum., the USD RDR Dist., the GBP RDR Accum., the GBP RDR Dist., the EUR RDR Accum., the EUR RDR Dist., the USD RDR II Accum., the USD RDR II Dist., the CHF RDR Accum., the CHF RDR Dist., CHF RDR II Accum., the CHF RDR II Dist., the GBP RDR II Dist., the GBP RDR II Accum., the EUR RDR II Dist., the EUR RDR II Accum., the NOK RDR Dist., the NOK RDR Accum., the SEK RDR Dist. and the SEK RDR Accum.. The Investment Manager shall be entitled to be reimbursed by the Fund out of the assets of the Fund any properly vouched reasonable out-of-pocket expenses incurred by it on behalf of the Fund. The Investment Manager will be responsible for any fees payable to any Investment Advisor appointed.

All fees and expenses and value added tax payable to the Investment Manager will be calculated and accrue at each Valuation Point and will be payable monthly in arrears or at such intervals and in such currency as may be agreed between the Fund and the Investment Manager.

### **Manager's Fee**

The Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee up to 0.0125% of the Net Asset Value of the Sub-Fund (plus VAT, if any), subject to a minimum amount of €50,000 per annum for the initial fund and €12,500 p.a. per additional standalone fund or Sub-Fund of the Fund. The Manager's fee will be accrued and calculated on each Valuation Point and payable quarterly in arrears.

The Manager shall be entitled to reimbursement of all reasonable and properly vouched out-of-pocket expenses (plus any applicable taxes) incurred on behalf of the Sub-Fund, out of the assets of the Sub-Fund.

### **Foreign Portfolio Investors Fee**

For registration as an FPI, the registration fees that the Fund will be required to pay (as determined by SEBI from time to time) will depend on the category of FPI that the Fund wishes to register itself as. While for Category I FPIs and Category II FPIs, the registration fee is USD 3,000 and USD 300, respectively. The Fund is a Category I FPI and fees will be USD 3,000 payable on every three year basis.

### **Investment Advisor's Fee**

The Investment Advisor shall be entitled to receive from the Investment Manager an annual fee which will be payable out of the Investment Managers fee.

### **Redemption Fee**

Shareholders will not be subject to a redemption fee.

## **19. Distributions**

The Directors are entitled to declare and pay dividends for Shares in the Sub-Fund. The Directors may declare and pay dividends on a semi-annual basis equal to; net income and realised and unrealised gains, net of realised and unrealised losses. Any dividend will be declared on the last Business Day in January and in July in each year or on such other date as may be determined by the Directors, or such other frequency as the Directors consider appropriate. The Sub-Fund may commence declaring and the payment of dividends for the relevant Class twelve months following the date of the closing of the Initial Offer Period for that Class. The Directors may also determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital attributable to the relevant Class. Dividends declared will be paid in cash and payment will be made to the relevant Shareholders pre-designated bank accounts, net of bank charges.

In the event that the income generated from the Fund's investments attributable to the relevant Class during the Relevant Period is insufficient to pay dividends as declared, the Directors may in their discretion determine that such dividends be paid from capital. Shareholders should note that some or all of the dividends of the Sub-Fund may be paid from the capital of the Sub-Fund. The policy of paying dividends from capital will have the following effects (i) capital will be eroded, (ii) distribution is achieved by forgoing the potential for future capital growth and (iii) the cycle may continue until all capital is depleted. The rationale for providing for the payment of dividends out of capital is to allow each Sub-Fund the ability to maximise the amount distributable to investors who are seeking a higher dividend paying Share Class. Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard.

Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the account of the Sub-Fund.

The Directors may at any time determine to change the policy of the Sub-Fund with respect to distributions. If the Directors so determine, full details of any such change will be provided in an updated prospectus or supplement and will be notified to Shareholders in advance of such change becoming effective.

#### Accumulating Shares

In the case of Share Classes comprised of accumulating Shares, as specified in the table in the section entitled "2. Share Classes", the net income and profits available for distribution will be accumulated and reflected in the Net Asset Value of the relevant Shares shall rise accordingly.

## 20. Risk Factors

The BSE and NSE are quite old and liquid. The total custody of the equity assets by FPI as June, 2021 is USD 590 Billion ([www.fpi.nsdl.co.in](http://www.fpi.nsdl.co.in)).

BSE: Established in 1875, BSE (formerly known as Bombay Stock Exchange Ltd.), is Asia's first & fastest Stock Exchange with the speed of 200 micro seconds and one of India's leading exchange groups. Over the past 140 years, BSE has facilitated the growth of the Indian corporate sector by providing it an efficient capital-raising platform. Popularly known as BSE, the bourse was established as "The Native Share & Stock Brokers' Association" in 1875. BSE is a corporatized and demutualised entity, with a broad shareholder-base which includes two leading global exchanges, Deutsche Bourse and Singapore Exchange as strategic partners.

More than 5500 companies are listed on BSE making it world's No. 1 exchange in terms of listed members. The companies listed on BSE command a total market capitalization of USD 3,16 Trillion as of 31<sup>st</sup> May, 2021. It is also one of the world's leading exchanges (9<sup>th</sup> largest on 31<sup>st</sup> May, 2021).

NSE: The National Stock Exchange of India Limited (NSE) is the leading stock exchange of India, located in Mumbai. NSE was established in 1992 as the first demutualized electronic exchange in the country. NSE was the first exchange in the country to provide a modern, fully automated screen-based electronic trading system which offered easy trading facility to the investors spread across the length and breadth of the country.

NSE has a market capitalization of more than US\$3 trillion, making it the world's 10th-largest stock exchange as of 31<sup>st</sup> May, 2021. NSE's flagship index, the CNX Nifty, the 50 stock index, is used extensively by investors in India and around the world as a barometer of the Indian capital markets.

The attention of investors is drawn to the "Risk Factors" section in the Section of the Prospectus entitled "The Fund" and the risks in using derivatives highlighted in that section of the Prospectus and should also consider the following risk factors prior to investing in the Sub-Fund:

### Investment Objective Risk

There is no guarantee that the investment objective of the Sub-Fund will be achieved.

### Sustainability Risk

The management of sustainability risk forms an important part of the due diligence process implemented by the Investment Manager.

When assessing the sustainability risk associated with underlying investments, the Investment Manager is assessing the risk that the value of such underlying investments could be materially negatively impacted by an environmental, social or governance event or condition (“ESG Event”).

Using both quantitative and qualitative processes, sustainability risk is identified, monitored and managed by the Investment Manager in the following manner:

- (i) Prior to acquiring investments on behalf of the Sub-Fund, the Investment Manager conducts fundamental analysis on a selection of potential investee companies in order to allow it to assess the adequacy of ESG programmes and practices of an issuer to manage the sustainability risk it faces. This process incorporates applying both an exclusion policy (whereby potential investments are removed from the investment universe on the basis that they pose too great a sustainability risk to the Sub-Fund) and positive screening whereby those investments which have a low sustainability risk rating as well as strong financial performance are included in the investment universe. The information gathered from the fundamental analysis conducted will be taken into account by the Investment Manager in deciding whether to acquire a holding in an issuer and may, in certain circumstances, result in the Investment Manager investing in an issuer which has a lower ESG rating where it believes that the relevant existing ESG rating does not fully capture recent positive sustainability-related changes which have been implemented by the relevant issuer. The Investment Manager also uses ESG metrics of third party Data Providers such as Sustainalytics in order to receive independent input to supplement its ESG assessment of the investee companies within the Sub-Fund's universe. The standardised ratings issued by the Data Providers provide further information and perspective on evolving ESG issues to the Investment Manager's analysts. The Investment Manager also considers ESG disclosure scores and underlying ESG data as captured by Bloomberg.
- (ii) During the life of the investment, sustainability risk is monitored through review of ESG data published by the issuer (where relevant) or selected Data Providers to determine whether the level of sustainability risk has changed since the initial assessment has been conducted. The Investment Manager actively engages with a selection of investee companies (determined by the size of the Sub-Fund's investment and exposure to the relevant issuer) to improve ESG disclosures and raises concerns to drive positive change where required. Where the sustainability risk associated with a particular investment has increased beyond the ESG risk appetite for the Sub-Fund, the Investment Manager will consider selling or reducing the Sub-Fund's exposure to the relevant investment, taking into account the best interests of the Shareholders of the Sub-Fund.

The Investment Manager has determined that sustainability risk (being the risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event) may have an impact on the performance of the Sub-Fund.

#### Market Risk

The market price of investments owned by the Sub-Fund may go up or down, sometimes unpredictably. The value of an investment may decline due to general market conditions, such as real or perceived adverse economic conditions or general adverse investment sentiment. Investments may also decline in value due to factors which affect a particular market sector.

#### Proprietary Investments

The assets under management at any time during the life of the Sub-Fund may include proprietary or seed money invested by one or more interested parties and such investment may constitute a significant portion of such assets under management. Any money invested by interested parties may result in exposure to the performance of the Sub-Fund to such interested parties, or may be hedged in whole or part (i.e. reducing such parties' exposure to performance of the Sub-Fund). There is no assurance that any such monies will continue to be invested in the Sub-Fund by any interested party for any particular time. Redemption of any such proprietary investment in whole or part may affect the viability and/or performance of the Sub-Fund. Investors should note that any proprietary investment may benefit from reduced or rebated fees as a result of agreements entered into between the interested party and the Investment Manager.

#### *Certain Risk Factors Concerning India*

Given the focus of its investment strategy, the success of the Fund will depend in large part on the general economic and business conditions in India. Risks associated with the investments in India, including but not limited to the risks described below, could adversely affect the performance of the Fund and result in substantial losses. No assurance can be given as to the ability of the Fund to achieve any return on its investments and, in turn, any return on an investor's investment in the Fund. Accordingly, in acquiring Shares in the Fund, appropriate consideration should be given to the following factors:

#### *Indian Economic Factors*

The success of the Fund's investments depends in part on general economic and business conditions in India. A significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and in particular if new restrictions on the private sector are introduced or if existing restrictions are not relaxed over time. Notwithstanding current policies of economic liberalization, the roles of the Indian central and state governments in the Indian economy as producers, consumers and regulators have remained significant. There is, however, no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting taxation, foreign investment, currency exchange and other matters affecting the Fund's investments could change as well. In addition, laws and policies affecting the

various investments held by the Fund could change, adversely affecting the values or liquidity of securities issued by those companies.

### *Indian Stock Market*

The Indian stock markets are undergoing a period of growth and change, which may lead to greater volatility and difficulties in the settlement, and recording of transactions and in interpreting and applying the relevant regulations, in comparison to the developed countries. There can be no assurance that the Sub-Fund's objectives will be realised or that there will be any return of capital. The following considerations should be carefully evaluated before making an investment in the Sub-Fund.

The Indian stock market has previously experienced substantial fluctuations in the prices of listed securities and no assurance can be given that such volatility will not occur in the future.

Shareholders should consider the following factors before making an investment decision:

- (a) Allegations of fraudulent transactions have led to a number of crises on the Indian stock exchanges leading to a loss of confidence and temporary closure;
- (b) the Indian stock exchanges have been subject to broker defaults, failed trades and settlement delays; which has at certain times lead to closure of the stock exchanges and there can be no certainty that this will not recur;
- (c) The Indian stock exchanges are less liquid and experience greater volatility than more established markets and
- (d) A disproportionately large percentage of market capitalization and trading value in the Indian stock exchanges is represented by a relatively small number of issues. Thus, when seeking to sell shares on Indian stock exchanges, little or no market may exist for the securities and settlement of transactions may be subject to delay and administrative uncertainties.

The above factors could negatively affect the Net Asset Value of the Sub-Fund, the ability to redeem the Indian securities and the price at which the Indian securities may be redeemed.

Additionally the market regulator, SEBI can impose restrictions on trading in certain securities, limitations on price movements and margin requirements. SEBI may impose such restrictions only in cases where certain rules and regulations are being flouted by companies. If trading is suspended in a particular security due to such an action by SEBI, then the Investment Manager must wait until SEBI change its ruling or another higher authority in India (for example the Security Appellate Tribunal or the Supreme Court in India) pass a judgment in favour of such company. In any case, the Investment Manager will ensure that the Sub-Funds' investments are well diversified across sectors and market caps and that securities are selected through robust internal processes. From July 2013 onwards, the securities market regulator has been further

empowered to carry out various enforcement activities like attaching properties to realize penalties, search and seize information, access special courts for speedy trials, etc. which can significantly affect the related companies. Consequently, an investment in Indian securities should be deemed highly volatile and should be made only by sophisticated persons who are able to bear the risk of complete loss of an investment.

Shareholders should be aware of the risks associated with the Sub-Fund's investment policy and are advised to consult with their professional advisors, such as lawyers, financial advisers or accountants, when determining whether an investment in the Sub-Fund is/are suitable for them.

#### *Currency Exchange Rate Risks*

Exchange controls have traditionally been administered with stringent measures under the Foreign Exchange Regulation Act ("**FERA**"). The Indian rupee is not convertible on the capital account and most capital account transactions require the prior permission of the RBI. However, throughout the 1990s, the RBI eased the exchange control regime and made it more market-friendly. In the year 1999, the Indian Parliament enacted the Foreign Exchange Management Act ("**FEMA**") to replace FERA. FEMA and the rules made thereunder constitute the body of exchange controls applicable in India. The significant shift in the approach to exchange controls under FEMA is the move from a regime of limited permitted transactions to one in which all transactions are permitted except a limited number to which restrictions apply. FEMA and the notifications under FEMA were effective commencing June 1, 2000. FEMA differentiates foreign exchange transactions between Capital Account Transactions and Current Account Transactions. A Capital Account Transaction is generally defined as one that alters the assets or liabilities, including contingent liabilities outside India, of persons resident in India or assets or liabilities in India of person's resident outside India. FEMA further provides for specific classes of transactions that fall within the ambit of Capital Account Transactions and the RBI has issued regulations governing each such class of transactions. Transactions other than Capital Account Transactions, including payments in connection with foreign trade, current businesses, services, short term credit and banking facilities, interest payments, living expenses, foreign travel, education and medical care are Current Account Transactions.

The RBI has issued regulations governing such Current Account Transactions. While the regulatory regime for hedging genuine currency risk has been relaxed, it is still not practical, given the costs, to hedge currency risks for more than relatively short periods of time, and even for short term hedging the cost can be high. Accordingly, currency risk in relation to the Indian rupee remains a significant risk factor, and the cost of hedging this currency risk (if available) could reduce the Fund's returns. A decrease in the value of the Indian rupee would adversely affect the Fund's returns, and such a decrease may be likely given India's current account deficits and its budget deficits.

The operation of the Fund's bank account in India is subject to regulation by RBI under the Indian foreign exchange regulations. The Indian domestic depository acting also as the remitting banker will be authorized to convert currency and repatriate capital and income on behalf of the Fund. There can be no assurance that the Indian Government would not, in the future, impose certain

restrictions on foreign exchange. The repatriation of capital may be hampered by changes in Indian regulations concerning exchange controls or political circumstances. In addition, India may in the future re-introduce foreign exchange control regulations which can limit the ability of the Fund to repatriate the dividends, interest or other income from the investments or the proceeds from sale of securities. Any amendments to the Indian exchange control regulations may impact adversely on the performance of the Fund.

Also, the exchange rate between the Indian rupee and the U.S. dollar has changed substantially in recent years and may fluctuate substantially in the future. Further depreciation of the value of the Indian rupee as regards foreign currencies will result in a higher cost to the Fund for foreign currency denominated expenses, including the purchase of certain capital equipment. In the past the Indian economy has experienced severe fluctuations in the exchange rates. There can be no assurance that such fluctuations will not occur in the future.

### *Indian Legal System*

Indian civil judicial process to enforce remedies and legal rights is less developed, more lengthy and, therefore, more uncertain than that in more developed countries. Enforcement by the Fund of civil liabilities under the laws of a jurisdiction other than India may be adversely affected by the fact that the Fund's portfolio companies may have a significant amount of assets in India. The laws and regulations in India can be subject to frequent changes as a result of economic, social and political instability. In addition, the level of legal and regulatory protections customary in countries with developed securities markets to protect investors and securities transactions, and to ensure market discipline, may not be available. Where the legal and regulatory framework is in place, the enforcement may be inadequate or insufficient. Regulation by the exchanges and self-regulatory organizations may not be recognized as law that can be enforced through the judiciary or by means otherwise available to the investors in developed markets.

### *Updates to the SEBI and the RBI*

FPIs are obliged, under the terms of the undertakings and declarations made by them at the time of registration, to immediately notify the SEBI or the designated depository participant (as the case may be) of any change in the information provided in the application for registration. Failure by FPIs to adhere to the provisions of the Securities Exchange Board of India Act, 1992 ("**SEBI Act**"), the rules and the FPI Regulations thereunder renders them liable for punishment prescribed under the SEBI Act and the Securities Exchange Board of India (Intermediaries) Regulations, 2008 which include, inter alia, imposition of penalty and suspension or cancellation of the certificate of registration.

### *Corporate Disclosure, Accounting, Custody and Regulatory Standards*

Indian disclosure and regulatory standards are in many respects less stringent than standards in certain OECD countries. There may be less publicly available information about Indian companies than is regularly published by or about companies in such other countries. The difficulty in obtaining such information may mean that the Fund may experience difficulties in

obtaining reliable information regarding any corporate actions and dividends of companies in which the Fund has invested which may, in turn, lead to difficulties in determining the Net Asset Value with the same degree of accuracy which might be expected from more established markets. Indian accounting standards and requirements also differ in significant respects from those applicable to companies in many OECD countries. Indian trading, settlement and custodial systems are not as developed as certain OECD countries, and the assets of the Fund which are traded in the Indian market and which have been entrusted to sub-depositaries in the Indian market may be exposed to risk.

#### *Loss of FPI Registration*

For accessing the Indian securities market, the Fund will need to be registered as a FPI under the FPI Regulations. The investment by the Fund is dependent on the continued registration of the Fund as a FPI.

In the event such registration as an FPI is terminated or is not renewed, the Fund could potentially be forced to redeem the investments held in the particular share class, and such forced redemption could adversely affect the returns to the Shareholders.

#### *Investigations*

Any investigations of, or actions against, the Fund initiated by SEBI or any other Indian regulatory authority may impose a ban of the investment and advisory activities of the Fund.

### **21. Calculation and Publication of Net Asset Value per Share**

The Net Asset Value per Share is calculated in accordance with the “Net Asset Value and Valuation of Assets” section of the Prospectus, using closing bid prices.

In addition to the publication of the Net Asset Value per Share in the manner described in the Prospectus at the section entitled “Publication of Net Asset Value per Share”, the Net Asset Value per Share of the Sub-Fund shall also be available from Bloomberg, which shall be updated following each calculation of Net Asset Value per Share.

### **22. Communications and Notices to Shareholders**

Communications with Shareholders will also be published on the website of the Investment Manager, being [www.utifunds.com](http://www.utifunds.com). Investors should regularly visit this website, or request that their stockbrokers or other financial agents or advisors do so on their behalf, to ensure that they obtain such information on a timely basis.

### **23. Profile of a Typical Investor**

Typical investors will be (i) those who are particularly knowledgeable in investment matters, in particular financially sophisticated high net worth individuals and institutional investors and (ii)

retail investors although retail investors are primarily expected to invest in Shares through the secondary market. An investment in the Sub-Fund is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Prospective investors should consult with their professional and financial advisors before making an application for Shares.

The Sub-Fund is suitable to investors with a medium to long term time horizon (typically 3 to 5 years). The investment is not suitable for short term investors.

**Dated 26<sup>th</sup> September, 2023**

## Appendix I – FPI Regime

### Investment Restrictions applicable to FPIs

Under the FPI Regulations, FPIs are permitted to invest in the following instruments subject to conditions as may be specified by the RBI or SEBI from time to time:

- securities in the primary and secondary markets including shares, debentures and warrants of companies listed or to be listed on a recognised stock exchange in India;
- units of schemes floated by domestic mutual funds;
- units of schemes floated by a collective investment scheme;
- dated Government securities;
- listed non-convertible debentures (“NCDs”)/bonds issued by an Indian company;
- derivatives traded on a recognized stock exchange in India;
- commercial papers issued by Indian companies;
- INR denominated credit enhanced bonds;
- security receipts issued by Asset Reconstruction Companies (ARCs);
- Indian depository receipts;
- to be listed NCDs / bonds, only if the listing of such NCDs/ bonds is committed to be done within 15 days such investment;
- listed and unlisted NCDs/ bonds issued by companies in the infrastructure sector. Infrastructure sector companies are companies that are engaged in activities pertaining to (i) power, (ii) telecommunication, (iii) railways, (iv) roads including bridges, (v) sea port and airport, (vi) industrial parks, (vii) urban infrastructure (water supply, sanitation and sewage projects), (viii) mining, exploration and refining and (ix) cold storage or cold room facility, including for farm level pre-cooling, for preservation or storage of agricultural and allied produce, marine products and meat;
- NCDs/bonds issued by non-banking financial companies categorised as infrastructure finance companies by the RBI;
- Rupee denominated bond/units issued by infrastructure debt funds;
- Perpetual debt instruments and debt capital instruments, as specified by the RBI from time to time.

### Investment Requirements

In order to gain access to the Indian market, currently the Fund must have the following:

1. FPI registration with the designated depository participant;
2. PAN card issued by Indian Income Tax department. The PAN card means the Permanent account number. This is a ten-digit alphanumeric number, issued in the form of a laminated card, by the Income Tax Department in India, to any “person” who applies for it or to whom the department allots the number without an application;
3. NSCCL/BSE codes for facilitating the trading in both the exchanges;
4. Appointment of an compliance officer;
5. Custody account with the Indian depository bank acting as sub-depository to the Depository; and

6. Special non-resident rupee account with an AD Bank in India.

Appendix II – SFDR Annex

ANNEX II

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: UTI India Dynamic Equity Fund (the “Sub-Fund”) Legal entity identifier: 549300ACH7GWORVJDB13

## Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

Yes

No

It will make a minimum of **sustainable investments with an environmental objective:** \_\_\_%

in economic activities that qualify as environmentally sustainable under the EU Taxonomy

in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

It will make a minimum of **sustainable investments with a social objective:** \_\_\_%

It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of **10%** of sustainable investments

with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy

with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

with a social objective

It promotes E/S characteristics, but **will not make any sustainable investments**

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.



**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

## What environmental and/or social characteristics are promoted by this financial product?

The environmental characteristics promoted by the Sub-Fund are:

- carbon neutrality;
- Co2 emission reductions;
- decarbonisation efforts;
- use of renewable energy;
- electrification;
- water management; and
- toxic waste management.

The social characteristics promoted by the Sub-Fund are:

- employee health and safety;
- gender diversity; and
- product safety.

### ● **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

Please refer to the table below for the indicators that the Investment Manager tracks on an annual basis to measure the attainment of each of the environmental or social characteristics promoted by the Sub-Fund. Depending on the disclosures and progress of investee companies, the Investment Manager then actively engages with the relevant investee companies to discuss any deviations from set targets.

Environment Indicators	
Key Parameters	Datapoints
<b>Carbon Emissions &amp; Reduction Targets</b>	
	Scope 1 emission
	Scope 2 emission
	Scope 3 emission
	Direct GHG Emissions
	In-direct GHG Emissions
	Targets to reduce Co2e Emissions
<b>Water Consumption &amp; Reduction Targets</b>	
	Consumption (m3)
	Withdrawal (m3)
	% Water Recycled
	Water Intensity/Sales
	Targets to Reduce Water Consumption
	Rain Water Harvesting
<b>Toxic &amp; Hazardous Waste Emissions &amp; Reduction Targets</b>	

	Sox (tons)
	Nox (tons)
	Sox Intensity (tons/Rsmn)
	Nox Intensity (tons/Rsmn)
	Particulate Matter (tons)
	Ozone Depleting Substances (tons)
	Total Waste
	Hazardous Waste
	Targets to reduce Waste
<b>Opportunity in Clean Technology</b>	
	% Renewable Electricity Share
	% Electric/Hybrid/CNG vehicles in Portfolio
<b>Social Indicators</b>	
<b>Employee Health &amp; Safety</b>	<b>Datapoints</b>
	Employee Benefits
	Employee Engagement
	Employee Attrition Rate
	Women Workforce Participation Rate
	Fatalities
<b>Product Quality &amp; Safety</b>	
	Product Quality Control
	Product Recalls
	FDA Warning Letters

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The objectives of these sustainable investments are the reduction in harm to the environment and climate arising from the emissions of greenhouse gases. The sustainable investments contribute to these objectives, as measured, for example, by key resource efficiency indicators on the use of energy and renewable energy and the production of greenhouse gas emissions.

***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

All sustainable investments need to meet minimum sustainability criteria, as determined by the investment due diligence process carried out by the Investment Manager, completed during the investment process and reviewed on an ongoing basis.

This review includes:

Principal Adverse Impact (“**PAI**”): The negative impact of investments on sustainability factors is taken into consideration as an integrated part of the Investment Manager’s investment process, where applicable and where data is sufficiently available, and ensures that certain minimum standards are reached for each applicable PAI Indicator.

Exclusion Policy: The Investment Manager implements an exclusion policy which eliminates any company from the Sub-Fund’s universe which may cause significant environmental or social harm.

The exclusion policy can be found on the Investment Manager’s website and includes:

- Companies in the business of production, exploration, mining & processing of thermal coal.
- Companies that generate more than 75% of their captive power using thermal coal.
- Companies that derive more than 25% of their revenue from activities related to fossil fuels.
- Companies that derive more than 20% of their revenue from Alcohol, Tobacco or Gambling.
- Companies that are engaged in the manufacturing or distribution of controversial weapons, which includes:
  - Cluster bombs and munitions
  - Landmines
  - Chemical and biological weapons
  - Nuclear weapons
  - Depleted uranium
  - White phosphorous
  - Blinding laser weapons
  - Non-detectable fragments
- Companies that have been found guilty of exploiting children for labour.

- Companies that have been found guilty of the following in a persistent and systemic manner without any acceptable corrective actions taken and the issue is considered to be material in the context of the overall operations of the company.

-Violating human rights

-Environmental pollution

-Corruption

— — — *How have the indicators for adverse impacts on sustainability factors been taken into account?*

The Investment Manager uses a variety of financial and non-financial factors during the initial investment process and on-going diligence of its investments. Where reliable data is available, the process seeks to incorporate certain indicators for adverse impacts on sustainability factors from Table 1 of Annex I of the SFDR level 2 measures as part of the ESG dataset reviewed for each investment. Depending on determinations of materiality to the individual investments and availability of reliable data, the Investment Manager may also seek to incorporate one or more indicators from Tables 2 and 3 of Annex I of the SFDR level 2 measures into the ESG data evaluated.

**Greenhouse Gas Emissions:** The investment due diligence process incorporates considers GHG emissions, Carbon footprint, GHG intensity, Exposure to fossil fuels, Share of non-renewable energy, Emissions of inorganic and air pollutants, and investments in companies without carbon emission reduction initiatives.

**Biodiversity:** The investment due diligence process considers potential impacts on biodiversity-sensitive areas and where appropriate engages with investments and potential investments to understand policies related to protecting biodiversity.

**Water:** The investment due diligence process considers water usage and recycling and emissions to water.

**Waste:** The investment due diligence process considers hazardous and radioactive waste production.

**Social and employee matters:** The investment due diligence process reviews investments for violations of UN Global Compact and OECD Guidelines, policies related to monitoring compliance with UN Global Compact and OECD Guidelines, and exposure to controversial weapons.

**Human Rights:** The Investment Manager cares deeply about human rights and reviews policies and procedures around human rights, human, trafficking, child labour and forced or compulsory labour.

**Anti-corruption and anti-bribery:** The investment due diligence process considers anti-corruption and anti-bribery policies.

— — — *How are the sustainable investments aligned with the OECD Guidelines*

*for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:*

The Investment Manager strives to ensure that the investee companies are against any form of slavery and forced labour and are committed to ethical business practices. The Sub-Fund does not invest in companies that have been found guilty in exploiting children for labour or have been guilty in violating human rights. The Investment Manager encourages the investee companies to follow the 10 principles and become a signatory to UN Global Compact. The Investment Manager expects the investee companies to formally commit to respect human rights and have a human rights due diligence process in place.

As part of the Investment Manager's internal due diligence process, all existing and potential investments are routinely screened through one or more specialised ESG research providers to assess any violations of acceptable business practices including alignment with OECD Guidelines and UN Guiding Principles.

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

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

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.



**Does this financial product consider principal adverse impacts on sustainability factors?**

Yes.

This Sub-Fund considers PAI on sustainability factors. This is done in a number of ways.

- The Investment Manager's decision on whether to make an investment in a company, and the size of that investment, takes into account a wide range of PAI Indicators relating to the social, environmental and governance characteristics of that company, including the adverse impact that the company is having on sustainability.

- The product does not invest in any companies engaged in certain activities which, in the opinion of the Investment Manager, are associated with a particularly adverse impact on sustainability. These include but are not limited to companies involved in the in the business of production, exploration, mining & processing of thermal coal.
- The Investment Manager engages with companies in which it invests on a range of issues, including engagement with companies which have high adverse impact, with a view to influencing the company to change its activities in a manner which will reduce the adverse impact.

The specific PAI indicators that are taken into consideration are subject to data availability and may evolve with improving data quality and availability.

The Sub-Fund's annual financial statements will disclose how PAI have been considered on sustainability factors.

No



### What investment strategy does this financial product follow?

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

The Investment Manager shall predominantly follow a bottom-up approach with emphasis on building exposure around strong blue chip companies that have a high earnings growth potential on account of the size of the future business opportunity. The Sub-Fund shall have a higher weightage into industries that exhibit stable and secular growth prospects, ability to generate high operating cashflows and preferably free cashflows as well. The Sub-Fund shall be a diversified Sub-Fund and shall not have any sector or industry focus, however it is expected that the Sub-Fund will invest across many of the following sectors: Banking & Financial Services, Information Technology, Consumer Goods, Healthcare, Automobile, Industrials, Cement, Energy and Telecom services. The Sub-Fund will not follow a benchmark and will be actively managed.

The Sub-Fund seeks to promote good environmental and social standards and invests in companies that apply good corporate governance practices, with a particular focus on the characteristics listed above under ***“What environmental and/or social characteristics are promoted by this financial product?”***.

To achieve this, the Sub-Fund pursues the following approaches in the investment process via exclusions, ESG integration, active ownership and positive screening, as further detailed below.

**Exclusions:** The Investment Manager, in consultation with the Investment Advisor, has determined that certain companies will be excluded from the Sub-Fund's investment universe where any one or more factors mentioned below are applicable to the relevant company. The Investment Manager strives to ensure that the investee companies are

against any form of slavery and forced labour and are committed to ethical business practices. The Sub-Fund does not invest in companies that have been found guilty in exploiting children for labour or have been guilty in violating human rights. The Investment Manager encourages the investee companies to follow the 10 principles and become a signatory to UN Global Compact. The Investment Manager expects the investee companies to formally commit to respect human rights and have a human rights due diligence process in place.

As part of the Investment Manager's internal due diligence process, all existing and potential investments are routinely screened through one or more specialised ESG research providers to assess any violations of acceptable business practices including alignment with OECD Guidelines and UN Guiding Principles.

Exclusion filters are applied to the portfolio construction process to restrict investments in companies that are allegedly involved in breaches of international law and norms on environmental protection, human rights, labour standards and anti-corruption.

The Investment Manager, in consultation with the Investment Advisor, ensures that at least:

- 90% of equities issued by large capitalisation companies whose registered office is located in developed countries, debt securities and money market instrument with an investment grade credit rating, sovereign debt issued by developed countries, and
- 75% of equities issued by large capitalisation companies whose registered office is located in emerging countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield rating and sovereign debt issued by emerging countries,

held in the Sub-Fund's portfolio are rated against the sustainability criteria.

Positive screening: After stocks are chosen through the Investment Manager's internal screening process, it then applies positive screening which reduces the Sub-Fund's investable universe by 7-8%.

Monitoring compliance: The Investment Manager, in consultation with the Investment Advisor, monitors compliance with the environmental and/or social characteristics outlined above on a regular basis through ongoing monitoring of sustainability indicators using company and third-party data providers. If the Investment Manager is not satisfied with a particular stock following engagement with the relevant investee company, it will adjust the Sub-Fund's portfolio to maintain alignment with the key indicators being monitored.

In addition to its exclusion policy and PAI monitoring, the Investment Manager also uses third party data providers, such as Sustainalytics, to support its considerations when selecting an investment for the Sub-Fund.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

In addition to the Investment Manager's exclusion policy (as described above) which the portfolio is subject to, the following binding elements are used by the Investment Manager to select the investments to attain each of the environmental and/or social characteristics promoted by the Sub-Fund:

- ESG due diligence assessing selected sustainability indicators; and
- ESG due diligence assessing good governance practices (including sound management structures, employee relations, remuneration of staff, and tax compliance).

● ***What is the policy to assess good governance practices of the investee companies?***

Corporate governance factors are an integral component of the Investment Manager's investment philosophy and company selection process. The Investment Manager has an experienced investment team which enables it to incorporate insights on management track record on corporate governance, gained over decades, into its investment management process.

The Investment Manager, in consultation with the Investment Advisor, assesses the governance practices of issuers through active analysis of the relevant companies' financial and operational health. The Investment Manager, in consultation with the Investment Advisor, analyses companies as going concerns and evaluates companies' track records over a long period of time, in addition to using governance ratings provided by third party data providers to supplement their research. In addition, the Investment Manager, in consultation with the Investment Advisor, directly engages with management at regular intervals in order to satisfy itself that the relevant issuers follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. The Investment Manager, in consultation with the Investment Advisor, monitors investee companies and checks whether companies have policies in place on these factors. In addition, the Investment Manager has adopted a stewardship code.

The Investment Manager also seeks to engage with investee companies on corporate governance issues such as capital allocation, related party transactions, board composition, board committees' composition, board gender diversity, management compensation (CEO remuneration) and compliance lapses.

Further, the Investment Manager aims to promote good governance practices through proxy voting, for example, by voting against management resolutions that are not aligned with best practices or are not aligned with investors' interests.

The good governance practices only apply to investments in companies and do not apply to government bonds.

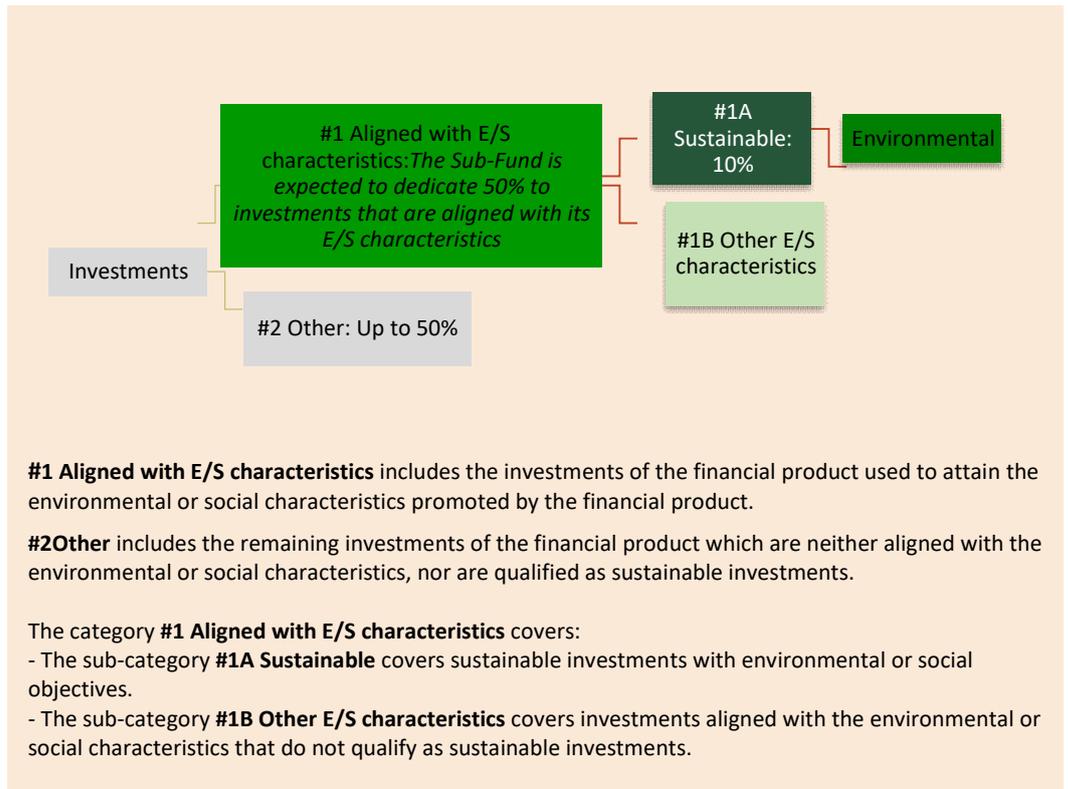


**Asset allocation** describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

## What is the asset allocation planned for this financial product?



The minimum proportion of the investments of the financial product used to meet the environmental or social characteristics promoted by the Sub-Fund is 50%.

The minimum proportion of sustainable investments of the Sub-Fund shall be 10%

The remaining portion of investments is up to 50% and is made up of cash and other investments that are not aligned with the Sub-Fund's environmental and/or social characteristics. There are no minimum environmental or social safeguards relating to these investments.



### To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

As at the date hereof, it is expected that the minimum proportion of investments of the product in environmentally sustainable economic activities aligned with the EU Taxonomy shall be 0%.

#### Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>8</sup>?

Yes:  In fossil gas  In nuclear energy

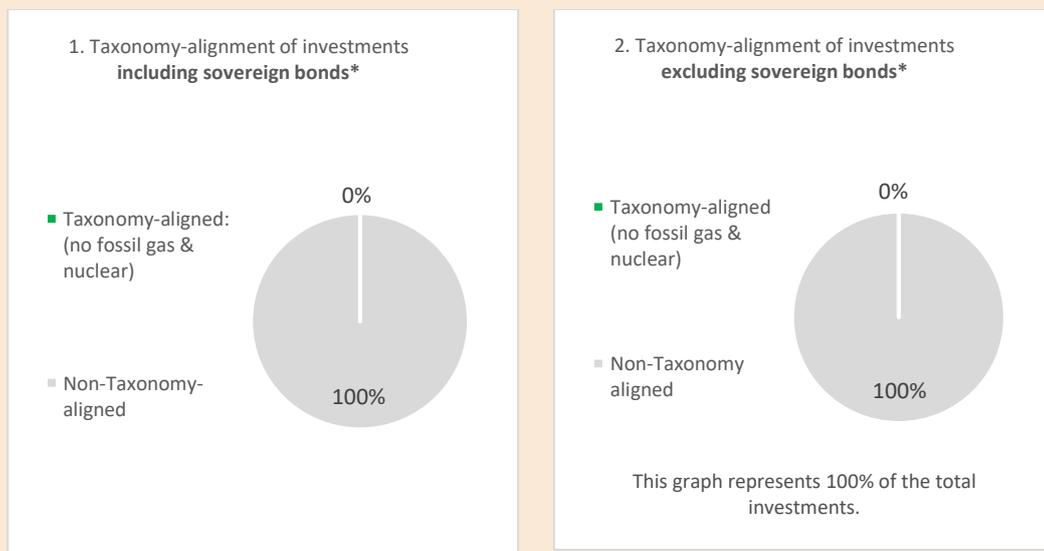
No:

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

#### What is the minimum share of investments in transitional and enabling activities?

<sup>8</sup> Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

0% of Net Asset Value.



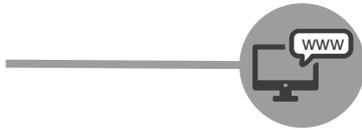
**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

10% of Net Asset Value.



**What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

Cash for ancillary liquidity and other investments that are not aligned with the Sub-Fund's environmental and/or social characteristics. There are no minimum environmental or social safeguards relating to these investments.



**Where can I find more product specific information online?**

**More product-specific information can be found on the website:**

<https://utifunds.com/sfdr-disclosure/>

The Investment Manager's responsible investing policy can also be found on the website:

<https://utifunds.com/responsible-investing-policy/#>

**SUPPLEMENT 3 DATED**  
**26<sup>th</sup> September, 2023**  
**to the Prospectus issued for UTI Goldfinch Funds Plc dated 26<sup>th</sup> September, 2023**

**UTI India Balanced Fund**

This Supplement contains information relating specifically to the UTI India Balanced Fund (the “Sub-Fund”), a Sub-Fund of **UTI Goldfinch Funds PLC** (the “Fund”), an open-ended umbrella type investment company with segregated liability between Sub-Funds and authorised by the Central Bank on 30<sup>th</sup> September, 2014 as a UCITS pursuant to the UCITS Regulations.

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Fund dated 26<sup>th</sup> September 2023 (the “Prospectus”) which precedes this Supplement and is incorporated herein.**

As at the date of this Supplement, the Fund has three other existing Sub-Funds, **UTI India Sovereign Bond UCITS ETF**, **UTI India Dynamic Equity Fund** and **UTI India Innovation Fund**.

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

The Directors currently do not intend to seek a listing of the Shares with Euronext. In future, should the Directors decide to create additional Sub-Funds or Classes, the Fund may in its discretion apply for the Shares of such Sub-Funds to be listed on Euronext. For so long as the Shares of any Sub-Fund are listed on Euronext, the Fund shall endeavour to comply with the requirements of Euronext relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Ireland this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription.

Investors should read and consider the section entitled “Risk Factors” in both the Prospectus and this Supplement before investing in the Sub-Fund.

This document does not constitute or form part of any offer or invitation to sell or issue, or the solicitation of any offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful.

## 1. Interpretation

Capitalised expressions used and not defined below shall bear the meanings as set out in the Prospectus.

The expressions below shall have the following meanings:

“Application Form”	means any application form as the Directors may prescribe, to be completed by investors subscribing for Shares in the Sub-Fund.
“Base Currency”	USD.
"Business Day"	means any day (except Saturday or Sunday) on which (i) banks & stock exchanges in India, and (ii) banks in Ireland and Singapore are generally open for business, or (iii) if there is more than one such securities markets, the securities market designated by the Investment Manager, in consultation with the Directors, is open for normal trading, or such other day or days as may be determined by the Directors following consultation with the Manager from time to time and notified in advance to the Shareholders.
"Dealing Day"	means the first, and any, Business Day and/or such other day or days as may be determined by the Directors, in consultation with the Manager, from time to time and notified in advance to the Shareholders, provided that there shall be at least one Dealing Day every fortnight.
“Dealing Deadline”	means 10 a.m.(Irish time) on the Business Day, or such other time as the Directors, in consultation with the Manager, may determine and notify to Shareholders, provided always that the Dealing Deadline precedes the Valuation Point.
“FII”	means Foreign Institutional Investor.
“FII Regulations”	means Foreign Institutional Regulations, 1995.
“FPI”	means Foreign Portfolio Investor.
“FPI Regulations”	means SEBI (Foreign Portfolio Investors) Regulations, 2014.
“Initial Price”	means as described in the Share Class table under the heading “2. Share Classes” below.

“INR” means, Indian rupee, the lawful currency for the time being of India.

“Investment Manager” means UTI International (Singapore) Private Limited.

“RBI” means the Reserve Bank of India.

“SEBI” means the Securities and Exchange Board of India.

“Valuation Point” means 12 noon (Irish time) on the relevant Business Day.

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

## 2. Share Classes

Class	Class Currency	Initial Price	Minimum Transaction Size for Initial investment*	Minimum Holding amount*	Minimum Transaction Size for subsequent investments*	Minimum Transaction Size for redemptions*	Hedged/ Unhedged	Distributing Class/ Accumulating Class
USD Retail Dist.	USD	10.00	0	0	0	0	Unhedged	Distributing
USD Retail Accum.	USD	10.00	0	0	0	0	Unhedged	Accumulating
USD Institutional Dist.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
USD Institutional Accum.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
Class C USD Accum.	USD	10.00	500	500	500	500	Unhedged	Accumulating
Class C USD Dist.	USD	10.00	500	500	500	500	Unhedged	Distributing
Class D USD Dist.	USD	10.00	500	500	500	500	Unhedged	Distributing
Class D USD Accum.	USD	10.00	500	500	500	500	Unhedged	Accumulating
USD RDR Dist.	USD	10.00	0	0	0	0	Unhedged	Distributing
USD RDR Accum.	USD	10.00	0	0	0	0	Unhedged	Accumulating
EUR RDR Dist.	EUR	10.00	0	0	0	0	Unhedged	Distributing
EUR RDR Accum.	EUR	10.00	0	0	0	0	Unhedged	Accumulating
EUR Institutional Dist.	EUR	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
EUR Institutional	EUR	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating

Accum.								
EUR Retail Dist.	EUR	10.00	0	0	0	0	Unhedged	Distributing
EUR Retail Accum.	EUR	10.00	0	0	0	0	Unhedged	Accumulating
CHF Retail Dist.	CHF	10.00	0	0	0	0	Unhedged	Distributing
CHF Retail Accum.	CHF	10.00	0	0	0	0	Unhedged	Accumulating
CHF Institutional Dist.	CHF	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
CHF Institutional Accum.	CHF	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
CHF RDR Dist.	CHF	10.00	0	0	0	0	Unhedged	Distributing
CHF RDR Accum.	CHF	10.00	0	0	0	0	Unhedged	Accumulating
SGD Retail Dist.	SGD	10.00	0	0	0	0	Unhedged	Distributing
SGD Retail Accum.	SGD	10.00	0	0	0	0	Unhedged	Accumulating
SGD Institutional Dist.	SGD	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
SGD Institutional Accum.	SGD	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
AUD Institutional Dist.	AUD	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
AUD Institutional Accum.	AUD	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
AUD Retail Dist.	AUD	10.00	0	0	0	0	Unhedged	Distributing
AUD Retail Accum.	AUD	10.00	0	0	0	0	Unhedged	Accumulating
JPY Institutional Dist.	JPY	1000.00	50,000,000	50,000,000	500,000	500,000	Unhedged	Distributing
JPY Institutional Accum.	JPY	1000.00	50,000,000	50,000,000	500,000	500,000	Unhedged	Accumulating
JPY Retail Dist.	JPY	1000.00	0	0	0	0	Unhedged	Distributing
JPY Retail Accum.	JPY	1000.00	0	0	0	0	Unhedged	Accumulating
GBP RDR Dist.	GBP	10.00	0	0	0	0	Unhedged	Distributing
GBP RDR Accum.	GBP	10.00	0	0	0	0	Unhedged	Accumulating
GBP Retail Dist.	GBP	10.00	0	0	0	0	Unhedged	Distributing

GBP Retail Accum.	GBP	10.00	0	0	0	0	Unhedged	Accumulating
GBP Institutional Dist.	GBP	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
GBP Institutional Accum.	GBP	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
NOK Institutional Accum.	NOK	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
NOK Institutional Dist.	NOK	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
NOK Retail Accum.	NOK	10.00	0	0	0	0	Unhedged	Accumulating
NOK Retail Dist.	NOK	10.00	0	0	0	0	Unhedged	Distributing
NOK RDR Accum	NOK	10.00	0	0	0	0	Unhedged	Accumulating
NOK RDR Dist.	NOK	10.00	0	0	0	0	Unhedged	Distributing
SEK Institutional Accum.	SEK	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
SEK Institutional Dist.	SEK	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
SEK Retail Accum.	SEK	10.00	0	0	0	0	Unhedged	Accumulating
SEK Retail Dist.	SEK	10.00	0	0	0	0	Unhedged	Distributing
SEK RDR Accum.	SEK	10.00	0	0	0	0	Unhedged	Accumulating
SEK RDR Dist	SEK	10.00	0	0	0	0	Unhedged	Distributing

*\*in relevant Share Class currency.*

The Retail Distribution Review (“RDR”) Unit Classes are intended for investors who are resident in countries which prohibit the payment of trailer fees and commissions and/or to investors with a separate fee arrangement with their financial intermediary.

The RDR Share Classes of the Sub-Fund are available, at the discretion of the Directors, to eligible investors that have entered into separate fee arrangements with sub-distributors. If operating within the European Union (excluding UK) the sub-distributors will ordinarily be sub-distributors providing (i) discretionary portfolio management to their clients; (ii) investment advice on an independent basis to their clients or (iii) investment advice on a non-independent basis to their clients where those sub-

distributors have agreed with their clients to receive fee-based remuneration and will not receive commission and or trailer fees.

The Directors have the power to issue further Classes of Shares upon prior notification to and clearance in advance from the Central Bank. The Directors following consultation with the Manager reserve the right to differentiate between Shareholders as to and waive or reduce the Minimum Transaction Size for Initial investment, the Minimum Holding amount, the Minimum Transaction Size for subsequent investments and the Minimum Transaction Size for redemptions for certain Shareholders.

### **3. Investment Objective**

The investment objective of the Sub-Fund is to provide moderate growth as well as income using an active asset allocation approach to Indian equity and debt.

### **4. Investment Policy**

The Sub-Fund aims to achieve a higher return for investors by dynamic asset allocation between debt and equity which will be done on a quarterly basis. The equity portion of the Sub-Fund will invest in a diversified portfolio of stocks, as further described below, with predominant exposure to large cap companies. The debt portion of the scheme will be invested in high quality fixed income instruments.

The maximum and minimum allocation in equity and debt expressed as a percentage of the Sub-Fund's Net Asset Value is as follows:

Instrument	Minimum Investment	Maximum Investment
Equity	30%	70%
Debt and Debt related instruments	30%	70%

#### *Equity*

The equity portion of the Sub-Fund will be invested in the diversified portfolio of equities and equity related securities of (i) large, mid and small-cap companies which have their registered office in India and are listed on Recognised Exchanges worldwide, (ii) large, mid and small-cap companies that exercise a preponderant part of their economic activity in India and are listed on Recognised Exchanges worldwide and/or (iii) large, mid and small-cap companies whose equity and equity related securities are listed, traded or dealt in on Indian stock exchanges listed in Appendix II of the Prospectus.

The Investment Manager uses a percentile definition for the purpose of defining large, mid and small-cap companies. A universe of all of the listed stocks is drawn from securities listed in exchanges and a designated list of stocks prepared by the Investment Advisor and then these stocks are listed as per the market capitalisation from top to bottom. Large cap companies are the 1<sup>st</sup> - 100<sup>th</sup> companies in India in terms of their full market capitalisation. Mid cap companies are the 101<sup>st</sup> - 250<sup>th</sup> companies in India in terms of their full market capitalisation and finally small cap companies will be any company above

250<sup>th</sup> company in India in terms of their full market capitalisation. The Investment Advisor recommends individual securities which are included on its designated list within set asset allocation parameters. The Investment Advisor selects the securities which it then recommends by evaluating various factors such as credit ratings, quality of earnings, management quality and market environment.

The Investment Advisor has a large research team working with it based in India and for this reason, it is engaged by the Investment Manager to carry out research in India and then to advise the Investment Manager with a list of recommended stocks compiled using their expertise. The list, which usually consists of 350 stocks, is recommended to the Investment Manager who then considers it. The Investment Advisor shall predominantly recommend stocks that would be those which are the top 300 companies by market capitalisation in India. Consequently, 80-85% of the Sub-Fund's investments shall be in top 300 companies by market cap in India. The Investment Manager utilises its sole discretion with regard to the composition of the Sub-Fund to pick from this large list of stocks recommended to it by the Investment Advisor. The Investment Manager would then select some of these stocks for the Sub-Fund's portfolio, or it could select others as the Investment Advisor's recommended stocks are not binding on the Investment Manager. In advance of the stocks being chosen by the Investment Manager, the Investment Manager will carry out its own research, regulatory and compliance checks on the stocks which it has chosen from the list, to ensure the stocks ultimately selected by the Investment Manager are compliant with the UCITS Regulations and the Sub-Fund's investment objective and policy.

As per the table set out above, it is proposed to invest a minimum of 30% up to a maximum of 70% of the Sub-Fund's Net Asset Value in equities. The Investment Manager does not have defined limits for investments into large, mid and small-cap companies however they endeavour to hold approximately 50-75% of its overall equity allocation in large cap companies and approximately 25-50% of its overall equity allocation in mid and small cap companies depending on various factors. The Investment Manager will follow a bottom-up approach to stock picking and will build the Sub-Fund around companies which are most attractive at any point in time both in qualitative /business factors (such as talking to management; talking with a company's competitors, vendors and distributors; analysing a company's products or services in depth; determining the capability of the company's management; determining the company's competitive advantages) as well as financial factors (such as analysing income statements, balance sheets, cash flows and comparing current valuations with historical valuations). These factors are essential in determining the mix of the equity portion of the Sub-Fund between large/mid cap/small cap companies. The range of the allocation is to give the Investment Manager the flexibility to design the best possible Sub-Fund taking into account the factors mentioned above.

In relation to the equity related securities in which the Sub-Fund may invest, these may include, but are not limited to, preference shares, convertible bonds and convertible preference shares. The convertible bonds are unleveraged instruments and do not embed derivatives. The Sub-Fund may invest in American Depositary Receipts ("ADRs") and Global Depositary Receipts ("GDRs") of Indian companies which are listed on a Recognised Exchange for the purpose of gaining indirect exposure to equity securities where the Investment Manager feels it is more efficient to do so.

The Sub-Fund has no restrictions as to the proportion of assets allocated to companies in any particular economic sector.

Although it is the intention of the Investment Manager to deploy its assets as detailed above, the Sub-Fund may also retain up to 10% in cash, cash equivalents and money market instruments (including, but not limited to, cash deposits, commercial paper and certificates of deposit) in the appropriate circumstances. Such circumstances may include but are not limited to where market conditions may require a defensive investment strategy, the holding of cash on deposit pending reinvestment, the holding of cash in order to meet redemptions and payment of expenses. However, the above limit may be increased during periods where the Investment Manager believes that a larger cash position is warranted such as periods of economic uncertainty.

*Fixed Income*

The Investment Manager will invest in fixed income securities which are listed, traded or dealt in on Indian stock exchanges listed in Appendix II of the Prospectus.

The Investment Manager will invest in non-sovereign debentures and bonds where the underlying issuers are assigned A or better credit ratings at the time of purchase by a SEBI registered rating agency such as CRISIL, ICRA, Fitch or CARE. Such issuers carry low credit risk. A rating scale of A by ICRA denotes an adequate-credit-quality rating assigned by ICRA, the rated entity carries average credit risk. The ICRA rating is however only an opinion on the general creditworthiness of the rated entity and not specific to any particular debt instrument.

The Investment Manager may also seek advice from the Investment Advisor in constructing the fixed income portion of the Sub-Fund.

*Sustainability Disclosure*

The Sub-Fund falls within the scope of Article 8 under the SFDR, i.e. a fund that promotes environmental and/or social characteristics.

The environmental characteristics promoted by the Sub-Fund are:

Carbon neutrality	Use of renewable energy	Toxic waste management.
Co2 emission reductions	Electrification	
Decarbonisation efforts	Water management	

The social characteristics promoted by the Sub-Fund are:

employee health and safety	gender diversity
Product safety	

The Sub-Fund will not make any sustainable investments.

The Sub-Fund considers principal adverse impacts on sustainability factors in a number of ways, as further outlined within the SFDR Annex included at Appendix II to this Supplement.

For further information on the Sub-Fund's ESG strategy, please refer to the Investment Strategy below and the SFDR Annex included at Appendix II to this Supplement.

## **5. Investment Strategy**

The Sub-Fund's investment strategy will be driven by three key factors, which are qualitative, quantitative and fundamental in nature.

### *Quantitative factors*

The Sub-Fund will be rebalanced quarterly by the Investment Manager based on advice received by an appointed asset allocation committee of the Investment Advisor whose names and biographical details are set out under Investment Advisor below. The Investment Manager will at all times retain discretion with regard to selecting the Sub-Fund's portfolio.

### *Fundamental factors*

The Investment Manager shall in the case of equities predominantly follow a bottom-up approach with emphasis on building exposure around strong blue chip companies that have a high earnings growth potential on account of the size of the future business opportunity. The Sub-Fund shall have a higher weightage into industries that exhibit the following factors; stable and secular growth prospects, ability to generate high operating cashflows and preferably free cashflows as well, minimum volatility in margins and the ability to maintain growth rates despite slow-down in the sector. The Investment Manager selects these industries by analysing data relating to companies from the previous 10 - 15 years to determine their strengths to withstand various economic cycles, while taking the above factors into consideration. The Sub-Fund shall be a diversified fund and shall not have any sector or industry focus, however it is expected that the Sub-Fund will invest across many of the following sectors: Banking & Financial Services, Information Technology, Consumer Goods, Healthcare, Automobile, Industrials, Cement, Energy and Telecom services. The Sub-Fund will not follow a benchmark and will be actively managed.

Through the use of this bottom-up approach in selection of equity portfolio, the Investment Manager identifies and screens opportunities across multiple industries in the Indian region. The Investment Manager believes that long-term outperformance can be achieved by investing in companies which, among other things, (i) have strong management and market position, (ii) have high and/or improving quality of earnings, (iii) demonstrate that management interests are aligned with their shareholders' interests and (iv) trade at attractive valuations. The Investment Manager's bottom-up approach includes in-house financial analysis, periodic meetings with senior management of companies, absolute and relative valuation techniques, and frequent calls with top research houses. An absolute value is a business valuation method that uses discounted cash flow (DCF) analysis to determine a company's financial worth. The absolute value method differs from the relative value models that examine what a company is worth compared to its competitors.

The Investment Manager monitors the investment restrictions applicable to the Sub-Fund. As soon as the Investment Manager becomes aware that the weighting of any particular stock exceeds the permitted investment restrictions, the Investment Manager will seek to either unwind that particular position or reduce the Sub-Fund's exposure to that stock to ensure that the Sub-Fund at all times operate within the permitted investment restrictions and complies with the requirements of the UCITS Regulations.

The Sub-Fund's investment strategy in the case of fixed income is to generate total returns with moderate levels of credit risk by investing in a portfolio of fixed income securities issued by the Central Government of India (including green bonds issued by the Government of India), State Governments of India, Indian Public Sector Undertakings, and Indian companies or companies deriving a significant portion of their business in India. The Sub-Fund will invest in both local currency (INR) denominated debt as well as offshore, foreign currency debt of Indian issuers. Offshore, foreign currency debt of Indian issuers refers to bonds and debt instruments issued by Indian corporations and financial institutions in currencies other than INR. The Sub-Fund may invest some part of its assets in debt instruments, issued by Indian companies and banks, denominated in USD or other foreign currencies. This exposure to non-INR investments may be converted to INR exposure through the use of non-deliverable forward contracts.

The Sub-Fund will primarily invest in the following type of fixed income instruments:

- securities issued by the Central Government of India (the "Government") having residual maturity of one year and above (for example, government securities);
- coupon bearing bonds issued by the State Governments of India. These are a type of tradable, dated, debt security, also known as State Development Loans (SDLs) which are traded on the secondary market in India. SDLs are issued by states for meeting their market borrowing requirements. These bonds are managed and serviced by the RBI;
- commercial paper issued by Indian companies;
- perpetual debt instruments and debt capital instruments issued by banks and financial institutions of Indian origin;
- corporate debt securities such as non-convertible debentures which are debentures which cannot be converted to equity shares ("NCDs") and fixed or floating rate bonds issued by companies of Indian origin;
- Offshore, foreign currency debt by issuers of Indian origin. These bonds are traded in international markets such as Singapore, London, Hong Kong etc and are usually settled through Euroclear or Clearstream; and - Cash settled exchange traded interest rate futures subject to the investment conditions as may be prescribed by the RBI and SEBI from time to time. By doing so, this limits exposure of investors to the risk of fluctuation of interest rates.

For cash management purposes, liquidity and safety during times of market stress, or pending investment or reinvestment in accordance with the limits set out in the Prospectus, the Sub-Fund may invest in the following instruments:

- treasury securities issued by developed world countries (including US treasury bills and bonds);

- cash deposits in investment grade rated banks in developed world countries, in accordance with the requirements of the Central Bank; and
- money market funds.

The above investments are also permissible for posting collateral for margin purposes as required in order to take exposure to non-deliverable forwards contracts (USD, INR, NDFs) in accordance with the Sub-Fund's stated investment objective.

Currency derivatives such as over-the-counter, non-deliverable forward contracts which will be used to convert the USD exposure of USD denominated bonds into INR exposure. By doing so, the investors will be exposed to INR and the Fund does not intend to hedge the risk of fluctuations in the investment currency of the INR versus the Base Currency of USD. This conversion of non-INR exposure to INR is not considered as a 'hedging' strategy by the Fund.

Investment in money market funds will be made to gain exposure to the Indian fixed income securities markets or developed money markets and will be made in accordance with the limits set out in Appendix I and, in particular, paragraphs 3.1-3.5. Such schemes may include other UCITS funds, or regulated alternative investment funds, which fall within the requirements set out in the Central Bank UCITS Regulations and the level of protection of which is equivalent to that provided to shareholders of a UCITS.

In order to achieve the environmental and/or social characteristics promoted by the Sub-Fund, the Sub-Fund pursues the following approaches in the investment process via exclusions, ESG integration, active ownership and positive screening.

Exclusions: The Investment Manager, in consultation with the Investment Advisor, has determined that certain companies will be excluded from the Sub-Fund's investment universe. The exclusion policy can be found on the Investment Manager's website at <https://utifunds.com/responsible-investing-policy/>.

Exclusion filters are also applied to the portfolio construction process to restrict investments in companies that are allegedly involved in breaches of international law and norms on environmental protection, human rights, labour standards and anti-corruption.

The Investment Manager, in consultation with the Investment Advisor, ensures that at least:

- 90% of equities issued by large capitalisation companies whose registered office is located in developed countries, debt securities and money market instrument with an investment grade credit rating, sovereign debt issued by developed countries, and
- 75% of equities issued by large capitalisation companies whose registered office is located in emerging countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield rating and sovereign debt issued by emerging countries,

held in the Sub-Fund's portfolio are rated against the sustainability criteria.

Positive screening: After stocks are chosen through the Investment Manager's internal screening process, it then applies positive screening which reduces the Sub-Fund's investable universe by 7-8%.

Monitoring compliance: The Investment Manager, in consultation with the Investment Advisor, monitors compliance with the environmental and/or social characteristics on a regular basis through ongoing monitoring of sustainability indicators using company and third-party data providers. If the Investment Manager is not satisfied with a particular stock following engagement with the relevant investee company, it will adjust the Sub-Fund's portfolio to maintain alignment with the key indicators being monitored.

#### *Asset Allocation*

The asset allocation in the Sub-Fund is designed keeping in mind the necessity of providing consistent returns and maintaining a balance between debt and equity, with quarterly alterations. The Sub-Fund follows a balanced and disciplined approach, abiding by the 'fundamental factors' above, to asset allocation at the macro level and specific Investments at the micro level with a long – term horizon.

#### *Local Compliance in India*

Investment policies of the Sub-Fund shall comply with the restrictions for FPI (investments as established by SEBI and the RBI as set out in Appendix I.

The Foreign Portfolio Investment ("FPI") regime is a regime for foreign investment into India which was introduced pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations 2014, as amended in 2019 (the "FPI Regulations"). Under the FPI Regulations all foreign investors who intend to acquire Indian securities from 1 June, 2014 are required to make an application to the designated depository participants to be registered as an FPI. Designated depository participants are the entities which will approve the application as an FPI and are also given the responsibility of granting the FPI license. All investments by foreign investors will need to be made in compliance with the investment conditions prescribed under the FPI Regulations and the regulations and guidelines prescribed by the RBI under Foreign Exchange Management Act (the "FEMA Regulations"). All securities of the Sub-Fund will be held at all times by the Depository.

### **7. Investment and Borrowing Restrictions**

Investment of the assets of the Sub-Fund must comply with the UCITS Regulations. The Directors may impose further restrictions in respect of the Sub-Fund. The investment and borrowing restrictions applying to the Sub-Fund are set out in Appendix I to the Prospectus. With the exception of permitted investments in unlisted securities and over the counter derivative instruments, investment in securities and derivative instruments will be restricted to the stock exchanges or markets listed in Appendix II of the Prospectus of the Fund.

The Sub-Fund may invest up to a maximum of **10%** of the Net Asset Value of the Sub-Fund in other collective investment schemes in accordance with the requirements of the Central Bank and the

investment restrictions set out in Appendix I to the Prospectus, where the investment policies of such collective investment schemes are consistent with those of the Sub-Fund.

The Sub-Fund has the ability to hold cash from time to time if the Investment Manager believes it is appropriate and is not obliged to be fully invested.

### **Borrowing Powers**

The Fund on behalf of the Sub-Fund may only borrow for cash flow purposes on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Sub-Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Fund or the Sub-Fund and may charge the Sub-Funds assets as security for such borrowings only in accordance with the provisions of the UCITS Regulations.

### **Change to Investment and Borrowing Restrictions**

It is intended that the Fund and the Sub-Fund shall have the power, subject to the prior approval of the Central Bank and the prior approval of Shareholders and as disclosed in an updated Prospectus, to avail of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Sub-Fund in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited.

## **8. Efficient Portfolio Management Techniques**

Where considered appropriate, the Investment Manager will enter into forward currency contracts and cash settled futures contracts for efficient portfolio management on behalf of the Sub-Fund and/or a Class of Shares within the Sub-Fund to protect against exchange risks and/or to alter the currency exposure characteristics of transferable securities within the conditions and limits laid down by the Central Bank from time to time.

The Sub-Fund may invest some part of its assets of fixed income portion in debt instruments, issued by Indian companies and banks, denominated in the Base Currency or other foreign currencies. Exposure to investments not denominated in INR may be converted to INR exposure, through the use of non-deliverable forward contracts.

If the Investment Manager determines, at its discretion, to conduct currency hedging transactions in respect of a Class, details as to how such transactions have been utilised will be disclosed in the periodic reports of the Fund. If the Investment Manager determines not to conduct currency hedging transactions in respect of a Class, currency conversions for subscriptions, redemptions and distributions will be conducted at prevailing spot currency exchange rates and consequently the value of Shares in the unhedged currency Class will be subject to exchange rate risk in relation to the Base Currency.

The conditions and limits for the use of forward currency contracts for efficient portfolio management on behalf of the Fund and/or a Class of Shares within the Fund to protect against exchange risks are contained in the Central Bank UCITS Regulations and set out in section 6 entitled "Financial Derivative

Instruments ('FDIs') of Appendix I. The Fund will only employ techniques and instruments in accordance with Article 51 (2) of the UCITS Directive and Article 11 of the Eligible Assets Directive.

In addition the use of forward currency contracts, which alter the currency characteristics of transferable securities held by the Fund, are subject to the following additional requirements:

- (i) they must not be speculative in nature, i.e. they must not constitute an investment in their own right;
- (ii) they must be fully covered by cash-flows arising from the transferable securities held by the Fund.

Global exposure is measured using the commitment approach. Leverage arising as a result of the use of financial derivative instruments will be limited to 100% of the Net Asset Value of the Sub-Fund.

The attention of investors is drawn to the risks described under the headings "Currency Risk", "Share Currency Designation Risk" and "Forward Trading" in the Risk Factors section of the Prospectus.

The Sub-Fund does not currently use financial derivative instruments and a Risk Management Process will be submitted to the Central Bank in accordance with Central Bank UCITS Regulations prior to the Sub-Fund engaging in financial derivative instrument transactions. The Sub-Fund will not utilise securities lending or securities repurchase transactions. Shareholders will be notified in advance of any change in this policy.

## **9. Investment Manager**

The Fund has appointed UTI International (Singapore) Private Limited as investment manager of the assets of the Sub-Fund with discretionary powers pursuant to the Investment Management Agreement. Under the terms of the Investment Management Agreement the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Sub-Fund in accordance with the investment objective and Policy of the Sub-Fund. The Fund and the Sub-Fund shall not be liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of the Investment Manager or its own acts or omissions following the advice or recommendations of the Investment Manager. The Fund shall hold harmless and indemnify out of the relevant Sub-Funds' assets the Investment Manager from and against all actions, proceedings, damages, claims, costs, demands, charges, losses and expenses including, without limitation, legal and professional expenses on a full indemnity basis ("Loss") which may be brought against, suffered or incurred by the Investment Manager in connection with any act or omission of the Investment Manager taken, or omitted to be taken, in connection with the Sub-Funds or the Investment Management Agreement, other than due to the negligence, fraud, bad faith or wilful default of the Investment Manager. The Investment Management Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice.

The Investment Manager was incorporated in Singapore on 15 November 2006 and is regulated by the Monetary Authority of Singapore in the conduct of financial services and investment management activities.

The Investment Manager is also the Distributor of the Fund.

## **10. Investment Committee**

The Investment Manager has appointed an Investment Committee who are all employees of the Investment Manager. The Investment Committee will provide an oversight role for the portfolio managers of the Investment Manager. The biographical details of the members are set out below.

(i) Mr Praveen Jagwani

Mr. Jagwani is an investment and banking professional in the financial services industry since 1992, with over 29 years of track record. He has been with the Investment Manager since 2009. He started his career with ANZ Grindlays Bank in India and worked later in Australia and Bahrain across Credit, Consumer Finance, Information Systems and Private Banking. He later joined Standard Chartered Bank and built the Wealth Management and Investment Advisory business in the Middle East. He was appointed the Chief Investment Officer for Middle East & South Asia and was responsible for Product, Research, Certification and Compliance. He then joined Merrill Lynch and worked with them in London and Dubai in their Hedge Fund & Private Equity Advisory business. Mr. Jagwani holds a graduate degree in Computer Science (B.Sc.) and a Masters degree in Operations Research (M.Sc) from Delhi University. He also has a Masters of Business Administration from XLRI Jamshedpur and has completed the Chartered Financial Analysis (CFA) program from CFA institute USA.

(ii) Mr. Rahul Aggarwal, Fixed Income Portfolio Manager, UTI IS

Mr Aggarwal is responsible for the fixed income portfolio management function of UTI IS. He has close to 12 years of fixed income money management experience having worked for institutions like Edelweiss, IIFL and L&T Investment Management. He graduated from Punjab Engineering College, Chandigarh with a B.E. (Computer Science & Engineering) in 2003 and also holds a Post Graduate Diploma in Management from IIM Calcutta. Mr Aggarwal is a versatile professional who started out as a software developer in 2003 and gradually worked his way into the finance industry. As a testimony to his pursuit of continual learning, he has also obtained the Financial Risk Manager (FRM) designation and also passed level 1 and level 2 of the CFA examination.

(iii) Mr. Manish Khandelwal

Mr Khandelwal a commerce graduate (B.COM), LLB (A) and has done his Masters in Business Administration (MBA) from Symbiosis Institute of Business Management, Pune in 2004. He has around 17 years' experience in the investment management industry. Prior to joining UTI International (Singapore) Private Limited, he worked with UTI AMC in India in Institutional Sales, Distribution, Retail Sales & Marketing and PMS (Portfolio Management services). He regularly interacted with the intermediaries, service providers and also responsible for advising high net worth clients on their mutual fund investments. Mr Khandelwal is presently working as Director-Products &

Operations with UTI International (Singapore) Private Limited. He is responsible for the firm's core business processes Operations, Accounts, Dealing, Products and Marketing functions.

(iv) Ms. Shweta Roongta

Ms Shweta Roongta is the Business & Investment Analyst at UTI International, Singapore. She performs Portfolio specialist and Marketing duties in her present role. She graduated from Narsee Monjee College of Commerce and Economics, Mumbai with a B.Com degree and qualified as a Chartered Accountant with an All India Rank in 2015. After her qualification, she was selected by Aditya Birla Group in their Finance Leadership Program and worked with them across their Fashion, Financial Services and Commodity Trading businesses for 4 years. Prior to joining UTI, she was working with ArrowResources Group as a Senior Financial Controller. In her career of 8 years, she has lived and worked in India, Thailand, Switzerland and Singapore. Her interest in financial markets led to her pursuing CFA and she cleared all 3 levels of CFA in 2022 after which she joined UTI in April 2022.

The Investment Committee will neither have any discretionary investment management powers nor will they receive a fee for their role. As part of the oversight role, the Investment Committee shall ensure that the Sub-Fund is managed in compliance with the regulations applicable to the Sub-Fund. It shall monitor the performance and investment strategy of the Investment Manager. At Investment Committee meetings, the following matters will be discussed: performance review, portfolio review, outlook and strategy of the Sub-Fund. The Investment Committee does not provide any advice to the Investment Manager. All committee members of the Investment Committee are employees of the Investment Manager. In any scenario if that the Investment Committee disagrees with any of the actions of the Investment Manager then it will ask the Investment Manager to explain such action taken.

## **11. Investment Advisor**

The Investment Manager, in consultation with the Manager, has appointed UTI Asset Management Company Ltd as an investment advisor to provide non-discretionary investment advice to the Fund. UTI Asset Management Company Ltd is a company incorporated in India under the Companies Act, 1956. Its registered office is at UTI Tower, GN Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.

UTI Asset Management Company Ltd is the oldest and one of the largest asset management companies in India. Since October 2020, the firm has been listed on both the National Stock Exchange and the Bombay Stock Exchange in India. T. Rowe Price International has been the firm's single largest shareholder since 2010 and holds a 23% stake.

## **12. Initial Offer of Shares**

The EUR Retail Dist. and the USD Retail Accum. Share Classes have launched and are available on any Dealing Day at the Net Asset Value.

All of the other Share Classes (with the exception of the EUR RDR Accum., the EUR RDR Dist., the CHF RDR Accum., the CHF RDR Dist. Shares) will continue to be offered to investors until 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the “Initial Offer Period”).

The EUR RDR Accum. and EUR RDR Dist. Classes will continue to be offered to investors until 5pm (Irish time) on 25<sup>th</sup> March, 2024 (the “Initial Offer Period” of EUR RDR Accum. and EUR RDR Dist.). The EUR RDR Accum. and EUR RDR Dist. Classes will be offered to investors at the Initial Price as set out in the chart at Section 2 above and subject to acceptance of applications for Shares in the relevant Class will be issued for the first time on the last Business Day of the Initial Offer Period.

The CHF RDR Accum., the CHF RDR Dist. Classes will be offered to investors during the period from 9am (Irish time) on 7 May, 2020 to 5pm (Irish time) on 25<sup>th</sup> March, 2024 (the “Initial Offer Period” of CHF RDR Accum., the CHF RDR Dist. Classes). The CHF RDR Accum., the CHF RDR Dist. Classes will be offered to investors at the Initial Price as set out in the chart at Section 2 above and subject to acceptance of applications for Shares in the relevant Class will be issued for the first time on the last Business Day of the Initial Offer Period.

The NOK Institutional Accum., NOK Institutional Dist., NOK Retail Accum., NOK Retail Dist. NOK RDR Accum. And NOK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the “Initial Offer Period”) at the Initial Price of NOK 10.00 per Share. The SEK Institutional Accum., SEK Institutional Dist., SEK Retail Accum., SEK Retail Dist., SEK RDR Accum. And SEK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the “Initial Offer Period”) at the Initial Price of SEK 10.00 per Share.

### **13. Application for Shares**

Initial applications by non U.S. Persons should be made using an Application Form obtained from the Administrator or Distributor but may, if the Directors so determine, be made by facsimile or by electronic means subject to prompt transmission to the Administrator of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Directors or their delegate. For U.S. Persons initial applications should be made using the U.S. Application Form. Subscription applications will not be processed until the original Application Form and acceptable anti-money laundering documentation has been received by the Administrator.

No redemptions or dividends will be processed until the original Application Form and such other papers as may be required by the Directors have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made by facsimile, or by electronic means with the prior agreement of the Administrator and Fund, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Directors or their delegate. Amendments to a Shareholder’s registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Each Shareholder must meet the Minimum Initial Subscription requirement for the applicable Class and retain Shares having a Net Asset Value equivalent to the Minimum Holding requirement for the

applicable Class. The Directors may, in their discretion, waive or reduce the Minimum Initial Subscription requirement and the Minimum Holding requirement with respect to any Shareholder or applicant for shares.

Applications accepted by the Administrator on behalf of the Fund and received by the Administrator prior to the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any applications received after the Dealing Deadline will be dealt with on the following Dealing Day subsequent to the relevant Dealing Day unless the Directors in their absolute discretion otherwise determine. Applications will only be accepted after the Dealing Deadline in exceptional circumstances only. Such discretion may only be exercised by the Directors where the application is received subsequent to the Dealing Deadline but before the Valuation Point. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

Shareholders may be subject to a maximum sales charge of up to **5%** of the subscription amount. Such subscription sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge.

*Contingent Deferred Sales Charge (“CDSC”)*

No sales charge will be payable on the subscription for the Class C USD Accum. and Class C USD Dist. However, a CDSC may be payable to the Distributor in relation to Class C USD Accum. and Class C USD Dist. The CDSC constitutes a fee for services rendered by the Distributor in connection with the distribution, placing and sale of Class C USD Accum. and Class C USD Dist. at the time of such distribution, placing and sale and is not conditioned upon or related to any provision of ongoing services by the Distributor with respect to such Class C USD Accum. and Class C USD Dist. Where Class C USD Shares are repurchased within the first three years of the date of their subscription, the repurchase proceeds thereof will be subject to a CDSC at the rates set forth in the table below.

<b>Applicable rate of the CDSC</b>	<b>Period from subscription date</b>
3%	1 year
2%	After 1 year but within 2 years
1%	After 2 year but within 3 years
0%	thereafter

The applicable rate of CDSC is determined by reference to the total length of time during which the Class C USD Accum. and Class C USD Dist. being repurchased were in issue. In determining whether a CDSC is applicable, the calculation will be effected in a manner that results in the lowest possible rate being applied. An instruction to sell Class C USD Accum. and Class C USD Dist. will be deemed to have been given for the Shares which have been held for the longest period.

The amount of CDSC is calculated by multiplying the relevant percentage rate as determined above by the price paid for the original issue of Shares being repurchased. A CDSC in respect of Class C USD Accum. and Class C USD Dist. paid to the Sub-Fund reverts to the Distributor. The CDSC may be

waived or reduced by the Distributor. Proceeds from the CDSC are used all or in part by the Distributor to pay its expenses in providing distribution related services to the Sub-Fund in relation to the sales and promotion of Class C USD Accum. and Class C USD Dist..

#### *Redemption Fees*

In the event that Shareholders of the Class D USD Accum. and the Class D USD Dist. redeem their Shares within 2 years of subscription, the Fund may charge a redemption fee calculated at up to 3% of redemption monies.

#### *Swing Pricing*

Under certain circumstances (for example, large volumes of deals), investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in the Sub-Fund. In order to prevent this effect, called "dilution", the Directors, in consultation with the Manager, may determine that a "Swing Pricing" methodology applies and have the power to adjust the Net Asset Value per Share upwards or downwards. This is described in further detail under the section headed "Swing Pricing" in the Prospectus.

#### *Settlement of Shares*

Payment in respect of subscriptions must be received in cleared funds by the Administrator no later than 2 Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Directors or its delegate may (and in the event of non-clearance of funds, shall) cancel the subscription.

#### *Confirmation of Ownership*

Confirmation in writing of entry on the register of Shareholders will be sent to Shareholders within 24 hours of the release of relevant Dealing Day Net Asset Value.

#### *Sales charge*

A sales charge of up to **5%** of the total subscription amount may be charged by the Distributor or any sub-distributor appointed to the Fund. This sales charge may be applicable to all of the Share Classes of the Sub-Fund, with the exception of the RDR Classes, Class C USD Accum. and Class C USD Dist.

### **14. Form of Shares and Register**

As with other Irish companies limited by shares, the Fund is required to maintain a register of Shareholders. Written confirmation of entry on the register will be provided. Shares will be in registered form. Only persons appearing on the register of Shareholders will be a Shareholder.

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares

represents less than the subscription price for one Share, provided however, that fractions shall not be calculated to less than two decimal places of a Share.

Subscription monies, representing less than two decimal places of a Share, will not be returned to the investor but will be retained by the Fund in order to defray administration costs.

## **15. Redemption of Shares**

Shareholders may redeem their Shares on a Dealing Day at the Net Asset Value per Share calculated as at the Valuation Point in relation to that Dealing Day.

Applications for the redemption of Shares should be made to the Administrator by facsimile or written communication or by electronic means with the prior agreement of the Administrator and Fund (in accordance with the requirements of the Central Bank) and should include such information as may be specified from time to time by the Directors or their delegate. Requests for redemption received prior to the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any requests for redemption received after the Dealing Deadline for a Dealing Day will be dealt with on the next Dealing Day subsequent to the relevant Dealing Day unless the Directors in their absolute discretion, in consultation with the Manager, and in an equitable manner determine otherwise. Applications for redemption will only be accepted after the Dealing Deadline in exceptional circumstances only. Such discretion may only be exercised by the Directors where the request is received subsequent to the Dealing Deadline but before the Net Asset Valuation Point. Redemption requests will only be paid where cleared funds and completed documents are in place from original subscriptions.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding, the Fund may, if it thinks fit, redeem the whole of the Shareholder's holding.

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

The Directors may, with the consent or at the request of the relevant Shareholders, satisfy any request for the redemption of Shares by the transfer in specie to those Shareholders of assets of the Fund having a value equal to the redemption price for the Shares redeemed as if the redemption proceeds were paid in cash less any redemption charge and other expenses of the transfer as the Directors may determine.

In accordance with the requirements of the Central Bank, a determination to provide redemption in specie may be solely at the discretion of the Directors, in consultation with the Manager, where the redeeming Shareholder requests redemption of a number of Shares that represents 20% or more of the Net Asset Value of the Fund. A Shareholder requesting redemption shall be entitled to request the sale of any asset or assets proposed to be distributed in specie and the distribution to such Shareholder of the cash proceeds of such sale less the costs of such sale which shall be borne by the relevant Shareholder.

The Directors may in their absolute discretion refuse to accept a request for redemption in specie where the Directors determine, in consultation with the Investment Manager and the Manager, that it would not be practicable to satisfy such a request. Where a request for redemption in specie has been refused by the Directors, in consultation with the Investment Manager, on the basis that it would not be practicable to satisfy such a request, the Administrator will reject the instruction from the relevant Shareholder and inform the Shareholder of the reason for the rejection. The Shareholder then has the option to submit a cash redemption request for settlement in the currency of the relevant Class.

The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Depositary as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the Fund or relevant Class.

#### *Deferral of Redemptions*

The Fund shall not on any Dealing Day or in any period of **seven** consecutive Dealing Days, be bound to redeem (or consequently effect a conversion of) more than **10%** of the total Net Asset Value of Shares of the Fund then in issue. If on any Dealing Day, or in any period of **seven** consecutive Dealing Days, the Fund receives requests for redemptions of a greater value of Shares, it may declare that such redemptions are deferred until a Dealing Day not more than seven Dealing Days following such time. Any redemption requests in respect of the relevant Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the shares to which the original request related have been redeemed. These limits will be used only at times when realising assets of the Fund to meet unusually heavy redemption requirements would create a liquidity constraint to the detriment of Shareholders remaining within the Fund.

#### *Method of Payment*

Redemption payments will be made to the bank account detailed on the Application Form. Any amendments to an investor's registration details and payment instructions will only be effected on receipt of original documentation by the Administrator.

#### *Currency of Payment*

Shareholders will normally be repaid in the currency of the applicable Class. If, however, a Shareholder requests to be repaid in any other freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of and for the account, risk and expense of the Shareholder.

#### *Timing of Payment*

Redemption proceeds in respect of Shares will be paid to investors within **10** Business Days of the Dealing Day provided that all required documentation has been furnished to and received by the Administrator.

## **16. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Sub-Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

## **17. Indian Taxation**

The discussion of Indian tax matters contained herein is based on existing law, including the provisions of the Indian Income Tax Act, 1961 (ITA), the Income tax Rules, 1962 (the Rules), various circulars and notifications issued thereunder from time to time and the provisions of the Double Tax Avoidance Agreement between India and Ireland (Tax Treaty). The ITA is amended every year by the Finance Act of the relevant year and this summary reflects the amendments made up to Finance Act, 2021. The rates specified in this section are as applicable for the Financial Year 2021-2022 under the ITA and should be increased by applicable surcharge and cess, if any, as currently leviable<sup>9</sup>. The tax rates applicable pursuant to the Tax Treaty will generally not be subject to surcharge or cess.

This summary is not intended to constitute a complete analysis of the Indian income-tax implications as applicable and does not constitute legal, professional or tax advice. The relevant tax provisions are subject to change. This section has been prepared to give an overview of the expected tax implications in connection with the income accruing to the Sub-Fund. No assurance can be given that future legislation, administrative rulings or court decisions will not significantly modify the conclusions set forth in this summary, possibly with retroactive effect. Additionally, the discussion of Indian tax matters contained herein does not address the tax consequences to investors arising from the acquisition, holding or disposition of interests in their respective local jurisdictions.

### **General**

UTI India Balanced Fund (the Sub-Fund) is an open-ended Sub-Fund of UTI Goldfinch Funds PLC (the Fund). The Fund is an open-ended umbrella type investment Fund with segregated liability between Sub-Funds and established as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011. The investment objective of the Sub-Fund is to invest primarily in Indian equities and debt securities.

For the purpose of undertaking investments in Indian equities and debt securities, the Sub-Fund has obtained Category I Foreign Portfolio Investor (FPI) registration in accordance with Securities and Exchange Board of India (SEBI) FPI Regulations, 2019 (FPI Regulation). The Sub-Fund has also obtained a tax-id (commonly known as Permanent Account Number or PAN) from Income tax department and is therefore considered as the taxpayer in respect of the income earned through investments in India. Accordingly, the income-tax implications with respect to the income earned by the

<sup>9</sup> Surcharge – Nil, where taxable income does not exceed INR 10 million; 2% (two percent) where taxable income exceeds INR 10 million but does not exceed INR 100 million and 5% (five percent) where taxable income exceeds INR 100 million. Health and Education cess – 4% (four percent) of the income tax plus applicable surcharge.

Sub-Fund are detailed below.

### **Legal status in India**

The Indian tax provisions lack clarity on the determination of legal status in case of an umbrella fund structure with several sub-funds investing in India on their own with their own set of specific assets and liabilities. It is uncertain whether the legal status of such sub-funds be treated as 'Association of Persons' (AOP) or as 'Corporate'. The Sub-Fund is registered as an AOP with the Indian tax authorities.

### **Residency in India**

The Sub-Fund will be subject to taxation in India only if: (1) it is regarded as a tax resident of India; or (2) being a non-resident, has an Indian source of income, including income arising through a Permanent Establishment (PE) or a business connection in India; or has received or deemed to have received income or earned income (whether accrued or otherwise) in India.

The income earned by the Sub-Fund from investments in India should generally be regarded as Indian sourced income. Such income should be taxable in India as per provisions of the ITA.

Further, the Sub-Fund has appointed UTI International Singapore Private Limited, a company incorporated in Singapore as its Investment manager to provide investment management services to the Sub-Fund. The Investment Manager on day to day basis, subject to overall control of the Directors of the Sub-Fund, has discretion to purchase and sell securities and otherwise manage Sub-Fund's portfolio. It is expected that the Sub-Fund will be wholly managed and controlled from outside India and hence will not be treated as resident in India. Hence, the Sub-Fund is expected to be regarded as a non-resident for the purposes of the ITA.

### **Streams of income**

It is currently envisaged that the Sub-Fund could earn the following streams of income from its investment in Indian equities and debt securities.

1. Gains arising on transfer of equity shares and debt securities in India
2. Dividend income from investment in shares of Indian companies
3. Interest income on debt securities
4. Income from cancellation of foreign exchange forward contracts

### **Tax Treaty**

ITA contains a specific enabling provision which provides that where a non-resident is a tax resident of a country with which India has a tax treaty, the provisions of the treaty or the provisions of the domestic law, whichever are more beneficial to the taxpayer would apply. Therefore, the provisions of the Tax Treaty may apply to the Sub-Fund provided it is a tax resident of Ireland and it fulfils the eligibility criteria to claim benefits of the Tax Treaty. No assurance can however be provided that the Indian tax authorities will not challenge the eligibility of the Sub-Fund to claim the benefits of the Tax Treaty.

Section 90 of the ITA provides that a non-resident is not entitled to claim any treaty benefits unless a TRC is obtained by it from the Government of the country of which it is a resident.

The CBDT has also issued a notification (Notification No. 57/2013) prescribing the additional information required to be provided by a non-resident along with the Tax Residency Certificate (TRC) to avail treaty benefits. The information which is sought from a non-resident is to be provided in Form No. 10F. The

notification also provides that in case the above required information or part thereof is already mentioned in the TRC, the non-resident will not be required to separately provide the information or part thereof in the prescribed form.

In addition to TRC and Form No.10F, the non-resident is also required to maintain such documents as necessary to substantiate the above required information and provide the documents to the Indian tax authorities as and when called for to avail treaty benefits.

If the Sub-Fund is able to obtain TRC from the Ireland Government in its own name, furnish a Form No.10F along with supporting documents to substantiate the information provided in Form No. 10F and is a person and tax resident of Ireland as per the provisions of Tax Treaty, then the benefit of the Tax Treaty should be available to the Sub-Fund in respect of its Indian investments.

The availability of benefits under the Tax Treaty are subject to application of Indian General Anti – Avoidance Rules (GAAR) which are effective from April 01, 2017 and application of Principal Purpose Test (PPT) under the Multilateral Instrument (MLI) which is effective from April 01, 2020. If the GAAR and MLI provisions are held to be applicable, benefits under the Tax Treaty could be potentially denied (for more details on GAAR and MLI provisions, please refer to discussion in paragraphs below).

Details of taxation relating to the Sub-Fund's investments are set out below.

#### **Gains arising on transfer of equity shares and debt securities in India:**

##### **Under the ITA:**

The definition of “capital asset” includes any security held by an FPI<sup>10</sup>, which has invested in such security in accordance with the regulations made under the SEBI Act, 1992.

The Sub-Fund has obtained FPI registration in accordance with the FPI Regulations and invest in Indian equities and debt securities. Accordingly, Indian equities and debt securities held by the Sub-Fund should be regarded as ‘capital assets’ and income earned by the Sub-Fund on transfer of such investments should be regarded as capital gains.

Depending upon the period of holding of assets, capital gains arising on transfer of Indian equities and debt securities could be taxable either as short-term or long-term capital gains:

<b>Nature of Asset</b>	<b>Short-term capital asset</b>	<b>Long-term capital asset</b>
Listed Equity shares in a company, unit of an equity oriented mutual fund or zero coupon bond	Held for not more than 12 (twelve) months	Held for more than 12 (twelve) months
Debt securities listed on a recognised stock exchange in India	Held for not more than 12 (twelve) months	Held for more than 12 (twelve) months

<sup>10</sup> Vide Notification No. 9/2014 dated January 22, 2014, the Indian Government has extended the benefits available to Foreign Institutional Investors under section 115AD of the ITA to FPIs in India. A similar notification is yet awaited for FPIs registered under FPI Regulations.

<b>Nature of Asset</b>	<b>Short-term capital asset</b>	<b>Long-term capital asset</b>
Debt securities not listed on a recognised stock exchange in India	Held for not more than 36 (thirty six) months	Held for more than 36 (thirty six) months

The capital gains tax rates under the ITA are as under:

<b>Nature of Asset</b>	<b>Short-term capital gain tax rate</b>	<b>Long-term capital gain tax rate</b>
Listed Equity shares in a company, unit of an equity oriented mutual fund and unit of business trust (subject to STT)	15%	10%*
Listed Equity shares in a company, unit of an equity oriented mutual fund and unit of business trust (Not subject to STT)	30%	10%
Debt securities under FPI route	30%	10%

Note: As per provisions of the ITA, an FPI shall not be entitled to take the benefit of computing gains in foreign currency and cost inflation index while computing capital gains arising from transfer of securities.

**\*Long Term Capital Gains**

While computing long-term capital gains, the Finance Act 2018 has provided grandfathering for gains accrued on listed shares held as on 31 January 2018, by rebasing the cost to higher of:

- Actual cost of acquisition; and

- Lower of:
  - Fair market value as on 31 January 2018; and
  - Value of consideration received upon transfer.

For this purpose, fair market value shall mean:

- k. in a case where the capital asset is listed on any recognised stock exchange as on January 31, 2018, the highest price of the capital asset quoted on such exchange on the said date. Provided that where there is no trading in such asset on such exchange on January 31, 2018, the highest price of such asset on such exchange on a date immediately preceding January 31, 2018 when such asset was traded on such exchange shall be the fair market value;
- l. in a case where the capital asset is a unit which is not listed on a recognised stock exchange as on January 31, 2018, the net asset value of such unit as on the said date;

an amount which bears to the cost of acquisition the same proportion as cost inflation index for the financial year 2017-18 bears to the cost inflation index for the first year in which the asset was held by the assessee or for the year beginning on April 01, 2001, whichever is later.

#### **Under the Tax Treaty:**

The Sub-Fund would be subject to tax in India on income arising from transfer of shares of an Indian company. The tax rates shall be applicable as provided under the ITA (detailed above). However, income arising from transfer of other securities (including debt securities) may not be subject to tax in India by virtue of Article 13 of the Tax Treaty.

#### **Capital losses**

As per the provisions of the ITA, short term capital loss can be set-off against both short term capital gains and long term capital gains but long term capital loss can be set-off only against long term capital gains. The unabsorbed short term and long term capital loss can be carried forward for 8 years.

It may be noted that, if any person has sustained a loss in any financial year under the head 'capital gains' and claims such loss or any part thereof to be carried forward under the provisions of ITA, then such person is required to furnish a return of loss within the prescribed due dates in order to set off the same against income earned in future assessment years.

#### **Gains arising on buyback of shares by an Indian company**

As per the former provisions of Section 10(34A) of the ITA, gains arising on buy-back of shares (not being shares listed on a recognised stock exchange) are exempt in the hands of investors. However, a distribution tax at the base rate of tax of 20% shall be payable by an Indian company on distribution of income by way of buyback of its shares if the buy-back is in accordance with the provisions of the Companies Act, 2013. Such distribution tax will be payable on the difference between consideration paid by such Indian company for purchase of its own shares and the amount that was received by the Indian investee company at the time of issue of such shares, determined in the manner to be prescribed.

As per the Finance (No. 2) Act 2019, the above provision shall also be applicable in case of gains arising to investors on buyback of shares listed on a recognised stock exchange.

## **Dividend income from investment in shares of Indian companies**

### **Under the ITA**

With effect from 01 April 2020 dividends declared, distributed or paid by Indian investee companies are not subject to payment of Dividend Distribution Tax and such dividends are taxable in the hands of the recipient at the applicable tax rates.

Further, with effect from 01 April 2021, Section 196D of the ITA provides that the Indian investee company can deduct taxes at source at the rate of 20% (twenty per cent) or at the rate applicable under relevant tax treaty, whichever is lower, on, amongst other, dividend payment made to the FPI.

### **Under Tax Treaty**

As per Article 10 of the Tax Treaty, any dividend income from Indian companies should be chargeable to tax at the rate of 10% provided:

- (a) the Sub-Fund is the 'beneficial owner' of such dividend income; and
- (b) the Sub-Fund does not have a PE in India as per Article 5 of the Tax Treaty or a fixed base in India and the holding in respect of which the dividends are paid is not effectively connected with such PE or fixed base.

## **Interest income on debt securities**

### **Under the ITA:**

As per the ITA, interest on rupee denominated corporate bonds and government securities payable to an FPI should be subject to a tax at the rate of 5%\*, if the following conditions are satisfied:

- i. Such interest is payable on or after 01 June 2013 but before 01 July 2023;
- ii. In respect of rupee denominated corporate bond where the rate of interest does not exceed the rate specified by the Central Government (base rate of State Bank of India plus 500 basis points).

Further, any interest earned by Sub-Fund, being an FPI from investment in municipal debt securities on or after 01 April 2020 but before 01 July 2023 would also be taxed at the rate of 5%.

\*The tax rate on such interest income is aligned with the withholding tax rate.

In case the Sub-Fund is not able to take benefit of the concessional tax rate, then the interest income would be subject to tax at the rate of 20%.

### **Under the Tax Treaty**

Interest income from debt securities would be subject to tax at 10% in terms of Article 11 the Tax Treaty provided (i) the Sub-Fund is the "beneficial owner" of such interest income; and (ii) the Sub-Fund does not have a PE in India as per Article 5 of the Tax Treaty or a fixed base in India and the debt-claim in respect of which the interest is paid is effectively not connected with such PE or fixed base.

## **Income from cancellation of foreign exchange forward contracts**

### **Under the ITA:**

Income arising to the Sub-Fund on cancellation of foreign exchange forward contracts should be characterised as capital gains. Accordingly, provisions of capital gains mentioned above shall be applicable. However, there is a possibility that the Indian tax authorities may characterise such income

as 'income from other sources'. In case income of the FPI arising from cancellation of foreign exchange forward contracts is characterised as 'income from other sources' then it shall be subject to tax in India at the rate of 40%.

### **Under the Tax Treaty**

Income arising from cancellation of foreign exchange forward contract to the Sub-Fund will not be subject to tax in India by virtue of Article 13 of the Tax Treaty. However, in case such income is considered as 'other income' by Indian tax authorities, exemption under Article 22 of the Tax Treaty can be claimed.

Hence, income of the Sub-Fund from cancellation of foreign exchange forward contract shall not be taxable in India.

### **Other relevant tax considerations:**

Taxation of the Investors - provisions related to indirect transfer

As per provisions of the ITA, capital gains on income arising from the transfer of shares or interest in a foreign company or entity registered outside India shall be taxable in India (subject to availability of tax treaty benefits, if any), if the shares or interest, directly or indirectly, derive their value substantially from assets located in India. The shares or interest shall be deemed to derive substantial value from the assets located in India, if on the specified date, the value of Indian assets –

exceeds INR 100 million; and

represents at least 50% of the value of all the assets owned by the foreign company.

The capital gains will be taxable in India only to the extent that they are attributable to the Indian assets. Valuation rules have been prescribed in this regard.

Exemption to small shareholders - There would be no levy of Indian tax if the transferor, along with its related parties: (a) does not hold the right of management or control in the direct ordinary shareholder or indirect ordinary shareholder; and (b) holds less than or equal to 5% of the voting power or the share capital, directly or indirectly, in the company/entity organised outside India which holds the Indian assets directly.

As per the ITA, indirect transfer provisions are not applicable in the context of investments held directly or indirectly by non-residents in FPIs registered as Category I FPI in accordance with the FPI Regulations. In the current context, the Sub-Fund has obtained Category I FPI registration and therefore indirect transfer provisions shall not apply in the context of investments held directly or indirectly by non-residents in the Sub-Fund.

Income from sale and buy-back of debt securities in India

The ITA contains a provision to prevent avoidance of tax by the taxpayer where there is transfer of securities before the due date of payment of interest income and re-acquisition thereof or similar securities after due date of interest. As per provisions of the ITA, where the owner of any debt security transfers the security just before the due date of interest income and buy backs or re-acquires the same/ similar security, after the due date and the interest income is received by the transferee, such interest income shall be deemed to be the income of the transferor and should be taxable in his hands.

Furthermore, securities shall be deemed to be similar if they entitle their holders to the same rights against the same persons as to capital and interest income and the same remedies for the enforcement of those rights.

However, the above provisions do not apply if the owner or the person who has beneficial interest in the securities, as the case may be, proves to the satisfaction of the Indian tax authorities that there has been no avoidance of tax or the avoidance of tax was exceptional and not systematic and that there was no tax avoidance by a transaction of the nature referred herein.

#### General Anti-avoidance Rule

The GAAR provisions are effective from April 01, 2017. GAAR may be invoked by the Indian tax authorities in case arrangements are found to be impermissible tax avoidance arrangements. A transaction can be declared as an impermissible tax avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which also satisfies at least one of the four tests mentioned below:

- a. Creates rights or obligations which are ordinarily not created between parties dealing at arm's length.
- b. It results in directly / indirectly misuse or abuse of the ITA;
- c. It lacks commercial substance or is deemed to lack commercial substance in whole or in part; or
- d. It is entered into or carried out in a manner, which is not normally employed for bona fide business purposes.

In such cases, the Indian tax authorities are empowered to deny the benefits under a tax treaty, re-allocate the income from such arrangement, or re-characterize or disregard the arrangement. Some of the illustrative powers are:

- a. Disregarding or combining or re-characterizing any step of the arrangement or party to the arrangement;
- b. Ignoring the arrangement for the purpose of taxation law;

Relocating place of residence of a party, or location of a transaction or situs of an asset to a place other than provided in the arrangement;

Looking through the arrangement by disregarding any corporate structure; or

Re-characterizing equity into debt, capital into revenue, etc.

The above terms should be read in context of the definitions provided under the ITA. Further, the onus to prove that the main purpose of an arrangement was to obtain any tax benefit is on the Indian tax authorities. Also, any resident or non-resident may approach the Authority for Advance Rulings to determine whether an arrangement can be regarded as an impermissible avoidance arrangement. The GAAR provisions, if invoked, could result in denial of the beneficial provisions of the Tax Treaty.

The Rules have come out with few exceptions where the provisions of GAAR shall not apply. A summary of the key exceptions for application of GAAR provisions as provided under the Rules, are set out below:

- a. **Monetary Threshold Exemption:** The GAAR provisions should apply only where the tax benefit (to all the parties in aggregate) from an arrangement in a relevant year exceeds INR 30 million (rupees thirty million).
- b. **Exemption to FPIs and P-Note holders:** SEBI registered FPIs are excluded from applicability of GAAR provisions if they do not avail benefits under a tax treaty entered into by India. Investments

in FPIs made by non-resident investors by way of offshore derivative instruments, directly or indirectly, are excluded from the ambit of the GAAR provisions.

Further, on January 27, 2017, the CBDT has issued clarifications<sup>11</sup> on implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Amongst others, the following is clarified:

- GAAR shall not be invoked merely on the ground that the entity is located in tax efficient jurisdiction. GAAR will not apply if the jurisdiction of FPI is finalised based on non-tax commercial considerations and the main purpose of the arrangement is not to obtain tax benefit;
- Specific Anti-Avoidance Rules (SAAR) and GAAR can co-exist and may be applied depending on facts and circumstances of the case;
- GAAR shall not be invoked in cases where the tax avoidance strategy is sufficiently addressed by the LOB clause in the tax treaty;
- GAAR provisions shall not apply if the arrangement is held as permissible by the Authority for Advance Ruling or where the Court has explicitly and adequately considered the tax implication while sanctioning an arrangement; Two stage approval process will be followed for invoking GAAR.

Hence, in a scenario where GAAR provisions are invoked and arrangements are found to be impermissible tax avoidance arrangements i.e. if the main purpose of the arrangement is to obtain a tax benefit and any of the four tests mentioned above, the Indian tax authorities are empowered to deny the benefits under the Tax Treaty, re-allocate the income from such arrangement, or re-characterize or disregard the arrangement in its entirety.

#### Multilateral Convention to implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Sharing

The Organization for Economic Co-operation and Development (OECD) released the MLI to implement tax treaty related measures to prevent Base Erosion and Profit Shifting (BEPS). The introduction of MLI by the OECD is a recent global tax development. Once adopted, MLI will supplement the existing tax treaties that India has with several countries and incorporate anti-avoidance rules/Limitation of Benefit conditions. At the time of signing the MLI, countries are required to submit a list of their existing tax treaties that they would like to designate as Covered Tax Agreement (CTA) for the purpose of MLI application i.e., agreements to be amended through the MLI.

Both, India and Ireland, have listed their bilateral tax treaty with each other as CTA. Accordingly, MLI in the context of the Tax Treaty is effective from April 01, 2020. The MLI, amongst others, includes a PPT test. Indian tax authorities through application of PPT can seek to deny tax benefits to an arrangement or a transaction if the principal purpose or one of the principal purposes of the arrangement or transaction is to obtain tax benefits unless it is established that granting that benefit in these circumstances would be in accordance with the object and purpose of the relevant provisions of the Tax Treaty.

#### Securities Transaction Tax

The Sub-Fund will be liable to pay STT in respect of dealings in Indian securities purchased or sold on the Indian stock exchanges. The applicable rates of STT are as follows:

<sup>11</sup> Circular no 7 of 2017

1. 0.1% on purchase of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India.
2. 0.1% on sale of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India.
3. 0.025% on sale of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India where the contract for sale is settled otherwise than by the actual delivery or transfer of share or unit.
4. 0.05% of option premium on sale of an option in securities..
5. 0.125% of intrinsic value (i.e. difference between settlement price and strike price of the option) on sale of option in securities, where option is exercised.
6. 0.01% on sale of futures in securities.
7. 0.001% on sale of units of an equity oriented fund to a mutual fund.
8. 0.2% on sale of unlisted securities under an offer of sale to the public.
9. 0.1% of settlement price on physical settlement of stock.

## **18. Fees and Expenses**

The attention of investors is drawn to the “Fees and Expenses” section of the Prospectus.

Fees and expenses relating to the establishment and approval of the Sub-Fund will be paid by the Investment Manager. No establishment costs or costs relating to the approval of the Sub-Fund will be borne by the Shareholders.

The Sub-Fund will bear its attributable portion of the ongoing fees and operating expenses of the Fund, as detailed in the Section of the Prospectus headed “Operating Expenses and Fees”.

### **Investment Manager’s Fees**

The Investment Manager shall be entitled to receive from the Fund a maximum annual fee of 0.80% of the Net Asset Value of the Fund in respect of USD Institutional Dist., USD Institutional Accum., EUR Institutional Dist., EUR Institutional Accum., CHF Institutional Dist., CHF Institutional Accum., SGD Institutional Dist., SGD Institutional Accum., AUD Institutional Dist., AUD Institutional Accum., JPY Institutional Dist., JPY Institutional Accum., GBP Institutional Dist., GBP Institutional Accum., the NOK Institutional Dist., the NOK Institutional Accum., the SEK Institutional Dist. and the SEK Institutional Accum., 1.70% of the Net Asset Value of the Fund in respect of USD Retail Dist., USD Retail Accum., EUR Retail Dist., EUR Retail Accum., CHF Retail Dist., CHF Retail Accum., SGD Retail Dist., SGD Retail Accum., AUD Retail Dist., AUD Retail Accum. JPY Retail Dist., JPY Retail Accum., GBP Retail Accum., GBP Retail Dist., the NOK Retail Dist., the NOK Retail Accum., the SEK Retail Dist. and the SEK Retail Accum., 0.80% of the Net Asset Value of the Fund in respect of GBP RDR Accum., GBP RDR Dist., USD RDR Dist., USD RDR Accum., EUR RDR Accum., EUR RDR Dist., CHF RDR Accum., the CHF RDR Dist., the NOK RDR Dist., the NOK RDR Accum., the SEK RDR Dist. and the SEK RDR Accum. and 2% of the Net Asset Value of the Fund in respect of the Class C USD Accum. and the Class C USD Dist., the Class D USD Accum. and the Class D USD Dist. The Investment Manager shall

be entitled to be reimbursed by the Fund out of the assets of the Sub-Fund any properly vouched reasonable out-of-pocket expenses incurred by it on behalf of the Fund. The Investment Manager will be responsible for any fees payable to any Investment Advisor appointed.

All fees and expenses and value added tax payable to the Investment Manager will be calculated and accrue at each Valuation Point and will be payable monthly in arrears or at such intervals and in such currency as may be agreed between the Fund and the Investment Manager.

### **Manager's Fee**

The Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee up to 0.0125% of the Net Asset Value of the Sub-Fund (plus VAT, if any), subject to a minimum amount of €50,000 per annum for the initial Sub-Fund and €12,500 p.a. per additional standalone fund or Sub-Fund of the Fund. The Manager's fee will be accrued and calculated on each Valuation Point and payable quarterly in arrears.

The Manager shall be entitled to reimbursement of all reasonable and properly vouched out-of-pocket expenses (plus any applicable taxes) incurred on behalf of the Sub-Fund, out of the assets of the Sub-Fund.

### **Foreign Portfolio Investors Fee**

For registration as an FPI, the registration fees that the Fund will be required to pay (as determined by SEBI from time to time) will depend on the category of FPI that the Fund wishes to register itself as. While for Category I FPIs and Category II FPIs, the registration fee is USD 3,000 and USD 300, respectively. The Fund is a Category I FPI and fees will be USD 3,000 payable on every three year basis.

### **Investment Advisor's Fee**

The Investment Advisor shall be entitled to receive from the Investment Manager an annual fee which will be payable out of the Investment Manager's fee.

### **Redemption Fee**

Shareholders will not be subject to a redemption fee.

## **19. Distributions**

For information as to whether Share Classes are accumulating or distributing in nature, please see the Share Class table under the heading "2. Share Classes" above.

### *Accumulating Share Classes*

In the case of accumulating Classes, all net income and net realised and unrealised gains (i.e. realised

and unrealised capital gains net of all realised and unrealised losses) less accrued expenses of the Fund attributable to the relevant Class will be accumulated and reflected in the Net Asset Value per Share.

#### *Distributing Share Classes*

The Directors may distribute dividends in relation to the distributing Share Classes in such amounts as they may determine. The Directors intend to make a quarterly distribution to Shareholders in the distributing Share Classes, comprised of a quarterly dividend calculated as at the last Business Day of January, April, July and October.

The Articles of Association of the Fund empower the Directors to declare dividends in respect of any Shares in the Fund out of capital or net income and realised and unrealised gains, net of realised and unrealised losses, during the Accounting Period, subject to certain accounting adjustments as necessary.

In the event that the income generated from the Fund's investments attributable to the relevant Class during the relevant period is insufficient to pay dividends as declared, the Directors may in their discretion determine that such dividends be paid from capital. Investors should note that where the payment of dividends are paid out of capital, this represents and amounts to a return or withdrawal of part of the amount originally invested or capital gains attributable to that, and will reduce any capital appreciation for the Shareholders of such Class. Any such payments out of capital will only be made to seek to maintain, so far as is reasonable, a stable payment per Share of the relevant Class but the payment per Share of such a Class is not fixed and will vary according to economic and other circumstances, such as the outlook on the Indian fixed income market, and the ability of the Fund to support stable bi-annual payments without a long-term positive or negative impact on capital. The Fund is managed in the interests of all Shareholders in line with the stated investment objective and policy of the Fund and is not being managed to maintain a stable payment per Share of any particular Class.

Where the Directors do decide to declare and pay dividends, dividends of a Class declared, if any, shall be distributed among the Shareholders of the relevant Class rateably in accordance with the number of Shares held by them on the record date as determined by the Investment Manager in respect of the corresponding distribution. For the avoidance of doubt, only Shareholders whose names are entered on the register of Members on such record date shall be entitled to the dividend declared in respect of the corresponding distribution. Any payment of dividends will be made in the Class Currency of the relevant Class of Shares.

Where the Directors do decide to declare and pay dividends, Shareholders can elect to reinvest dividends in additional Shares or have the dividends paid in cash by ticking the appropriate box on the Application Form. Dividends not reinvested in Shares will be paid to the Shareholder by way of bank transfer. Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the account of the Fund.

The Directors may at any time determine to change the policy of the Fund with respect to distribution. If the Directors so determine full details of any such change will be disclosed in an updated prospectus

and all Shareholders will be notified in advance of such change becoming effective.

Pending payment to the relevant Shareholder, dividend payments will be held in an account in the name of the Fund and will be treated as an asset of the Fund until paid to that Shareholder and will not benefit from the application of any investor money protection rules (i.e. the distribution monies in such circumstances will not be held on trust for the relevant Shareholder). In such circumstances, the Shareholder will be an unsecured creditor of the Fund with respect to the distribution amount held by the Fund until paid to the Shareholder. In the event of an insolvency of the relevant Fund, there is no guarantee that the Fund will have sufficient funds to pay unsecured creditors in full.

In the event that distributions payable cannot be paid out to an investor, for example where anti-money laundering documentation is not provided or an investor cannot be contacted, it is the responsibility of the investor to ensure all necessary documentation and information required to resolve the issue is provided promptly and is complete and accurate, so that the distributions payable may be released in a timely manner.

Distributions made during the life of the Sub-Fund must be understood as a type of capital reimbursement.

## **20. Risk Factors**

The attention of investors is drawn to the “Risk Factors” section in the Section of the Prospectus entitled “The Fund” and the risks in using derivatives highlighted in that section of the Prospectus and should also consider the following risk factors prior to investing in the Sub-Fund:

### Investment Objective Risk

There is no guarantee that the investment objective of the Sub-Fund will be achieved.

### Sustainability Risk

The management of sustainability risk forms an important part of the due diligence process implemented by the Investment Manager.

When assessing the sustainability risk associated with underlying investments, the Investment Manager is assessing the risk that the value of such underlying investments could be materially negatively impacted by an environmental, social or governance event or condition (“ESG Event”).

Using both quantitative and qualitative processes, sustainability risk is identified, monitored and managed by the Investment Manager in the following manner:

- (i) Prior to acquiring investments on behalf of the Sub-Fund, the Investment Manager conducts fundamental analysis on a selection of potential investee companies in order to allow it to assess the adequacy of ESG programmes and practices of an issuer to manage the sustainability risk it faces. This process incorporates applying both an exclusion policy (whereby potential investments are removed from the investment universe on the basis that they pose too great a sustainability risk to the Sub-Fund) and positive screening whereby those

investments which have a low sustainability risk rating as well as strong financial performance are included in the investment universe. The information gathered from the fundamental analysis conducted will be taken into account by the Investment Manager in deciding whether to acquire a holding in an issuer and may, in certain circumstances, result in the Investment Manager investing in an issuer which has a lower ESG rating where it believes that the relevant existing ESG rating does not fully capture recent positive sustainability-related changes which have been implemented by the relevant issuer. The Investment Manager also uses ESG metrics of third party Data Providers such as Sustainalytics in order to receive independent input to supplement its ESG assessment of the investee companies within the Sub-Fund's universe. The standardised ratings issued by the Data Providers provide further information and perspective on evolving ESG issues to the Investment Manager's analysts. The Investment Manager also considers ESG disclosure scores and underlying ESG data as captured by Bloomberg.

- (ii) During the life of the investment, sustainability risk is monitored through review of ESG data published by the issuer (where relevant) or selected Data Providers to determine whether the level of sustainability risk has changed since the initial assessment has been conducted. The Investment Manager actively engages with a selection of investee companies (determined by the size of the Sub-Fund's investment and exposure to the relevant issuer) to improve ESG disclosures and raises concerns to drive positive change where required. Where the sustainability risk associated with a particular investment has increased beyond the ESG risk appetite for the Sub-Fund, the Investment Manager will consider selling or reducing the Sub-Fund's exposure to the relevant investment, taking into account the best interests of the Shareholders of the Sub-Fund.

The Investment Manager has determined that sustainability risk (being the risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event) may have an impact on the performance of the Sub-Fund.

#### Market Risk

The market price of investments owned by the Sub-Fund may go up or down, sometimes unpredictably. The value of an investment may decline due to general market conditions, such as real or perceived adverse economic conditions or general adverse investment sentiment. Investments may also decline in value due to factors which affect a particular market sector.

#### Proprietary Investments

The assets under management at any time during the life of the Sub-Fund may include proprietary or seed money invested by one or more interested parties and such investment may constitute a significant portion of such assets under management. Any money invested by interested parties may result in exposure to the performance of the Sub-Fund to such interested parties, or may be hedged in whole or part (i.e. reducing such parties' exposure to performance of the Sub-Fund). There is no assurance that any such monies will continue to be invested in the Sub-Fund by any interested party for any particular time. Redemption of any such proprietary investment in whole or part may affect the viability and/or performance of the Sub-Fund. Investors should note that any proprietary investment may benefit from

reduced or rebated fees as a result of agreements entered into between the interested party and the Investment Manager.

### Certain Risk Factors Concerning India

Given the focus of its investment strategy, the success of the Fund will depend in large part on the general economic and business conditions in India. Risks associated with the investments in India, including but not limited to the risks described below, could adversely affect the performance of the Fund and result in substantial losses. No assurance can be given as to the ability of the Fund to achieve any return on its investments and, in turn, any return on an investor's investment in the Fund. Accordingly, in acquiring Shares in the Fund, appropriate consideration should be given to the following factors:

#### *Indian Economic Factors*

The success of the Fund's investments depends in part on general economic and business conditions in India. A significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and in particular if new restrictions on the private sector are introduced or if existing restrictions are not relaxed over time. Notwithstanding current policies of economic liberalization, the roles of the Indian central and state governments in the Indian economy as producers, consumers and regulators have remained significant. There is, however, no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting taxation, foreign investment, currency exchange and other matters affecting the Fund's investments could change as well. In addition, laws and policies affecting the various investments held by the Fund could change, adversely affecting the values or liquidity of securities issued by those companies.

#### *Indian Stock Market*

The Indian stock markets are undergoing a period of growth and change, which may lead to greater volatility and difficulties in the settlement, and recording of transactions and in interpreting and applying the relevant regulations, in comparison to the developed countries. There can be no assurance that the Sub-Fund's objectives will be realised or that there will be any return of capital. The following considerations should be carefully evaluated before making an investment in the Sub-Fund.

The Indian stock market has previously experienced substantial fluctuations in the prices of listed securities and no assurance can be given that such volatility will not occur in the future.

Shareholders should consider the following factors before making an investment decision:

- (a) Allegations of fraudulent transactions have led to a number of crises on the Indian stock exchanges leading to a loss of confidence and temporary closure;

- (b) the Indian stock exchanges have been subject to broker defaults, failed trades and settlement delays; which has at certain times lead to closure of the stock exchanges and there can be no certainty that this will not recur;
- (c) The Indian stock exchanges are less liquid and experience greater volatility than more established markets and
- (d) A disproportionately large percentage of market capitalisation and trading value in the Indian stock exchanges is represented by a relatively small number of issues. Thus, when seeking to sell shares on Indian stock exchanges, little or no market may exist for the securities and settlement of transactions may be subject to delay and administrative uncertainties.

The above factors could negatively affect the Net Asset Value of the Sub-Fund, the ability to redeem the Indian securities and the price at which the Indian securities may be redeemed.

Additionally the market regulator, SEBI can impose restrictions on trading in certain securities, limitations on price movements and margin requirements. SEBI may impose such restrictions only in cases where certain rules and regulations are being flouted by companies. If trading is suspended in a particular security due to such an action by SEBI, then the Investment Manager must wait until SEBI change its ruling or another higher authority in India (for example the Security Appellate Tribunal or the Supreme Court in India) pass a judgment in favour of such company. In any case, the Investment Manager will ensure that the Sub-Funds' investments are well diversified across sectors and market caps and that securities are selected through robust internal processes. From July 2013 onwards, the securities market regulator has been further empowered to carry out various enforcement activities like attaching properties to realize penalties, search and seize information, access special courts for speedy trials, etc. which can significantly affect the related companies. Consequently, an investment in Indian securities should be deemed highly volatile and should be made only by sophisticated persons who are able to bear the risk of complete loss of an investment.

Shareholders should be aware of the risks associated with the Sub-Fund's investment policy and are advised to consult with their professional advisors, such as lawyers, financial advisers or accountants, when determining whether an investment in the Sub-Fund is/are suitable for them.

#### *Fixed Income and Bond Market Risks*

The Indian fixed income and bond markets especially the corporate bond markets are smaller in size and depth which could impact the liquidity in the instruments held by the Fund. Also, due to lack of broad based participation from a varied set of investors, the market participants often have uni-directional views which result in extreme reactions in valuations of certain instruments. The bond markets also have dual regulators with RBI regulating the government bond market and SEBI regulating the corporate bond market which leads to dealing with multiple settlement and trading practices.

#### *Limited Liquidity*

Some segments of the government bond market and the corporate bond markets have limited liquidity

which could impact prices of instruments and limit the ability of the Investment Manager to meet redemption requests. Also, given the nascent stage of the markets, there have been instances where the liquidity for the entire markets has seized up leading to poor price discovery. The Sub-Fund will only invest in liquid securities however in certain corporate bonds and government securities there can be limited liquidity, meaning high bid and ask spread.

#### *Investing in Fixed Income Securities*

Investment in fixed income securities is subject to interest rate, sector, security and credit risks. Lower-rated securities will usually offer higher yields than higher-rated securities to compensate for the reduced creditworthiness and increased risk of default that these securities carry. Lower-rated securities generally tend to reflect short-term corporate and market developments to a greater extent than higher-rated securities which respond primarily to fluctuations in the general level of interest rates. There are fewer investors in lower-rated securities and it may be harder to buy and sell such securities at an optimum time. The volume of transactions effected in the Indian bond markets may be appreciably below that of the world's larger markets, such as the United States. Accordingly, the Fund's investment in such market may be less liquid and their prices may be more volatile than comparable investments in securities trading in markets with larger trading volumes. Moreover, the settlement periods in certain markets may be longer than in others which may affect portfolio liquidity.

#### *Limitations on Investments*

Under the applicable Debt Limits, the total FPI investments in Government bonds cannot exceed limits set up by RBI. The Fund's debt investments cannot exceed such limits which may be revised from time to time. Due to investment restrictions enforced by SEBI/RBI, FPIs cannot explicitly invest in Certificate of Deposits and/or Fixed Deposits issued by banks. The net effect of this will be that the Fund will not be able to explicitly invest in Certificate of Deposits and/or Fixed Deposits issued by banks.

#### *Currency Exchange Rate Risks*

Exchange controls have traditionally been administered with stringent measures under the Foreign Exchange Regulation Act ("**FERA**"). The Indian rupee is not convertible on the capital account and most capital account transactions require the prior permission of the RBI. However, throughout the 1990s, the RBI eased the exchange control regime and made it more market-friendly. In the year 1999, the Indian Parliament enacted the Foreign Exchange Management Act ("**FEMA**") to replace FERA. FEMA and the rules made thereunder constitute the body of exchange controls applicable in India. The significant shift in the approach to exchange controls under FEMA is the move from a regime of limited permitted transactions to one in which all transactions are permitted except a limited number to which restrictions apply. FEMA and the notifications under FEMA were effective commencing June 1, 2000. FEMA differentiates foreign exchange transactions between Capital Account Transactions and Current Account Transactions. A Capital Account Transaction is generally defined as one that alters the assets or liabilities, including contingent liabilities outside India, of persons resident in India or assets or liabilities in India of person's resident outside India. FEMA further provides for specific classes of transactions that fall within the ambit of Capital Account Transactions and the RBI has issued regulations governing each such class of transactions. Transactions other than Capital Account

Transactions, including payments in connection with foreign trade, current businesses, services, short term credit and banking facilities, interest payments, living expenses, foreign travel, education and medical care are Current Account Transactions.

The RBI has issued regulations governing such Current Account Transactions. While the regulatory regime for hedging genuine currency risk has been relaxed, it is still not practical, given the costs, to hedge currency risks for more than relatively short periods of time, and even for short term hedging the cost can be high. Accordingly, currency risk in relation to the Indian rupee remains a significant risk factor, and the cost of hedging this currency risk (if available) could reduce the Fund's returns. A decrease in the value of the Indian rupee would adversely affect the Fund's returns, and such a decrease may be likely given India's current account deficits and its budget deficits.

The operation of the Fund's bank account in India is subject to regulation by RBI under the Indian foreign exchange regulations. The Indian domestic depository acting also as the remitting banker will be authorized to convert currency and repatriate capital and income on behalf of the Fund. There can be no assurance that the Indian Government would not, in the future, impose certain restrictions on foreign exchange. The repatriation of capital may be hampered by changes in Indian regulations concerning exchange controls or political circumstances. In addition, India may in the future re-introduce foreign exchange control regulations which can limit the ability of the Fund to repatriate the dividends, interest or other income from the investments or the proceeds from sale of securities. Any amendments to the Indian exchange control regulations may impact adversely on the performance of the Fund.

Also, the exchange rate between the Indian rupee and the U.S. dollar has changed substantially in recent years and may fluctuate substantially in the future. Further depreciation of the value of the Indian rupee as regards foreign currencies will result in a higher cost to the Fund for foreign currency denominated expenses, including the purchase of certain capital equipment. In the past the Indian economy has experienced severe fluctuations in the exchange rates. There can be no assurance that such fluctuations will not occur in the future.

#### *Indian Legal System*

Indian civil judicial process to enforce remedies and legal rights is less developed, more lengthy and, therefore, more uncertain than that in more developed countries. Enforcement by the Fund of civil liabilities under the laws of a jurisdiction other than India may be adversely affected by the fact that the Fund's portfolio companies may have a significant amount of assets in India. The laws and regulations in India can be subject to frequent changes as a result of economic, social and political instability. In addition, the level of legal and regulatory protections customary in countries with developed securities markets to protect investors and securities transactions, and to ensure market discipline, may not be available. Where the legal and regulatory framework is in place, the enforcement may be inadequate or insufficient. Regulation by the exchanges and self-regulatory organizations may not be recognized as law that can be enforced through the judiciary or by means otherwise available to the investors in developed markets.

#### *Updates to the SEBI and the RBI*

FPIs are obliged, under the terms of the undertakings and declarations made by them at the time of registration, to immediately notify the SEBI or the designated depository participant (as the case may be) of any change in the information provided in the application for registration. Failure by FPIs to adhere to the provisions of the Securities Exchange Board of India Act, 1992 ("**SEBI Act**"), the rules and the FPI Regulations thereunder renders them liable for punishment prescribed under the SEBI Act and the Securities Exchange Board of India (Intermediaries) Regulations, 2008 which include, inter alia, imposition of penalty and suspension or cancellation of the certificate of registration.

#### *Corporate Disclosure, Accounting, Custody and Regulatory Standards*

Indian disclosure and regulatory standards are in many respects less stringent than standards in certain OECD countries. There may be less publicly available information about Indian companies than is regularly published by or about companies in such other countries. The difficulty in obtaining such information may mean that the Fund may experience difficulties in obtaining reliable information regarding any corporate actions and dividends of companies in which the Fund has invested which may, in turn, lead to difficulties in determining the Net Asset Value with the same degree of accuracy which might be expected from more established markets. Indian accounting standards and requirements also differ in significant respects from those applicable to companies in many OECD countries. Indian trading, settlement and custodial systems are not as developed as certain OECD countries, and the assets of the Fund which are traded in the Indian market and which have been entrusted to sub-depositaries in the Indian market may be exposed to risk.

#### *Loss of FPI Registration*

For accessing the Indian securities market, the Fund will need to be registered as a FPI under the FPI Regulations. The investment by the Fund is dependent on the continued registration of the Fund as a FPI.

In the event such registration as an FPI is terminated or is not renewed, the Fund could potentially be forced to redeem the investments held in the particular share class, and such forced redemption could adversely affect the returns to the Shareholders.

#### *Investigations*

Any investigations of, or actions against, the Fund initiated by SEBI or any other Indian regulatory authority may impose a ban of the investment and advisory activities of the Fund.

#### *Share Currency Designation Risk*

A Class of Shares of the Fund may be designated in a currency other than the Base Currency of the Fund and/or the designated currencies in which the Fund's assets are denominated. Redemption proceeds and any distributions to Shareholders will normally be made in the currency of denomination of the relevant Class. Changes in the exchange rate between the Base Currency and such designated currency or changes in the exchange rate between the designated currencies in which the Fund's assets are denominated and the designated currency of a Class may lead to a depreciation of the value

of such Shares as expressed in the designated currency. Where a Class of the Fund is designated as “hedged”, the Investment Manager will try to mitigate this risk by using financial instruments within the Fund’s investments, (see the section “Hedged Classes”). Investors should be aware that foreign currency exposure of the investments this strategy may substantially limit Shareholders of the relevant Class from benefiting if the designated currency of their Shares falls against the Fund’s Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments. Financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Shares of the Fund.

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

## **21. Calculation and Publication of Net Asset Value per Share**

The Net Asset Value per Share is calculated in accordance with the “Net Asset Value and Valuation of Assets” section of the Prospectus, using closing bid prices.

In addition to the publication of the Net Asset Value per Share in the manner described in the Prospectus at the section entitled “Publication of Net Asset Value per Share”, the Net Asset Value per Share of the Sub-Fund shall also be available from Bloomberg, which shall be updated following each calculation of Net Asset Value per Share.

## **22. Communications and Notices to Shareholders**

Communications with Shareholders will also be published on the website of the Investment Manager, being [www.utifunds.com](http://www.utifunds.com). Investors should regularly visit this website, or request that their stockbrokers or other financial agents or advisors do so on their behalf, to ensure that they obtain such information on a timely basis.

## **23. Profile of a Typical Investor**

Typical investors will be (i) those who are particularly knowledgeable in investment matters, in particular financially sophisticated high net worth individuals and institutional investors and (ii) retail investors although retail investors are primarily expected to invest in Shares through the secondary market. An investment in the Sub-Fund is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Prospective investors should consult with their professional and financial advisors

before making an application for Shares.

The Sub-Fund is suitable to investors with a medium to long term time horizon (typically 3 to 5 years).  
The investment is not suitable for short term investors.

**Dated 26<sup>th</sup> September, 2023**

## Appendix I – FPI Regime

### Investment Restrictions applicable to FPIs

Under the FPI Regulations, FPIs are permitted to invest in the following instruments subject to conditions as may be specified by the RBI or SEBI from time to time:

- securities in the primary and secondary markets including shares, debentures and warrants of companies listed or to be listed on a recognised stock exchange in India;
- units of schemes floated by domestic mutual funds;
- units of schemes floated by a collective investment scheme;
- dated Government securities;
- listed non-convertible debentures (“NCDs”)/bonds issued by an Indian company;
- derivatives traded on a recognized stock exchange in India;
- commercial papers issued by Indian companies;
- INR denominated credit enhanced bonds;
- security receipts issued by Asset Reconstruction Companies (ARCs);
- Indian depository receipts;
- to be listed NCDs / bonds, only if the listing of such NCDs/ bonds is committed to be done within 15 days such investment;
- listed and unlisted NCDs/ bonds issued by companies in the infrastructure sector. Infrastructure sector companies are companies that are engaged in activities pertaining to (i) power, (ii) telecommunication, (iii) railways, (iv) roads including bridges, (v) sea port and airport, (vi) industrial parks, (vii) urban infrastructure (water supply, sanitation and sewage projects), (viii) mining, exploration and refining and (ix) cold storage or cold room facility, including for farm level pre-cooling, for preservation or storage of agricultural and allied produce, marine products and meat;
- NCDs/bonds issued by non-banking financial companies categorised as infrastructure finance companies by the RBI;
- Rupee denominated bond/units issued by infrastructure debt funds;
- Perpetual debt instruments and debt capital instruments, as specified by the RBI from time to time.

### Investment Requirements

In order to gain access to the Indian market, currently the Fund must have the following:

1. FPI registration with the designated depository participant;
2. PAN card issued by Indian Income Tax department. The PAN card means the Permanent account number. This is a ten-digit alphanumeric number, issued in the form of a laminated card, by the Income Tax Department in India, to any “person” who applies for it or to whom the department allots the number without an application;
3. NSCCL/BSE codes for facilitating the trading in both the exchanges;
4. Appointment of an compliance officer;
5. Custody account with the Indian depository bank acting as sub-depository to the Depository; and
6. Special non-resident rupee account with an AD Bank in India.

## Appendix II – SFDR Annex

**Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852**

**Product name:** UTI India Balanced Fund (the “Sub-Fund”) **Legal entity identifier:** 549300M38BE797F4EN34

# Environmental and/or social characteristics

**Does this financial product have a sustainable investment objective?**

**Yes**
  **No**

<input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective: ___%</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul>	<input type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments <ul style="list-style-type: none"> <li><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul>
<input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective: ___%</b>	<input checked="" type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b>

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.



**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

## What environmental and/or social characteristics are promoted by this financial product?

The environmental characteristics promoted by the Sub-Fund are:

- carbon neutrality;
- Co2 emission reductions;
- decarbonisation efforts;
- use of renewable energy;
- electrification;
- water management; and
- toxic waste management.

The social characteristics promoted by the Sub-Fund are:

- employee health and safety;
- gender diversity; and
- product safety.

### ● **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

Please refer to the table below for the indicators that the Investment Manager tracks on an annual basis to measure the attainment of each of the environmental or social characteristics promoted by the Sub-Fund. Depending on the disclosures and progress of investee companies, the Investment Manager then actively engages with the relevant investee companies to discuss any deviations from set targets.

Environment Indicators	
Key Parameters	Datapoints
<b>Carbon Emissions &amp; Reduction Targets</b>	
	Scope 1 emission
	Scope 2 emission
	Scope 3 emission
	Direct GHG Emissions
	In-direct GHG Emissions
	Targets to reduce Co2e Emissions
<b>Water Consumption &amp; Reduction Targets</b>	
	Consumption (m3)
	Withdrawal (m3)
	% Water Recycled
	Water Intensity/Sales
	Targets to Reduce Water Consumption
	Rain Water Harvesting
<b>Toxic &amp; Hazardous Waste Emissions &amp; Reduction Targets</b>	
	Sox (tons)
	Nox (tons)

	Sox Intensity (tons/Rsmn)
	Nox Intensity (tons/Rsmn)
	Particulate Matter (tons)
	Ozone Depleting Substances (tons)
	Total Waste
	Hazardous Waste
	Targets to reduce Waste
<b>Opportunity in Clean Technology</b>	
	% Renewable Electricity Share
	% Electric/Hybrid/CNG vehicles in Portfolio
<b>Social Indicators</b>	
<b>Employee Health &amp; Safety</b>	<b>Datapoints</b>
	Employee Benefits
	Employee Engagement
	Employee Attrition Rate
	Women Workforce Participation Rate
	Fatalities
<b>Product Quality &amp; Safety</b>	
	Product Quality Control
	Product Recalls
	FDA Warning Letters

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

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

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



### Does this financial product consider principal adverse impacts on sustainability factors?

Yes.

This Sub-Fund considers PAI on sustainability factors. This is done in a number of ways.

- The Investment Manager’s decision on whether to make an investment in a company, and the size of that investment, takes into account a wide range of PAI Indicators relating to the social, environmental and governance characteristics of that company, including the adverse impact that the company is having on sustainability.
- The product does not invest in any companies engaged in certain activities which, in the opinion of the Investment Manager, are associated with a particularly adverse impact on sustainability. These include but are not limited to companies involved in the in the business of production, exploration, mining & processing of thermal coal.
- The Investment Manager engages with companies in which it invests on a range of issues, including engagement with companies which have high adverse impact, with a view to influencing the company to change its activities in a manner which will reduce the adverse impact.

The specific PAI indicators that are taken into consideration are subject to data availability and may evolve with improving data quality and availability.

The Sub-Fund’s annual financial statements will disclose how PAI have been considered on sustainability factors.

No



**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

## What investment strategy does this financial product follow?

The Sub-Fund aims to achieve a higher return for investors by dynamic asset allocation between debt and equity which will be done on a quarterly basis. The equity portion of the Sub-Fund will invest in a diversified portfolio of stocks, as further described below, with predominant exposure to large cap companies. The debt portion of the scheme will be invested in high quality fixed income instrument. The Sub-Fund's investment strategy will be driven by three key factors, which are qualitative, quantitative and fundamental in nature.

### Equity:

The Investment Manager shall in the case of equities predominantly follow a bottom-up approach with emphasis on building exposure around strong blue chip companies that have a high earnings growth potential on account of the size of the future business opportunity. The Sub-Fund shall have a higher weightage into industries that exhibit the following factors; stable and secular growth prospects, ability to generate high operating cashflows and preferably free cashflows as well, minimum volatility in margins and the ability to maintain growth rates despite slow-down in the sector. The Investment Manager selects these industries by analysing data relating to companies from the previous 10 - 15 years to determine their strengths to withstand various economic cycles, while taking the above factors into consideration. The Sub-Fund shall be a diversified fund and shall not have any sector or industry focus, however it is expected that the Sub-Fund will invest across many of the following sectors: Banking & Financial Services, Information Technology, Consumer Goods, Healthcare, Automobile, Industrials, Cement, Energy and Telecom services. The Sub-Fund will not follow a benchmark and will be actively managed.

### Fixed Income:

The Sub-Fund's investment strategy is to generate total returns with moderate levels of credit risk by investing in a portfolio of fixed income securities issued by the Central Government of India (including green bonds issued by the Government of India), State Governments of India, Indian Public Sector Undertakings, and Indian companies or companies deriving a significant portion of their business in India. The Sub-Fund will invest in both local currency (INR) denominated debt as well as offshore, foreign currency debt of Indian issuers. Offshore, foreign currency debt of Indian issuers refers to bonds and debt instruments issued by Indian corporations and financial institutions in currencies other than INR. The Sub-Fund may invest some part of its assets in debt instruments, issued by Indian companies and banks, denominated in USD or other foreign currencies. This exposure to non-INR investments may be converted to INR exposure through the use of non-deliverable forward contracts. The Sub-Fund may also

invest up to 10% of net assets in fixed deposits held with offshore branches of Indian banks, for ancillary liquidity purposes only, in accordance with the requirements of the Central Bank UCITS Regulations.

The Sub-Fund seeks to promote good environmental and social standards and invests in companies that apply good corporate governance practices, with a particular focus on the characteristics listed above under ***“What environmental and/or social characteristics are promoted by this financial product?”***.

To achieve this, the Sub-Fund pursues the following approaches in the investment process via exclusions, ESG integration, active ownership and positive screening, as further detailed below.

Exclusions: The Investment Manager, in consultation with the Investment Advisor, has determined that certain companies will be excluded from the Sub-Fund’s investment universe where any one or more factors mentioned below are applicable to the relevant company. The Investment Manager strives to ensure that the investee companies are against any form of slavery and forced labour and are committed to ethical business practices. The Sub-Fund does not invest in companies that have been found guilty in exploiting children for labour or have been guilty in violating human rights. The Investment Manager encourages the investee companies to follow the 10 principles and become a signatory to UN Global Compact. The Investment Manager expects the investee companies to formally commit to respect human rights and have a human rights due diligence process in place.

As part of the Investment Manager’s internal due diligence process, all existing and potential investments are routinely screened through one or more specialised ESG research providers to assess any violations of acceptable business practices including alignment with OECD Guidelines and UN Guiding Principles.

Exclusion filters are also applied to the portfolio construction process to restrict investments in companies that are allegedly involved in breaches of international law and norms on environmental protection, human rights, labour standards and anti-corruption.

The Investment Manager, in consultation with the Investment Advisor, assesses the governance practices of issuers through active analysis of the relevant companies’ financial and operational health. The Investment Manager, in consultation with the Investment Advisor, analyses companies as going concerns and evaluates companies’ track records over a long period of time, in addition to using governance ratings provided by third party data providers to supplement their research. In addition, the Investment Manager, in consultation with the Investment Advisor, directly engages with management at regular intervals in order to satisfy itself that the relevant issuers follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. The Investment Manager,

in consultation with the Investment Advisor, monitors investee companies and checks whether companies have policies in place on these factors. In addition, the Investment Manager, in consultation with the Investment Advisor, has adopted a stewardship code.

The Investment Manager, in consultation with the Investment Advisor, ensures that at least:

- 90% of equities issued by large capitalisation companies whose registered office is located in developed countries, debt securities and money market instrument with an investment grade credit rating, sovereign debt issued by developed countries, and
- 75% of equities issued by large capitalisation companies whose registered office is located in emerging countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield rating and sovereign debt issued by emerging countries,

held in the Sub-Fund's portfolio are rated against the sustainability criteria.

Positive screening: After potential investments are chosen through the Investment Manager's internal screening process, it then applies positive screening which reduces the Sub-Fund's investable universe by 7-8%.

Monitoring compliance: The Investment Manager, in consultation with the Investment Advisor, monitors compliance with the environmental and/or social characteristics outlined above on a regular basis through ongoing monitoring of sustainability indicators using company and third-party data providers. If the Investment Manager is not satisfied with a particular stock following engagement with the relevant investee company, it will adjust the Sub-Fund's portfolio to maintain alignment with the key indicators being monitored.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

Exclusion Policy: The Investment Manager implements an exclusion policy which eliminates any company from the Sub-Fund's universe which may cause significant environmental or social harm.

The exclusion policy can be found on the Investment Manager's website and includes:

- Companies in the business of production, exploration, mining & processing of thermal coal.
- Companies that generate more than 75% of their captive power using thermal coal.
- Companies that derive more than 25% of their revenue from activities related to fossil fuels.

- Companies that derive more than 20% of their revenue from Alcohol, Tobacco or Gambling.
- Companies that are engaged in the manufacturing or distribution of controversial weapons, which includes:
  - cluster bombs and munitions
  - landmines
  - chemical and biological weapons
  - nuclear weapons
  - Depleted uranium
  - White phosphorous
  - Blinding laser weapons
  - Non-detectable fragments
- Companies that have been found guilty of exploiting children for labour.
- Companies that have been found guilty of the following in a persistent and systemic manner without any acceptable corrective actions taken and the issue is considered to be material in the context of the overall operations of the company:
  - Violating human rights
  - Involved in environmental pollution
  - Involved in systemic corruption

In addition to the Investment Manager's exclusion policy, the following binding elements are used by the Investment Manager to select the investments to attain each of the environmental and/or social characteristics promoted by the Sub-Fund:

- ESG due diligence assessing selected sustainability indicators; and
- ESG due diligence assessing good governance practices (including sound management structures, employee relations, remuneration of staff, and tax compliance).

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

0% of Net Asset Value - there is no commitment to reduce the scope of investments by a minimum rate.

● ***What is the policy to assess good governance practices of the investee companies?***

Corporate governance factors are an integral component of the Investment Manager's

investment philosophy and company selection process. The Investment Manager has an experienced investment team which enables it to incorporate insights on management track record on corporate governance, gained over decades, into its investment management process. This is described further above under “***What investment strategy does this financial product follow?***”

The Investment Manager also seeks to engage with investee companies on corporate governance issues such as capital allocation, related party transactions, board composition, board committees’ composition, board gender diversity, management compensation (CEO remuneration) and compliance lapses.

Further, the Investment Manager aims to promote good governance practices through proxy voting, for example, by voting against management resolutions that are not aligned with best practices or are not aligned with investors’ interests.

The good governance practices only apply to investments in companies and do not apply to government bonds.



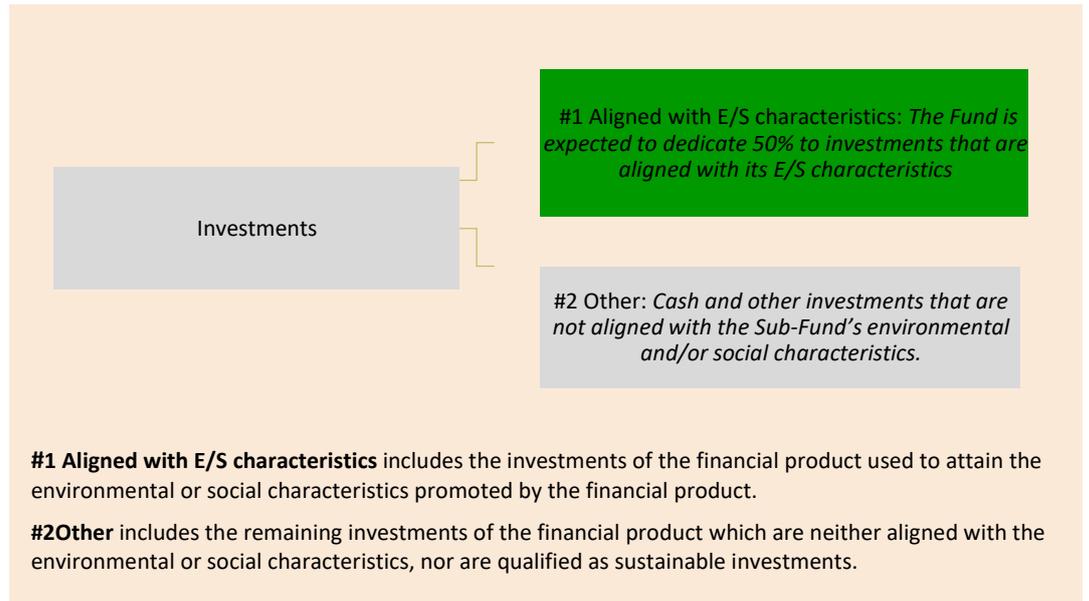
### Asset allocation

describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

## What is the asset allocation planned for this financial product?



The minimum proportion of the investments of the financial product used to meet the environmental or social characteristics promoted by the Sub-Fund is 50%.

The remaining portion of investments is up to 50% and is made up of cash and other investments that are not aligned with the Sub-Fund's environmental and/or social characteristics i.e. securities issued by the Government of India.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

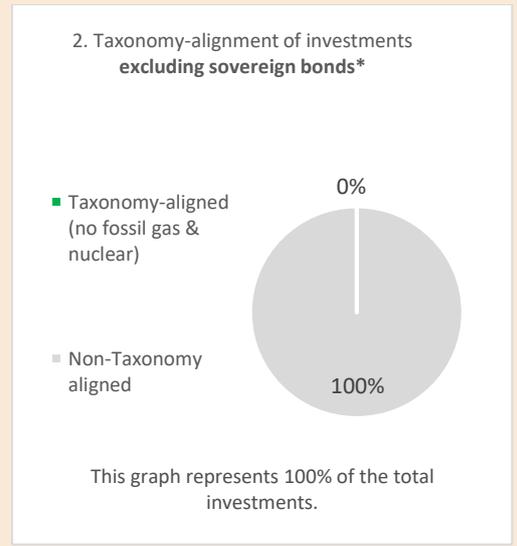
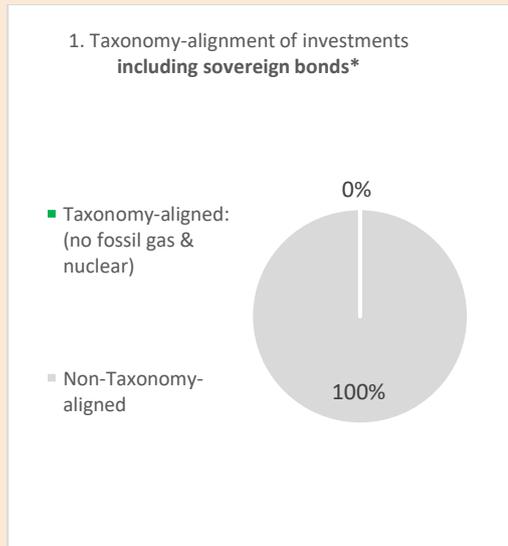
As at the date hereof, it is expected that the minimum proportion of investments of the product in environmentally sustainable economic activities aligned with the EU Taxonomy shall be 0%.

**Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>12</sup>?**

Yes:  In fossil gas  In nuclear energy

No:

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.*



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

**What is the minimum share of investments in transitional and enabling activities?**

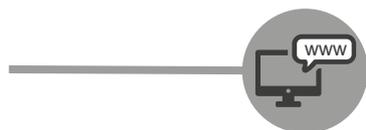
0% of Net Asset Value.

<sup>12</sup> Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.



## **What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

Cash for ancillary liquidity and other investments that are not aligned with the Sub-Fund’s environmental and/or social characteristics i.e. securities issued by the Government of India in line with the Investment Policy of the Sub-Fund.



### **Where can I find more product specific information online?**

**More product-specific information can be found on the website:**

<https://utifunds.com/sfdr-disclosure/>

The Investment Manager’s responsible investing policy can also be found on the website:

<https://utifunds.com/responsible-investing-policy/#>

**SUPPLEMENT 4**  
**DATED 26<sup>th</sup> September, 2023**

**to the Prospectus issued for UTI Goldfinch Funds Plc dated 26<sup>th</sup> September, 2023**

**UTI India Innovation Fund**

This Supplement contains information relating specifically to the UTI India Innovation Fund (the “Sub-Fund”), a Sub-Fund of **UTI Goldfinch Funds PLC** (the “Fund”), an open-ended umbrella type investment company with segregated liability between Sub-Funds and authorised by the Central Bank on 30<sup>th</sup> September, 2014 as a UCITS pursuant to the UCITS Regulations.

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Fund dated 26<sup>th</sup> September, 2023 (the “Prospectus”) which precedes this Supplement and is incorporated herein.**

As at the date of this Supplement, the Fund has three other existing sub-funds, UTI India Sovereign Bond UCITS ETF, UTI India Dynamic Equity Fund and UTI India Balanced Fund.

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

The Directors currently do not intend to seek a listing of the Shares with Euronext. In future, should the Directors decide to create additional Sub-Funds or Classes, the Fund may in its discretion apply for the Shares of such Sub-Funds to be listed on Euronext. For so long as the Shares of any Sub-Fund are listed on Euronext, the Fund shall endeavour to comply with the requirements of Euronext relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Ireland this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription.

Investors should read and consider the section entitled “Risk Factors” in both the Prospectus and this Supplement before investing in the Sub-Fund.

This document does not constitute or form part of any offer or invitation to sell or issue, or the solicitation of any offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful.

## 1. Interpretation

Capitalised expressions used and not defined below shall bear the meanings as set out in the Prospectus.

The expressions below shall have the following meanings:

“Application Form”	means any application form as the Directors may prescribe, to be completed by investors subscribing for Shares in the Sub-Fund.
“Base Currency”	USD.
“Benchmark”	means the NIFTY 500 Index.
“BSE”	means the Bombay Stock Exchange in India
"Business Day"	means any day (except Saturday or Sunday) on which (i) banks & stock exchanges in India, and (ii) banks in Ireland and Singapore are generally open for business, or (iii) if there is more than one such securities markets, the securities market designated by the Investment Manager, in consultation with the directors, is open for normal trading, or such other day or days as may be determined by the Directors following consultation with the Manager from time to time and notified in advance to the Shareholders.
"Dealing Day"	means the first, and any, Business Day and/or such other day or days as may be determined by the Directors, in consultation with the Manager, from time to time and notified in advance to the Shareholders, provided that there shall be at least one Dealing Day every fortnight.
“Dealing Deadline”	means 10 a.m. (Irish time) on the Business Day, or such other time as the Directors, in consultation with the Manager, may determine and notify to Shareholders, provided always that the Dealing Deadline precedes the Valuation Point.
“FII”	means Foreign Institutional Investor.
“FII Regulations”	means Foreign Institutional Regulations, 1995.
“FPI”	means Foreign Portfolio Investor.

“FPI Regulations”	means SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended in 2019.
“Initial Price”	means as described for each Share Class in the table below under the heading “ 2. Share Classes”.
“INR”	means, Indian rupee, the lawful currency for the time being of India.
“Investment Manager”	means UTI International (Singapore) Private Limited.
“NSE”	means the National Stock Exchange in India
“RBI”	means the Reserve Bank of India.
“SEBI”	means the Securities and Exchange Board of India.
“Valuation Point”	means 12 noon (Irish time) on the relevant Business Day.

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

## 2. Share Classes

Class	Class Currency	Initial Price	Minimum Transaction Size for Initial investment*	Minimum Holding amount*	Minimum Transaction Size for subsequent investments*	Minimum Transaction Size for redemptions*	Hedged/ Unhedged	Distributing Class/ Accumulating Class
USD Retail Accum.	USD	10.00	0	0	0	0	Unhedged	Accumulating
USD Retail Dist.	USD	10.00	0	0	0	0	Unhedged	Distributing
USD Institutional Accum.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
USD Institutional Dist.	USD	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
USD RDR Accum.	USD	10.00	0	0	0	0	Unhedged	Accumulating
USD RDR Dist.	USD	10.00	0	0	0	0	Unhedged	Distributing
EUR RDR Accum.	EUR	10.00	0	0	0	0	Unhedged	Accumulating
EUR RDR Dist.	EUR	10.00	0	0	0	0	Unhedged	Distributing
EUR Institutional Accum.	EUR	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
EUR Institutional Dist.	EUR	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
Class C USD Accum.	USD	10.00	500	500	500	500	Unhedged	Accumulating

Class C USD Dist.	USD	10.00	500	500	500	500	Unhedged	Distributing
GBP RDR Accum.	GBP	10.00	0	0	0	0	Unhedged	Accumulating
GBP RDR Dist.	GBP	10.00	0	0	0	0	Unhedged	Distributing
EUR Retail Accum.	EUR	10.00	0	0	0	0	Unhedged	Accumulating
EUR Retail Dist.	EUR	10.00	0	0	0	0	Unhedged	Distributing
CHF Retail Accum.	CHF	10.00	0	0	0	0	Unhedged	Accumulating
CHF Retail Dist.	CHF	10.00	0	0	0	0	Unhedged	Distributing
CHF Institutional Accum.	CHF	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
CHF Institutional Dist.	CHF	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
JPY Institutional Accum.	JPY	1000.00	50,000,000	50,000,000	5,000,000	5,000,000	Unhedged	Accumulating
JPY Institutional Dist.	JPY	1000.00	50,000,000	50,000,000	5,000,000	5,000,000	Unhedged	Distributing
JPY Retail Accum.	JPY	1000.00	0	0	0	0	Unhedged	Accumulating
JPY Retail Dist.	JPY	1000.00	0	0	0	0	Unhedged	Distributing
USD RDR II Accum.	USD	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating
USD RDR II Dist.	USD	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
GBP RDR II Accum.	GBP	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating
GBP RDR II Dist.	GBP	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
EUR RDR II Accum.	EUR	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating
EUR RDR II Dist.	EUR	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
CHF RDR Accum.	CHF	10.00	500	0	0	0	Unhedged	Accumulating
CHF RDR Dist.	CHF	10.00	0	0	0	0	Unhedged	Distributing
CHF RDR II Accum.	CHF	10.00	5,000,000	5,000,000	500	500	Unhedged	Accumulating
CHF RDR II Dist.	CHF	10.00	5,000,000	5,000,000	500	500	Unhedged	Distributing
GBP Institutional Accum.	GBP	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
GBP Institutional Dist.	GBP	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
EUR Super Retail Accum.	EUR	10.00	10	10	10	10	Unhedged	Accumulating
EUR Super Retail Dist.	EUR	10.00	10	10	10	10	Unhedged	Distributing
SGD Retail Dist.	SGD	10.00	0	0	0	0	Unhedged	Distributing
SGD Retail Accum.	SGD	10.00	0	0	0	0	Unhedged	Accumulating
SGD Retail Accum. II	SGD	10.00	0	0	0	0	Unhedged	Accumulating

SGD Retail Dist. II	SGD	10.00	0	0	0	0	Unhedged	Distributing
SGD Institutional Accum.	SGD	10.00	500,000	500,000	500,000	500,000	Unhedged	Accumulating
SGD Institutional Dist.	SGD	10.00	500,000	500,000	500,000	500,000	Unhedged	Distributing
NOK Institutional Accum.	NOK	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
NOK Institutional Dist.	NOK	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
NOK Retail Accum.	NOK	10.00	0	0	0	0	Unhedged	Accumulating
NOK Retail Dist.	NOK	10.00	0	0	0	0	Unhedged	Distributing
NOK RDR Accum	NOK	10.00	0	0	0	0	Unhedged	Accumulating
NOK RDR Dist.	NOK	10.00	0	0	0	0	Unhedged	Distributing
SEK Institutional Accum.	SEK	10.00	500,000	500,000	50,000	50,000	Unhedged	Accumulating
SEK Institutional Dist.	SEK	10.00	500,000	500,000	50,000	50,000	Unhedged	Distributing
SEK Retail Accum.	SEK	10.00	0	0	0	0	Unhedged	Accumulating
SEK Retail Dist.	SEK	10.00	0	0	0	0	Unhedged	Distributing
SEK RDR Accum.	SEK	10.00	0	0	0	0	Unhedged	Accumulating
SEK RDR Dist	SEK	10.00	0	0	0	0	Unhedged	Distributing

*\*in relevant Share Class currency.*

The Retail Distribution Review (“RDR”) Unit Classes are intended for investors who are resident in countries which prohibit the payment of trailer fees and commissions and/or to investors with a separate fee arrangement with their financial intermediary. For the avoidance of doubt, reference to the RDR Share Classes includes both the RDR and RDR II Share Classes.

The RDR Share Classes of the Sub-Fund are available, at the discretion of the Directors, to eligible investors that have entered into separate fee arrangements with sub-distributors. If operating within the European Union (excluding UK) the sub-distributors will ordinarily be sub-distributors providing (i) discretionary portfolio management to their clients; (ii) investment advice on an independent basis to their clients or (iii) investment advice on a non-independent basis to their clients where those sub-distributors have agreed with their clients to receive fee-based remuneration and will not receive commission and or trailer fees.

In order to assist the Sub-Fund in minimising its on-going expenses, the Investment Manager will assume any expenses in excess of 1.00% of the total expense ratio relating to the following Share Classes; USD RDR II Accum., the USD RDR II Dist., the GBP RDR II Accum., the GBP RDR II Dist., the EUR RDR II Dist., the EUR RDR II Accum., the CHF RDR II Accum. and the CHF RDR II Dist. In

order to assist the Sub-Fund in minimising its on-going expenses, the Investment Manager will also assume expenses in excess of 1.75% of the total expense ratio relating to the SGD Retail Accum. II and SGD Retail Dist. II.

The Directors have the power to issue further Classes of Shares upon prior notification to and clearance in advance from the Central Bank.

The Directors following consultation with the Manager reserve the right to differentiate between Shareholders as to and waive or reduce the Minimum Transaction Size for Initial investment, the Minimum Holding amount, the Minimum Transaction Size for subsequent investments and the Minimum Transaction Size for redemptions for certain Shareholders.

### **3. Investment Objective**

The investment objective of the Sub-Fund is to achieve medium to long-term returns through investment primarily in growth and innovation oriented Indian stocks which are already listed or soon to be listed on a Recognised Exchange.

### **4. Investment Policy**

The Investment Manager intends to achieve the Sub-Fund's investment objective by investing on a permanent basis more than 75% of its Net Asset Value of the Sub-Fund in a diversified portfolio of equities and equity related securities of (i) large, mid and small-cap corporations that have their registered office and primary operations in India and which are listed on Recognised Exchanges worldwide, (ii) large, mid and small-cap corporations that conduct a significant part of their economic activity in India i.e. more than 50% of their revenues are derived from activities done in India and which are listed or about to be listed on Recognised Exchanges worldwide and/or (iii) large, mid and small-cap corporations whose equity and equity related securities are listed, traded or dealt in on any recognised Indian stock exchanges listed in Appendix II of the Prospectus. The investment in securities which are listed on Recognised Exchanges other than BSE and NSE in India will not exceed more than 25% of the Net Asset Value of the Sub-Fund.

The Investment Manager uses the following framework for defining market cap:

- The top 100 companies of India by market capitalisation : Large Cap
- Companies 101 through to 250 by market capitalisation : Mid Cap
- Companies with Market Capitalisation smaller than the 250th company: Small Cap

This is the most commonly used framework of market capitalisation in India since it has been mandated by the capital markets regulator Securities and Exchange Board of India ("SEBI"). At the date of this Supplement the market cap of the 100<sup>th</sup> largest company is approximately USD 5 Billion and that of the 250<sup>th</sup> company is approximately USD 1 Billion.

The Investment Manager does not have pre-defined limits for investments into large, mid and small cap companies.

The Sub-Fund will follow a bottom-up research based approach to stock picking. The research will comprise quantitative financial metrics, qualitative factors as well as ESG factors. The elements that the Investment Manager's research based approach considers while evaluating companies for inclusion in the Sub-Fund's portfolio are described under the heading "Investment Strategy" below.

In relation to the equity related securities in which the Sub-Fund may invest, these may include preference shares and American Depositary Receipts ("ADRs") and Global Depositary Receipts ("GDRs") of Indian companies which are listed on a Recognised Exchange for the purpose of gaining indirect exposure to equity securities where the Investment Manager feels it is more efficient to do so. The total exposure in equity related securities will not exceed 25% of the Net Asset Value of the Sub-Fund.

As a result of the preceding paragraph, the Sub-Fund will continuously invest more than 50% of its Net Asset Value in equities of corporations listed on the BSE and NSE in India.

The Sub-Fund has no restrictions as to the proportion of assets allocated to companies in any particular economic sector.

Although it is the intention of the Investment Manager to deploy its assets as detailed above, the Sub-Fund may also retain up to 10% in cash, cash equivalents and money market instruments (including, but not limited to, cash deposits, commercial paper and certificates of deposit) in the appropriate circumstances. Such circumstances may include but are not limited to where market conditions may require a defensive investment strategy, the holding of cash on deposit pending reinvestment, the holding of cash in order to meet redemptions and payment of expenses. However, the above limit may be increased during periods where the Investment Manager believes that a larger cash position is warranted such as periods of economic uncertainty.

In accordance with the investment restrictions set out in Appendix I of the Prospectus, the Investment Manager will also have the flexibility to invest up to a maximum in aggregate of 10% of the Net Asset Value of the Sub-Fund in unlisted companies and pre-IPO companies in order to maximise the investment objective of the Sub-Fund. Such companies will also undergo the standard rigour of thorough research and evaluation as described under the heading "Investment Strategy" below.

The Sub-Fund is considered to be actively managed in reference to the Benchmark by virtue of the fact that it uses the Benchmark for performance comparison purposes only. The Benchmark is not used to define the portfolio composition of the Sub-Fund and is not used as a performance target. The Sub-Fund may invest in securities which are not constituents of the Benchmark.

The Benchmark represents top 500 companies selected based on full market capitalization from the eligible universe.

## Sustainability Disclosure

The Sub-Fund falls within the scope of Article 8 under the SFDR, i.e. a fund that promotes environmental and/or social characteristics.

The environmental characteristics promoted by the Sub-Fund are:

Carbon neutrality	Use of renewable energy	Toxic waste management.
Co2 emission reductions	Electrification	
Decarbonisation efforts	Water management	

The social characteristics promoted by the Sub-Fund are:

employee health and safety	gender diversity
Product safety	

The Sub-Fund will not make any sustainable investments.

The Sub-Fund considers principal adverse impacts on sustainability factors in a number of ways, as further outlined within the SFDR Annex included at Appendix II to this Supplement.

For further information on the Sub-Fund's ESG strategy, please refer to the Investment Strategy below and the SFDR Annex included at Appendix II to this Supplement.

## 6. Investment Strategy

### *Focus on Technology, Innovation and Disruption ("TID")*

The Sub-Fund is a thematic fund focused on TID in India. The Sub-Fund will not follow a benchmark and will be actively managed. The Investment Manager will predominantly follow a bottom-up approach to seek companies that exhibit strong TID characteristics. Such companies could be in any sector and could be large established blue chip companies or young start-ups in the pre-IPO stage. The rapid rise of digital technologies has created opportunities in fields as diverse as healthcare, e-commerce, fintech, edu-tech, agri-tech and renewable energy. Given India's scale, demographics and internet penetration, many such companies are likely to have a high earnings growth potential.

### *Investment approach*

Through its bottom-up investment approach, the Investment Manager identifies and screens opportunities across multiple industries in India.

Listed below are the elements that the Investment Manager's research based approach considers while evaluating listed companies, unlisted companies and pre-IPO companies for inclusion in the Sub-Fund's portfolio:

- Robustness of the business model and potential for growth – this can be measured by assessing the past performance and the track record of growth and margins of the relevant company and whether this has been consistent. The Investment Manager, for completeness, examines the relevant company's margins and profitability during periods when commodity prices and supply were volatile.

For example, in periods where prices of crude oil are high, a company whose profitability will be impacted by this (as it cannot pass this commodity price increase to its customers at the same proportion as the increase in the crude oil) will be excluded from consideration as an investment of the Sub-Fund. The operating cash flows generated by the company will also be reviewed, with companies consistently generating positive cash flows being viewed more favourably than those with negative cash flows.

The company's potential for growth can be determined partly by; (i) assessing the expected growth in the industry that the company is present in and the scope of market share gains of the company within the industry; and (ii) assessing the capital expenditure that the company executes and its ability to increase productivity in new facilities.

- Quality of the management and governance standards – quality of management can be judged based on the relevant company's past track record of; (i) governance with respect to minority shareholders; (ii) interaction and transparency with shareholders; (iii) capital allocation track record; and (iv) dividend track record.
- Competitive positioning of the company and the sector/industry – the competitive positioning of the relevant company will be examined by analysing the market share of the company and the structure of the market over time. The Investment Manager will consider the bargaining power that the company has vis a vis its suppliers, clients, strength of the product, entry barriers and availability of substitutes.
- Current and future profitability – this can be measured by analysing the company's sustainability of gross and earnings before interest, taxes, depreciation ("EBITDA") margins. The Investment Manager will consider whether the company's margins are expected to increase or decrease going forward. In the case of an unprofitable company, the Investment Manager may analyse whether possible growth of the company could compensate for some of the near term lack of profitability.
- Total Addressable Market ("TAM") - the TAM assists the Investment Manager to assess the scope of market and potential growth in the market available for the relevant companies. Further considerations are relevant to the Investment Manager when analysing the company, including; (i) affordability; (ii) distribution reach; (iii) production capacity; and (iv) expected market share.
- Adjacencies – the Investment Manager will analyse whether the company's market share has potential to increase by entering into adjacent markets (markets in close proximity to the current operations of the company) and using existing distribution channels.

- Valuation – the Investment Manager will examine the valuation of the relevant company using comparables, such as price-to-earnings ratio (P/E), enterprise value (EV), EBITDA, price-to-sales ratio (P/Sales), enterprise value-to-sales (EV/Sales) or discounted cash flow (DCF). The valuation assessment assists the Investment Manager to assess the relative attractiveness of the business and the potential return on the investment.

The Investment Manager monitors the investment restrictions applicable to the Sub-Fund. As soon as the Investment Manager becomes aware that the weighting of any particular stock exceeds the permitted investment restrictions, the Investment Manager will seek to either unwind that particular position or reduce the Sub-Fund's exposure to that stock to ensure that the Sub-Fund at all times operate within the permitted investment restrictions and complies with the requirements of the UCITS Regulations.

In order to achieve the environmental and/or social characteristics promoted by the Sub-Fund, the Sub-Fund pursues the following approaches in the investment process via exclusions, ESG integration, active ownership and positive screening.

Exclusions: The Investment Manager, in consultation with the Investment Advisor, has determined that certain companies will be excluded from the Sub-Fund's investment universe. The exclusion policy can be found on the Investment Manager's website at <https://utifunds.com/responsible-investing-policy/>

Exclusion filters are also applied to the portfolio construction process to restrict investments in companies that are allegedly involved in breaches of international law and norms on environmental protection, human rights, labour standards and anti-corruption.

The Investment Manager, in consultation with the Investment Advisor, ensures that at least:

- 90% of equities issued by large capitalisation companies whose registered office is located in developed countries, debt securities and money market instrument with an investment grade credit rating, sovereign debt issued by developed countries, and
- 75% of equities issued by large capitalisation companies whose registered office is located in emerging countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield rating and sovereign debt issued by emerging countries,

held in the Sub-Fund's portfolio are rated against the sustainability criteria.

Positive screening: After stocks are chosen through the Investment Manager's internal screening process, it then applies positive screening which reduces the Sub-Fund's investable universe by 7-8%.

Monitoring compliance: The Investment Manager, in consultation with the Investment Advisor, monitors compliance with the environmental and/or social characteristics on a regular basis through ongoing monitoring of sustainability indicators using company and third-party data providers. If the Investment Manager is not satisfied with a particular stock following engagement with the relevant investee

company, it will adjust the Sub-Fund's portfolio to maintain alignment with the key indicators being monitored.

#### *FPI regime*

Investment policies of the Sub-Fund shall comply with the restrictions for FPI investments as established by SEBI and the RBI as set out in Appendix I.

The FPI regime is a regime for foreign investment into India which was introduced pursuant to the FPI Regulations. Under the FPI Regulations all foreign investors who intend to acquire Indian securities from 1 June, 2014 are required to make an application to the designated depository participants to be registered as an FPI. Designated depository participants are the entities which will approve the application as an FPI and are also given the responsibility of granting the FPI license. All investments by foreign investors will need to be made in compliance with the investment conditions prescribed under the FPI Regulations and the regulations and guidelines prescribed by the RBI under Foreign Exchange Management Act (the "FEMA Regulations"). All securities of the Sub-Fund will be held at all times by the Depository.

### **7. Investment and Borrowing Restrictions**

Investment of the assets of the Sub-Fund must comply with the UCITS Regulations. The Directors may impose further restrictions in respect of the Sub-Fund. The investment and borrowing restrictions applying to the Sub-Fund are set out in Appendix I to the Prospectus. With the exception of permitted investments in unlisted securities, investment in securities will be restricted to the stock exchanges or markets listed in Appendix II of the Prospectus of the Fund.

The Sub-Fund may invest up to a maximum of **10%** of the Net Asset Value of the Sub-Fund in other collective investment schemes in accordance with the requirements of the Central Bank and the investment restrictions set out in Appendix I to the Prospectus, where the investment policies of such collective investment schemes are consistent with those of the Sub-Fund.

The Sub-Fund has the ability to hold cash from time to time if the Investment Manager believes it is appropriate and is not obliged to be fully invested.

#### **Borrowing Powers**

The Fund on behalf of the Sub-Fund may only borrow for cash flow purposes on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Sub-Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Fund or the Sub-Fund and may charge the Sub-Funds assets as security for such borrowings only in accordance with the provisions of the UCITS Regulations.

## **Change to Investment and Borrowing Restrictions**

It is intended that the Fund and the Sub-Fund shall have the power, subject to the prior approval of the Central Bank and the prior approval of Shareholders and as disclosed in an updated Prospectus, to avail of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Sub-Fund in securities or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited.

### **8. Efficient Portfolio Management Techniques**

The Sub-Fund will not invest in derivatives instruments (including structured deposits, products or instruments) for investment or hedging purposes. Furthermore, the Sub-Fund itself will not be leveraged for investment, efficient portfolio management or hedging purposes. Shareholders will be notified in advance of any change in this policy. The Sub-Fund will not utilise securities lending or securities repurchase transactions. A risk management process will be submitted to the Central Bank in accordance with Central Bank UCITS Regulations/Guidance prior to the Sub-Fund engaging in financial derivative instrument transactions. Global exposure is measured using the commitment approach. Leverage arising as a result of the use of financial derivative instruments will be limited to 100% of the Net Asset Value of the Sub-Fund.

Upon application, if the Sub-Fund is accepted by the Singapore Central Provident Fund ("CPF") Board into the Singapore Central Provident Fund Investment Scheme ("CPFIS"), the Sub-Fund will seek prior approval from the Singapore CPF Board before utilising any financial derivative instruments and a revised Supplement will be submitted to the Central Bank for approval.

### **9. Investment Manager**

The Manager has appointed UTI International (Singapore) Private Limited as investment manager of the assets of the Sub-Fund with discretionary powers pursuant to the Investment Management Agreement. Under the terms of the Investment Management Agreement the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Sub-Fund in accordance with the investment objective and Policy of the Sub-Fund. The Fund and the Sub-Fund shall not be liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of the Investment Manager or its own acts or omissions following the advice or recommendations of the Investment Manager. The Fund shall hold harmless and indemnify out of the relevant Sub-Funds' assets the Investment Manager from and against all actions, proceedings, damages, claims, costs, demands, charges, losses and expenses including, without limitation, legal and professional expenses on a full indemnity basis ("Loss") which may be brought against, suffered or incurred by the Investment Manager in connection with any act or omission of the Investment Manager taken, or omitted to be taken, in connection with the Sub-Funds or the Investment Management Agreement, other than due to the negligence, fraud, bad faith or wilful default of the Investment Manager. The Investment Management Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice.

The Investment Manager was incorporated in Singapore on 15 November 2006 and is regulated by the Monetary Authority of Singapore in the conduct of financial services and investment management activities.

The Investment Manager is also the Distributor of the Fund.

## **10. Investment Committee**

The Investment Manager has appointed an Investment Committee who are all employees of the Investment Manager, to provide investment advice. The Investment Committee will provide an oversight role for the portfolio managers of the Investment Manager. The biographical details of the members are set out below.

(i) Mr Praveen Jagwani

Mr. Jagwani is an investment and banking professional in the financial services industry since 1992, with over 29 years of track record. He has been with the Investment Manager since 2009. He started his career with ANZ Grindlays Bank in India and worked later in Australia and Bahrain across Credit, Consumer Finance, Information Systems and Private Banking. He later joined Standard Chartered Bank and built the Wealth Management and Investment Advisory business in the Middle East. He was appointed the Chief Investment Officer for Middle East & South Asia and was responsible for Product, Research, Certification and Compliance. He then joined Merrill Lynch and worked with them in London and Dubai in their Hedge Fund & Private Equity Advisory business. Mr. Jagwani holds a graduate degree in Computer Science (B.Sc.) and a Masters degree in Operations Research (M.Sc) from Delhi University. He also has a Masters of Business Administration from XLRI Jamshedpur and has completed the Chartered Financial Analysis (CFA) program from CFA institute USA.

(ii) Mr. Rahul Aggarwal, Fixed Income Portfolio Manager, UTI IS

Mr Aggarwal is responsible for the fixed income portfolio management function of UTI IS. He has close to 12 years of fixed income money management experience having worked for institutions like Edelweiss, IIFL and L&T Investment Management. He graduated from Punjab Engineering College, Chandigarh with a B.E. (Computer Science & Engineering) in 2003 and also holds a Post Graduate Diploma in Management from IIM Calcutta. Mr Aggarwal is a versatile professional who started out as a software developer in 2003 and gradually worked his way into the finance industry. As a testimony to his pursuit of continual learning, he has also obtained the Financial Risk Manager (FRM) designation and also passed level 1 and level 2 of the CFA examination.

(iii) Mr. Manish Khandelwal

Mr Khandelwal a commerce graduate (B.COM), LLB (A) and has done his Masters in Business Administration (MBA) from Symbiosis Institute of Business Management, Pune in 2004. He has around 17 years' experience in the investment management industry. Prior to joining UTI International (Singapore) Private Limited, he worked with UTI AMC in India in Institutional Sales, Distribution, Retail Sales & Marketing and PMS (Portfolio Management services). He regularly interacted with the

intermediaries, service providers and also responsible for advising high net worth clients on their mutual fund investments. Mr Khandelwal is presently working as Director- Products & Operations with UTI International (Singapore) Private Limited. He is responsible for the firm's core business processes Operations, Accounts, Dealing, Products and Marketing functions.

## **11. Investment Advisor**

Pursuant to an investment advisory agreement, the Investment Manager, in consultation with the Manager, has appointed UTI Asset Management Company Ltd as an investment advisor to provide non-discretionary investment advice to the Fund. The Investment Advisor has a large research team working with it based in India and for this reason, it is engaged by the Investment Manager to carry out research in India and then to advise the Investment Manager with a list of recommended stocks compiled using their expertise. The Investment Manager utilises its sole discretion with regard to the composition of the Sub-Fund to pick from this large list of stocks recommended to it by the Investment Advisor. The Investment Manager would then select some of these stocks for the Sub-Fund's portfolio, or it could request that other stocks be recommended. In advance of the stocks being chosen by the Investment Manager, the Investment Manager will carry out its own research, regulatory and compliance checks on the stocks which it has chosen from the list, to ensure the stocks ultimately selected by the Investment Manager are compliant with the UCITS Regulations and the Sub-Fund's investment objective and policy.

UTI Asset Management Company Ltd is a company incorporated in India under the Companies Act, 1956. Its registered office is at UTI Tower, GN Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.

UTI Asset Management Company Ltd is the oldest and one of the largest asset management companies in India. Since October 2020, the firm has been listed on both the National Stock Exchange and the Bombay Stock Exchange in India. T. Rowe Price International has been the firm's single largest shareholder since 2010 and holds a 23% stake.

## **12. Initial Offer of Shares**

The USD Institutional Accum., Class C USD Accum., Class C USD Dist. and USD Retail Accum. Share Class(es) have launched and are available on any Dealing Day at the Net Asset Value.

USD Retail Dist., USD Institutional Dist., USD RDR Accum., USD RDR Dist., EUR RDR Accum., EUR RDR Dist., EUR Institutional Accum., EUR Institutional Dist., GBP RDR Accum., GBP RDR Dist., EUR Retail Accum., EUR Retail Dist., CHF Retail Accum., CHF Retail Dist., CHF Institutional Accum., CHF Institutional Dist., JPY Institutional Accum., JPY Institutional Dist., JPY Retail Accum., JPY Retail Dist., USD RDR II Accum., USD RDR II Dist., GBP RDR II Accum., GBP RDR II Dist., EUR RDR II Accum., EUR RDR II Dist., CHF RDR Accum., CHF RDR Dist., CHF RDR II Accum., CHF RDR II Dist., GBP Institutional Accum., GBP Institutional Dist., EUR Super Retail Accum., EUR Super Retail Dist., SGD Retail Dist., SGD Retail Accum., SGD Retail Accum. II, SGD Retail Dist. II, SGD Institutional Accum. and SGD Institutional Dist. will be offered to investors during the period from 9am (Irish time) on the 13

April, 2022 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the “Initial Offer Period”) at the Initial Price as set out in the table under the heading “2. Share Classes” above.

The NOK Institutional Accum., NOK Institutional Dist., NOK Retail Accum., NOK Retail Dist. NOK RDR Accum. And NOK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the “Initial Offer Period”) at the Initial Price of NOK 10.00 per Share. The SEK Institutional Accum., SEK Institutional Dist., SEK Retail Accum., SEK Retail Dist., SEK RDR Accum. And SEK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27<sup>th</sup> September, 2023 to 5pm (Irish time) on the 25<sup>th</sup> March, 2024 (the “Initial Offer Period”) at the Initial Price of SEK 10.00 per Share.

The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received and otherwise on a quarterly basis. After closing of the Initial Offer Period, Shares in the Sub-Fund will be issued to Shareholders at the Net Asset Value per Share.

### **13. Application for Shares**

Initial applications by non U.S. Persons should be made using an Application Form obtained from the Administrator or Distributor but may, if the Directors so determine, be made by facsimile subject to prompt transmission to the Administrator of the original signed Application Form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Directors or their delegate. For U.S. Persons initial applications should be made using the U.S. Application Form. Subscription applications will not be processed until the original Application Form and acceptable anti-money laundering documentation has been received by the Administrator.

No redemptions or dividends will be processed until the original Application Form and such other papers as may be required by the Directors have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made by facsimile, or by electronic means with the prior agreement of the Administrator and Fund, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Directors or their delegate. Amendments to a Shareholder’s registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

Each initial investor must meet the Minimum Initial Subscription requirement for the applicable Class and retain Shares having a Net Asset Value equivalent to the Minimum Holding requirement for the applicable Class. The Directors may, in their discretion, waive or reduce the Minimum Initial Subscription requirement and the Minimum Holding requirement with respect to any Shareholder or applicant for shares.

Applications accepted by the Administrator on behalf of the Fund and received by the Administrator prior to the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any applications received after the Dealing Deadline will be dealt with on the following Dealing Day subsequent to the relevant Dealing Day unless the Directors in their absolute discretion otherwise determine. Applications

will only be accepted after the Dealing Deadline in exceptional circumstances only. Such discretion may only be exercised by the Directors where the application is received subsequent to the Dealing Deadline but before the Valuation Point. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

Shareholders may be subject to a maximum sales charge of up to **5%** of the subscription amount. Such subscription sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge. This sales charge may be applicable to all of the Share Classes of the Sub-Fund, with the exception of the RDR Classes, Class C USD Accum. and Class C USD Dist.

#### *Swing Pricing*

Under certain circumstances (for example, large volumes of deals), investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in the Sub-Fund. In order to prevent this effect, called "dilution", the Directors, in consultation with the Manager, may determine that a "Swing Pricing" methodology applies and have the power to adjust the Net Asset Value per Share upwards or downwards. This is described in further detail under the section headed "Swing Pricing" in the Prospectus.

#### *Settlement of Shares*

Payment in respect of subscriptions must be received in cleared funds by the Administrator no later than 2 Business Days after the relevant Dealing Day. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Directors or its delegate may (and in the event of non-clearance of funds, shall) cancel the subscription.

#### *Confirmation of Ownership*

Confirmation in writing of entry on the register of Shareholders will be sent to Shareholders within 24 hours of the release of relevant Dealing Day Net Asset Value.

#### *Subscription Fees*

Subscription fees of up to **5%** of the total subscription amount may be charged by any Distributor appointed to the Fund.

#### *Contingent Deferred Sales Charge ("CDSC")*

No sales charge will be payable on the subscription for the Class C USD Accum. and Class C USD Dist. However, a CDSC may be payable to the Distributor in relation to Class C USD Accum. and Class C USD Dist. The CDSC constitutes a fee for services rendered by the Distributor in connection with the distribution, placing and sale of Class C USD Accum. and Class C USD Dist. at the time of such distribution, placing and sale and is not conditioned upon or related to any provision of ongoing services by the Distributor with respect to such Class C USD Accum. and Class C USD Dist. Where Class C

USD Shares are repurchased within the first three years of the date of their subscription, the repurchase proceeds thereof will be subject to a CDSC at the rates set forth in the table below.

<b>Applicable rate of the CDSC</b>	<b>Period from subscription date</b>
3%	1 year
2%	After 1 year but within 2 years
1%	After 2 year but within 3 years
0%	thereafter

The applicable rate of CDSC is determined by reference to the total length of time during which the Class C USD Accum. and Class C USD Dist. being repurchased were in issue. In determining whether a CDSC is applicable, the calculation will be effected in a manner that results in the lowest possible rate being applied. An instruction to sell Class C USD Accum. and Class C USD Dist. will be deemed to have been given for the Shares which have been held for the longest period.

The amount of CDSC is calculated by multiplying the relevant percentage rate as determined above by the price paid for the original issue of Shares being repurchased. A CDSC in respect of Class C USD Accum. and Class C USD Dist. paid to the Sub-Fund reverts to the Distributor. The CDSC may be waived or reduced by the Distributor. Proceeds from the CDSC are used all or in part by the Distributor to pay its expenses in providing distribution related services to the Sub-Fund in relation to the sales and promotion of Class C USD Accum. and Class C USD Dist..

#### **14. Form of Shares and Register**

As with other Irish companies limited by shares, the Fund is required to maintain a register of Shareholders. Written confirmation of entry on the register will be provided. Shares will be in registered form. Only persons appearing on the register of Shareholders will be a Shareholder.

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be calculated to less than two decimal places of a Share.

Subscription monies, representing less than two decimal places of a Share, will not be returned to the investor but will be retained by the Fund in order to defray administration costs.

#### **15. Redemption of Shares**

Shareholders may redeem their Shares on a Dealing Day at the Net Asset Value per Share calculated as at the Valuation Point in relation to that Dealing Day.

Applications for the redemption of Shares should be made to the Administrator by facsimile or written communication or by electronic means with the prior agreement of the Administrator and Fund (in accordance with the requirements of the Central Bank) and should include such information as may be specified from time to time by the Directors or their delegate. Requests for redemption received prior to

the Dealing Deadline for any Dealing Day will be dealt with on that Dealing Day. Any requests for redemption received after the Dealing Deadline for a Dealing Day will be dealt with on the next Dealing Day subsequent to the relevant Dealing Day unless the Directors in their absolute discretion, in consultation with the Manager, and in an equitable manner determine otherwise. Applications for redemption will only be accepted after the Dealing Deadline in exceptional circumstances only. Such discretion may only be exercised by the Directors where the request is received subsequent to the Dealing Deadline but before the Net Asset Valuation Point. Redemption requests will only be paid where cleared funds and completed documents are in place from original subscriptions.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding, the Fund may, if it thinks fit, redeem the whole of the Shareholder's holding.

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

The Directors may, with the consent or at the request of the relevant Shareholders, satisfy any request for the redemption of Shares by the transfer in specie to those Shareholders of assets of the Sub-Fund having a value equal to the redemption price for the Shares redeemed as if the redemption proceeds were paid in cash less any redemption charge and other expenses of the transfer as the Directors may determine.

In accordance with the requirements of the Central Bank, a determination to provide redemption in specie may be solely at the discretion of the Directors where the redeeming Shareholder requests redemption of a number of Shares that represents 20% or more of the Net Asset Value of the Sub-Fund. A Shareholder requesting redemption shall be entitled to request the sale of any asset or assets proposed to be distributed in specie and the distribution to such Shareholder of the cash proceeds of such sale less the costs of such sale which shall be borne by the relevant Shareholder.

The Directors may in their absolute discretion refuse to accept a request for redemption in specie where the Directors determine, in consultation with the Investment Manager, that it would not be practicable to satisfy such a request. Where a request for redemption in specie has been refused by the Directors, in consultation with the Investment Manager, on the basis that it would not be practicable to satisfy such a request, the Administrator will reject the instruction from the relevant Shareholder and inform the Shareholder of the reason for the rejection. The Shareholder then has the option to submit a cash redemption request for settlement in the currency of the relevant Class.

The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Depositary as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the Sub-Fund or relevant Class.

### *Deferral of Redemptions*

The Sub-Fund shall not on any Dealing Day or in any period of **seven** consecutive Dealing Days, be bound to redeem (or consequently effect a conversion of) more than **10%** of the total Net Asset Value of Shares of the Sub-Fund then in issue. If on any Dealing Day, or in any period of **seven** consecutive Dealing Days, the Sub-Fund receives requests for redemptions of a greater value of Shares, it may declare that such redemptions are deferred until a Dealing Day not more than seven Dealing Days following such time. Any redemption requests in respect of the relevant Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the shares to which the original request related have been redeemed. These limits will be used only at times when realising assets of the Sub-Fund to meet unusually heavy redemption requirements would create a liquidity constraint to the detriment of Shareholders remaining within the Sub-Fund.

### *Method of Payment*

Redemption payments will be made to the bank account detailed on the Application Form. Any amendments to an investor's registration details and payment instructions will only be effected on receipt of original documentation by the Administrator.

### *Currency of Payment*

Shareholders will normally be repaid in the currency of the applicable Class. If, however, a Shareholder requests to be repaid in any other freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of and for the account, risk and expense of the Shareholder.

### *Timing of Payment*

Redemption proceeds in respect of Shares will be paid to investors within **10** Business Days of the Dealing Day provided that all required documentation has been furnished to and received by the Administrator.

## **16. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Sub-Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

## 17. Indian Taxation

The discussion of Indian tax matters contained herein is based on existing law, including the provisions of the Indian Income Tax Act, 1961 (ITA), the Income tax Rules, 1962 (the Rules), various circulars and notifications issued thereunder from time to time and the provisions of the Double Tax Avoidance Agreement between India and Ireland (Tax Treaty). The ITA is amended every year by the Finance Act of the relevant year and this summary reflects the amendments made up to Finance Act, 2021. The rates specified in this section are as applicable for the Financial Year 2021-2022 under the ITA and should be increased by applicable surcharge and cess, if any, as currently leviable<sup>[1]</sup>. The tax rates applicable pursuant to the Tax Treaty will generally not be subject to surcharge or cess.

This summary is not intended to constitute a complete analysis of the Indian income-tax implications as applicable and does not constitute legal, professional or tax advice. The relevant tax provisions are subject to change. This section has been prepared to give an overview of the expected tax implications in connection with the income accruing to the Sub-Fund. No assurance can be given that future legislation, administrative rulings or court decisions will not significantly modify the conclusions set forth in this summary, possibly with retroactive effect. Additionally, the discussion of Indian tax matters contained herein does not address the tax consequences to investors arising from the acquisition, holding or disposition of interests in their respective local jurisdictions.

### General

The Sub-Fund is an open-ended Sub-Fund of the Fund. The Fund is an open-ended umbrella type investment Fund with segregated liability between Sub-Funds and established as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011. The investment objective of the Sub-Fund is to invest primarily in Indian equities.

For the purpose of undertaking investments in Indian equities and debt securities, the Sub-Fund has obtained Category I Foreign Portfolio Investor (FPI) registration in accordance with Securities and Exchange Board of India (SEBI) FPI Regulations, 2019 (FPI Regulation). The Sub-Fund has also obtained a tax-id (commonly known as Permanent Account Number or PAN) from Income tax department and is therefore considered as the taxpayer in respect of the income earned through investments in India. Accordingly, the income-tax implications with respect to the income earned by the Sub-Fund are detailed below.

### Legal status in India

The Indian tax provisions lack clarity on the determination of legal status in case of an umbrella fund structure with several sub-funds investing in India on their own with their own set of specific assets and liabilities. It is uncertain whether the legal status of such sub-funds be treated as 'Association of Persons' (AOP) or as 'Corporate'. The Sub-Fund is registered as an AOP with the Indian tax authorities.

### Residency in India

The Sub-Fund will be subject to taxation in India only if: (1) it is regarded as a tax resident of India; or (2) being a non-resident, has an Indian source of income, including income arising through a Permanent

[1] Surcharge – Nil, where taxable income does not exceed INR 10 million; 2% (two percent) where taxable income exceeds INR 10 million but does not exceed INR 100 million and 5% (five percent) where taxable income exceeds INR 100 million. Health and Education cess – 4% (four percent) of the income tax plus applicable surcharge.

Establishment (PE) or a business connection in India; or has received or deemed to have received income or earned income (whether accrued or otherwise) in India.

The income earned by the Sub-Fund from investments in India should generally be regarded as Indian sourced income. Such income should be taxable in India as per provisions of the ITA.

Further, the Fund has appointed Investment Manager, a company incorporated in Singapore as its investment manager to provide investment management services to the Sub-Fund. The Investment Manager on day to day basis, subject to overall control of the Directors of the Sub-Fund, has discretion to purchase and sell securities and otherwise manage Sub-Fund's portfolio. It is expected that the Sub-Fund will be wholly managed and controlled from outside India and hence will not be treated as resident in India. Hence, the Sub-Fund is expected to be regarded as a non-resident for the purposes of the ITA.

### **Streams of income**

It is currently envisaged that the Sub-Fund could earn the following streams of income from its investment in Indian equities.

1. Gains arising on transfer of equity shares in India
2. Dividend income from investment in shares of Indian companies

### **Tax Treaty**

ITA contains a specific enabling provision which provides that where a non-resident is a tax resident of a country with which India has a tax treaty, the provisions of the treaty or the provisions of the domestic law, whichever are more beneficial to the taxpayer would apply. Therefore, the provisions of the Tax Treaty may apply to the Sub-Fund provided it is a tax resident of Ireland and it fulfils the eligibility criteria to claim benefits of the Tax Treaty. No assurance can however be provided that the Indian tax authorities will not challenge the eligibility of the Sub-Fund to claim the benefits of the Tax Treaty.

Section 90 of the ITA provides that a non-resident is not entitled to claim any treaty benefits unless a TRC is obtained by it from the Government of the country of which it is a resident.

The CBDT has also issued a notification (Notification No. 57/2013) prescribing the additional information required to be provided by a non-resident along with the Tax Residency Certificate (TRC) to avail treaty benefits. The information which is sought from a non-resident is to be provided in Form No. 10F. The notification also provides that in case the above required information or part thereof is already mentioned in the TRC, the non-resident will not be required to separately provide the information or part thereof in the prescribed form.

In addition to TRC and Form No.10F, the non-resident is also required to maintain such documents as necessary to substantiate the above required information and provide the documents to the Indian tax authorities as and when called for to avail treaty benefits.

If the Sub-Fund is able to obtain TRC from the Ireland Government in its own name, furnish a Form No.10F along with supporting documents to substantiate the information provided in Form No. 10F and is a person and tax resident of Ireland as per the provisions of Tax Treaty, then the benefit of the Tax Treaty should be available to the Sub-Fund in respect of its Indian investments.

The availability of benefits under the Tax Treaty are subject to application of Indian General Anti – Avoidance Rules (GAAR) which are effective from April 01, 2017 and application of Principal Purpose Test (PPT) under the Multilateral Instrument (MLI) which is effective from April 01, 2020. If the GAAR

and MLI provisions are held to be applicable, benefits under the Tax Treaty could be potentially denied (for more details on GAAR and MLI provisions, please refer to discussion in paragraphs below).

Details of taxation relating to the Sub-Fund's investments are set out below.

### **Gains arising on transfer of equity shares India:**

#### **Under the ITA:**

The definition of "capital asset" includes any security held by an FPI<sup>[2]</sup>, which has invested in such security in accordance with the regulations made under the SEBI Act, 1992.

The Sub-Fund has obtained FPI registration in accordance with the FPI Regulations and invest in Indian equities. Accordingly, Indian equities and debt securities held by the Sub-Fund should be regarded as 'capital assets' and income earned by the Sub-Fund on transfer of such investments should be regarded as capital gains.

Depending upon the period of holding of assets, capital gains arising on transfer of Indian equities could be taxable either as short-term or long-term capital gains:

<b>Nature of Asset</b>	<b>Short-term capital asset</b>	<b>Long-term capital asset</b>
Listed Equity shares in a company, unit of an equity oriented mutual fund or zero coupon bond	Held for not more than 12 (twelve) months	Held for more than 12 (twelve) months

The capital gains tax rates under the ITA are as under:

<b>Nature of Asset</b>	<b>Short-term capital gain tax rate</b>	<b>Long-term capital gain tax rate</b>
Listed Equity shares in a company, unit of an equity oriented mutual fund and unit of business trust (subject to STT)	15%	10%*
Listed Equity shares in a company, unit of an equity oriented mutual fund and unit of business trust (Not subject to STT)	30%	10%

Note: As per provisions of the ITA, an FPI shall not be entitled to take the benefit of computing gains in foreign currency and cost inflation index while computing capital gains arising from transfer of securities.

[2] Vide Notification No. 9/2014 dated January 22, 2014, the Indian Government has extended the benefits available to Foreign Institutional Investors under section 115AD of the ITA to FPIs in India. A similar notification is yet awaited for FPIs registered under FPI Regulations.

### \*Long Term Capital Gains

While computing long-term capital gains, the Finance Act 2018 has provided grandfathering for gains accrued on listed shares held as on 31 January 2018, by rebasing the cost to higher of:

- Actual cost of acquisition; and
- Lower of:
  - Fair market value as on 31 January 2018; and
  - Value of consideration received upon transfer.

For this purpose, fair market value shall mean:

- a. in a case where the capital asset is listed on any recognised stock exchange as on January 31, 2018, the highest price of the capital asset quoted on such exchange on the said date. Provided that where there is no trading in such asset on such exchange on January 31, 2018, the highest price of such asset on such exchange on a date immediately preceding January 31, 2018 when such asset was traded on such exchange shall be the fair market value;
- b. in a case where the capital asset is a unit which is not listed on a recognised stock exchange as on January 31, 2018, the net asset value of such unit as on the said date;

an amount which bears to the cost of acquisition the same proportion as cost inflation index for the financial year 2017-18 bears to the cost inflation index for the first year in which the asset was held by the assessee or for the year beginning on April 01, 2001, whichever is later.

### **Under the Tax Treaty:**

The Sub-Fund would be subject to tax in India on income arising from transfer of shares of an Indian company. The tax rates shall be applicable as provided under the ITA (detailed above).

### Capital losses

As per the provisions of the ITA, short term capital loss can be set-off against both short term capital gains and long term capital gains but long term capital loss can be set-off only against long term capital gains. The unabsorbed short term and long term capital loss can be carried forward for 8 years.

It may be noted that, if any person has sustained a loss in any financial year under the head 'capital gains' and claims such loss or any part thereof to be carried forward under the provisions of ITA, then such person is required to furnish a return of loss within the prescribed due dates in order to set off the same against income earned in future assessment years.

### Gains arising on buyback of shares by an Indian company

As per the former provisions of Section 10(34A) of the ITA, gains arising on buy-back of shares (not being shares listed on a recognised stock exchange) are exempt in the hands of investors. However, a distribution tax at the base rate of tax of 20% shall be payable by an Indian company on distribution of income by way of buyback of its shares if the buy-back is in accordance with the provisions of the Companies Act, 2013. Such distribution tax will be payable on the difference between consideration paid by such Indian company for purchase of its own shares and the amount that was received by the Indian investee company at the time of issue of such shares, determined in the manner to be prescribed.

As per the Finance (No. 2) Act 2019, the above provision shall also be applicable in case of gains arising to investors on buyback of shares listed on a recognised stock exchange.

## **Dividend income from investment in shares of Indian companies**

### **Under the ITA**

With effect from 01 April 2020 dividends declared, distributed or paid by Indian investee companies are not subject to payment of Dividend Distribution Tax and such dividends are taxable in the hands of the recipient at the applicable tax rates.

Further, with effect from 01 April 2021, Section 196D of the ITA provides that the Indian investee company can deduct taxes at source at the rate of 20% (twenty per cent) or at the rate applicable under relevant tax treaty, whichever is lower, on, amongst other, dividend payment made to the FPI.

### **Under Tax Treaty**

As per Article 10 of the Tax Treaty, any dividend income from Indian companies should be chargeable to tax at the rate of 10% provided:

- (a) the Sub-Fund is the 'beneficial owner' of such dividend income; and
- (b) the Sub-Fund does not have a PE in India as per Article 5 of the Tax Treaty or a fixed base in India and the holding in respect of which the dividends are paid is not effectively connected with such PE or fixed base.

### **Other relevant tax considerations:**

Taxation of the Investors - provisions related to indirect transfer

As per provisions of the ITA, capital gains on income arising from the transfer of shares or interest in a foreign company or entity registered outside India shall be taxable in India (subject to availability of tax treaty benefits, if any), if the shares or interest, directly or indirectly, derive their value substantially from assets located in India. The shares or interest shall be deemed to derive substantial value from the assets located in India, if on the specified date, the value of Indian assets –

- i. exceeds INR 100 million; and
- ii. represents at least 50% of the value of all the assets owned by the foreign company.

The capital gains will be taxable in India only to the extent that they are attributable to the Indian assets. Valuation rules have been prescribed in this regard.

Exemption to small shareholders - There would be no levy of Indian tax if the transferor, along with its related parties: (a) does not hold the right of management or control in the direct ordinary shareholder or indirect ordinary shareholder; and (b) holds less than or equal to 5% of the voting power or the share capital, directly or indirectly, in the company/entity organised outside India which holds the Indian assets directly.

As per the ITA, indirect transfer provisions are not applicable in the context of investments held directly or indirectly by non-residents in FPIs registered as Category I FPI in accordance with the FPI Regulations. In the current context, the Sub-Fund has obtained Category I FPI registration and therefore indirect transfer provisions shall not apply in the context of investments held directly or indirectly by non-residents in the Sub-Fund.

### **General Anti-avoidance Rule (GAAR)**

The GAAR provisions are effective from April 01, 2017. GAAR may be invoked by the Indian tax authorities in case arrangements are found to be impermissible tax avoidance arrangements. A

transaction can be declared as an impermissible tax avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which also satisfies at least one of the four tests mentioned below:

- a. Creates rights or obligations which are ordinarily not created between parties dealing at arm's length.
- b. It results in directly / indirectly misuse or abuse of the ITA;
- c. It lacks commercial substance or is deemed to lack commercial substance in whole or in part; or
- d. It is entered into or carried out in a manner, which is not normally employed for bona fide business purposes.

In such cases, the Indian tax authorities are empowered to deny the benefits under a tax treaty, re-allocate the income from such arrangement, or re-characterise or disregard the arrangement. Some of the illustrative powers are:

- a. Disregarding or combining or re-characterising any step of the arrangement or party to the arrangement;
- b. Ignoring the arrangement for the purpose of taxation law;
- c. Relocating place of residence of a party, or location of a transaction or situs of an asset to a place other than provided in the arrangement;
- d. Looking through the arrangement by disregarding any corporate structure; or
- e. Re-characterizing equity into debt, capital into revenue, etc.

The above terms should be read in context of the definitions provided under the ITA. Further, the onus to prove that the main purpose of an arrangement was to obtain any tax benefit is on the Indian tax authorities. Also, any resident or non-resident may approach the Authority for Advance Rulings to determine whether an arrangement can be regarded as an impermissible avoidance arrangement. The GAAR provisions, if invoked, could result in denial of the beneficial provisions of the Tax Treaty.

The Rules have come out with few exceptions where the provisions of GAAR shall not apply. A summary of the key exceptions for application of GAAR provisions as provided under the Rules, are set out below:

- a. **Monetary Threshold Exemption:** The GAAR provisions should apply only where the tax benefit (to all the parties in aggregate) from an arrangement in a relevant year exceeds INR 30 million (rupees thirty million).
- b. **Exemption to FPIs and P-Note holders:** SEBI registered FPIs are excluded from applicability of GAAR provisions if they do not avail benefits under a tax treaty entered into by India. Investments in FPIs made by non-resident investors by way of offshore derivative instruments, directly or indirectly, are excluded from the ambit of the GAAR provisions.

Further, on January 27, 2017, the CBDT has issued clarifications<sup>[3]</sup> on implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Amongst others, the following is clarified:

[3] Circular no 7 of 2017

- GAAR shall not be invoked merely on the ground that the entity is located in tax efficient jurisdiction. GAAR will not apply if the jurisdiction of FPI is finalised based on non-tax commercial considerations and the main purpose of the arrangement is not to obtain tax benefit;
- Specific Anti-Avoidance Rules (SAAR) and GAAR can co-exist and may be applied depending on facts and circumstances of the case;
- GAAR shall not be invoked in cases where the tax avoidance strategy is sufficiently addressed by the LOB clause in the tax treaty;
- GAAR provisions shall not apply if the arrangement is held as permissible by the Authority for Advance Ruling or where the Court has explicitly and adequately considered the tax implication while sanctioning an arrangement; Two stage approval process will be followed for invoking GAAR.

Hence, in a scenario where GAAR provisions are invoked and arrangements are found to be impermissible tax avoidance arrangements i.e. if the main purpose of the arrangement is to obtain a tax benefit and any of the four tests mentioned above, the Indian tax authorities are empowered to deny the benefits under the Tax Treaty, re-allocate the income from such arrangement, or re-characterize or disregard the arrangement in its entirety.

#### Multilateral Convention to implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Sharing

The Organisation for Economic Co-operation and Development (OECD) released the MLI to implement tax treaty related measures to prevent Base Erosion and Profit Shifting (BEPS). The introduction of MLI by the OECD is a recent global tax development. Once adopted, MLI will supplement the existing tax treaties that India has with several countries and incorporate anti-avoidance rules/Limitation of Benefit conditions. At the time of signing the MLI, countries are required to submit a list of their existing tax treaties that they would like to designate as Covered Tax Agreement (CTA) for the purpose of MLI application i.e., agreements to be amended through the MLI.

Both, India and Ireland, have listed their bilateral tax treaty with each other as CTA. Accordingly, MLI in the context of the Tax Treaty is effective from April 01, 2020. The MLI, amongst others, includes a PPT test. Indian tax authorities through application of PPT can seek to deny tax benefits to an arrangement or a transaction if the principal purpose or one of the principal purposes of the arrangement or transaction is to obtain tax benefits unless it is established that granting that benefit in these circumstances would be in accordance with the object and purpose of the relevant provisions of the Tax Treaty.

#### Securities Transaction Tax

The Sub-Fund will be liable to pay STT in respect of dealings in Indian securities purchased or sold on the Indian stock exchanges. The applicable rates of STT are as follows:

1. 0.1% on purchase of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India.
2. 0.1% on sale of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India.
3. 0.025% on sale of equity shares in a company or units of equity oriented mutual funds or (with effect from October 1, 2014) units of a business trust in a recognised stock exchange in India where the contract for sale is settled otherwise than by the actual delivery or transfer of share or unit.

4. 0.05% of option premium on sale of an option in securities.
5. 0.125% of intrinsic value (i.e. difference between settlement price and strike price of the option) on sale of option in securities, where option is exercised.
6. 0.01% on sale of futures in securities.
7. 0.001% on sale of units of an equity oriented fund to a mutual fund.
8. 0.2% on sale of unlisted securities under an offer of sale to the public.
9. 0.1% of settlement price on physical settlement of stock.

## **18. Fees and Expenses**

The attention of investors is drawn to the “Fees and Expenses” section of the Prospectus.

The Sub-Fund shall bear the fees and expenses incurred with respect to registering the Shares of the Sub-Fund for sale in various markets, and the expenses associated with the issue of Shares, including the costs incurred in connection with the updates to and the ongoing publication of this Supplement, and all ongoing legal and printing costs and these fees and expenses will be paid out of the assets of the Sub-Fund. The Sub-Fund will also bear its attributable portion of the ongoing fees and operating expenses of the Fund, as detailed in the Section of the Prospectus headed “Operating Expenses and Fees”.

### **Establishment Expenses**

The costs relating to the establishment of the Sub-Fund are estimated to be up to a maximum of USD 100,000 and will be amortised by the Sub-Fund over the first five years of the Sub-Fund’s operation.

### **Investment Manager’s Fees**

The Investment Manager shall be entitled to receive from the Sub-Fund an annual fee of 0.80% of the Net Asset Value of the Sub-Fund in respect of the USD Institutional Accum., the USD Institutional Dist., the CHF Institutional Accum., the CHF Institutional Dist., the JPY Institutional Accum., the JPY Institutional Dist., the EUR Institutional Accum., the EUR Institutional Dist., the GBP Institutional Accum., the GBP Institutional Dist., the NOK Institutional Dist., the NOK Institutional Accum., the SEK Institutional Dist. and the SEK Institutional Accum., 2% of the Net Asset Value of the Sub-Fund in respect of the Class C USD Accum. and the Class C USD Dist., 1.70% of the Net Asset Value of the Sub-Fund in respect of the USD Retail Accum., the USD Retail Dist., the EUR Retail Accum., the EUR Retail Dist., the CHF Retail Accum., the CHF Retail Dist., the JPY Retail Accum., the JPY Retail Dist., the EUR Super Retail Accum., the EUR Super Retail Dist. the SGD Retail Dist., the SGD Retail Accum., SGD Institutional Accum. and SGD Institutional Dist., the NOK Retail Dist., the NOK Retail Accum., the SEK Retail Dist. and the SEK Retail Accum., 1.75% of the Net Asset Value of the Sub-Fund in respect of the SGD Retail Accum. II & SGD Retail Dist. II, and 0.80% of the Net Asset Value of the Sub-Fund in respect of the USD RDR Accum., the USD RDR Dist., the GBP RDR Accum., the GBP RDR Dist., the EUR RDR Accum., the EUR RDR Dist., the USD RDR II Accum., the USD RDR II Dist., the CHF RDR Accum., the CHF RDR Dist., CHF RDR II Accum., the CHF RDR II Dist., the GBP RDR II Dist., the GBP RDR II Accum., the EUR RDR II Dist., the EUR RDR II Accum., the NOK RDR Dist., the NOK

RDR Accum., the SEK RDR Dist. and the SEK RDR Accum.. The Investment Manager shall be entitled to be reimbursed by the Sub-Fund out of the assets of the Sub-Fund any properly vouched reasonable out-of-pocket expenses incurred by it on behalf of the Sub-Fund. The Investment Manager will be responsible for any fees payable to any Investment Advisor appointed.

All fees and expenses and value added tax payable to the Investment Manager will be calculated and accrue at each Valuation Point and will be payable monthly in arrears or at such intervals and in such currency as may be agreed between the Fund and the Investment Manager.

### **Manager's Fee**

The Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee up to 0.0125% of the Net Asset Value of the Sub-Fund (plus VAT, if any), subject to a minimum amount of €50,000 per annum for the initial Sub-Fund and €12,500 p.a. per additional standalone fund or Sub-Fund of the Fund. The Manager's fee will be accrued and calculated on each Valuation Point and payable quarterly in arrears.

The Manager shall be entitled to reimbursement of all reasonable and properly vouched out-of-pocket expenses (plus any applicable taxes) incurred on behalf of the Sub-Fund, out of the assets of the Sub-Fund.

### **Foreign Portfolio Investors Fee**

For registration as an FPI, the registration fees that the Sub-Fund will be required to pay (as determined by SEBI from time to time) will depend on the category of FPI that the Fund wishes to register itself as. While for Category I FPIs and Category II FPIs, the registration fee is USD 3,000 and USD 300, respectively. The Sub-Fund is a Category I FPI and fees will be USD 3,000 payable on every three year basis.

### **Investment Advisor's Fee**

The Investment Advisor shall be entitled to receive from the Investment Manager an annual fee which will be payable out of the Investment Managers fee.

### **Redemption Fee**

Shareholders will not be subject to a redemption fee.

## **19. Distributions**

The Directors are entitled to declare and pay dividends for Shares in the Sub-Fund. The Directors may declare and pay dividends on a semi-annual basis equal to; net income and realised and unrealised gains, net of realised and unrealised losses. Any dividend will be declared on the last Business Day in January and in July in each year or on such other date as may be determined by the Directors, or such other frequency as the Directors consider appropriate. The Sub-Fund may commence declaring and

the payment of dividends for the relevant Class twelve months following the date of the closing of the Initial Offer Period for that Class. The Directors may also determine if and to what extent dividends paid include realised capital gains and/or are paid out of capital attributable to the relevant Class. Dividends declared will be paid in cash and payment will be made to the relevant Shareholders pre-designated bank accounts, net of bank charges.

In the event that the income generated from the Sub-Fund's investments attributable to the relevant Class during the Relevant Period is insufficient to pay dividends as declared, the Directors may in their discretion determine that such dividends be paid from capital. Shareholders should note that some or all of the dividends of the Sub-Fund may be paid from the capital of the Sub-Fund. The policy of paying dividends from capital will have the following effects (i) capital will be eroded, (ii) distribution is achieved by forgoing the potential for future capital growth and (iii) the cycle may continue until all capital is depleted. The rationale for providing for the payment of dividends out of capital is to allow each Sub-Fund the ability to maximise the amount distributable to investors who are seeking a higher dividend paying Share Class. Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard.

Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the account of the Sub-Fund.

The Directors may at any time determine to change the policy of the Sub-Fund with respect to distributions. If the Directors so determine, full details of any such change will be provided in an updated prospectus or supplement and will be notified to Shareholders in advance of such change becoming effective.

#### Accumulating Shares

In the case of Share Classes comprised of accumulating Shares, as specified in the table in the section entitled "2. Share Classes", the net income and profits available for distribution will be accumulated and reflected in the Net Asset Value of the relevant Shares shall rise accordingly.

## **20. Risk Factors**

The BSE and NSE are quite old and liquid. The total custody of the equity assets by FPI as June, 2021 is USD 590 Billion ([www.fpi.nsdl.co.in](http://www.fpi.nsdl.co.in)).

BSE: Established in 1875, BSE (formerly known as Bombay Stock Exchange Ltd.), is Asia's first & fastest Stock Exchange with the speed of 200 micro seconds and one of India's leading exchange groups. Over the past 140 years, BSE has facilitated the growth of the Indian corporate sector by providing it an efficient capital-raising platform. Popularly known as BSE, the bourse was established as "The Native Share & Stock Brokers' Association" in 1875. BSE is a corporatised and demutualised entity, with a broad shareholder-base which includes two leading global exchanges, Deutsche Bourse and Singapore Exchange as strategic partners.

More than 5500 companies are listed on BSE making it world's No. 1 exchange in terms of listed members. The companies listed on BSE command a total market capitalisation of USD 3,16 Trillion as of 31<sup>st</sup> May, 2021. It is also one of the world's leading exchanges (9<sup>th</sup> largest on 31<sup>st</sup> May, 2021).

NSE: The National Stock Exchange of India Limited (NSE) is the leading stock exchange of India, located in Mumbai. NSE was established in 1992 as the first demutualised electronic exchange in the country. NSE was the first exchange in the country to provide a modern, fully automated screen-based electronic trading system which offered easy trading facility to the investors spread across the length and breadth of the country.

NSE has a market capitalisation of more than US\$3 trillion, making it the world's 10th-largest stock exchange as of 31<sup>st</sup> May, 2021. NSE's flagship index, the CNX Nifty, the 50 stock index, is used extensively by investors in India and around the world as a barometer of the Indian capital markets.

The attention of investors is drawn to the "Risk Factors" section in the Section of the Prospectus entitled "The Fund" should also consider the following risk factors prior to investing in the Sub-Fund:

#### Investment Objective Risk

There is no guarantee that the investment objective of the Sub-Fund will be achieved.

#### Sustainability Risk

The management of sustainability risk forms an important part of the due diligence process implemented by the Investment Manager.

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

Using both quantitative and qualitative processes, sustainability risk is identified, monitored and managed by the Investment Manager in the following manner:

- (i) Prior to acquiring investments on behalf of the Sub-Fund, the Investment Manager conducts fundamental analysis on a selection of potential investee companies in order to allow it to assess the adequacy of ESG programmes and practices of an issuer to manage the sustainability risk it faces. This process incorporates applying both an exclusion policy (whereby potential investments are removed from the investment universe on the basis that they pose too great a sustainability risk to the Sub-Fund) and positive screening whereby those investments which have a low sustainability risk rating as well as strong financial performance are included in the investment universe. The information gathered from the fundamental analysis conducted will be taken into account by the Investment Manager in deciding whether to acquire a holding in an issuer and may, in certain circumstances, result in the Investment Manager investing in an issuer which has a lower ESG rating where it believes that the relevant existing ESG rating does not fully capture recent positive sustainability-related changes which have been implemented by the relevant issuer. The Investment Manager also uses ESG metrics of third party Data Providers such as Sustainalytics in order to receive independent input to supplement its ESG assessment of the investee companies

within the Sub-Fund's universe. The standardised ratings issued by the Data Providers provide further information and perspective on evolving ESG issues to the Investment Manager's analysts. The Investment Manager also considers ESG disclosure scores and underlying ESG data as captured by Bloomberg.

- (ii) During the life of the investment, sustainability risk is monitored through review of ESG data published by the issuer (where relevant) or selected Data Providers to determine whether the level of sustainability risk has changed since the initial assessment has been conducted. The Investment Manager actively engages with a selection of investee companies (determined by the size of the Sub-Fund's investment and exposure to the relevant issuer) to improve ESG disclosures and raises concerns to drive positive change where required. Where the sustainability risk associated with a particular investment has increased beyond the ESG risk appetite for the Sub-Fund, the Investment Manager will consider selling or reducing the Sub-Fund's exposure to the relevant investment, taking into account the best interests of the Shareholders of the Sub-Fund.

The Investment Manager has determined that sustainability risk (being the risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event) may have an impact on the performance of the Sub-Fund.

#### Market Risk

The market price of investments owned by the Sub-Fund may go up or down, sometimes unpredictably. The value of an investment may decline due to general market conditions, such as real or perceived adverse economic conditions or general adverse investment sentiment. Investments may also decline in value due to factors which affect a particular market sector.

#### Proprietary Investments

The assets under management at any time during the life of the Sub-Fund may include proprietary or seed money invested by one or more interested parties and such investment may constitute a significant portion of such assets under management. Any money invested by interested parties may result in exposure to the performance of the Sub-Fund to such interested parties, or may be hedged in whole or part (i.e. reducing such parties' exposure to performance of the Sub-Fund). There is no assurance that any such monies will continue to be invested in the Sub-Fund by any interested party for any particular time. Redemption of any such proprietary investment in whole or part may affect the viability and/or performance of the Sub-Fund. Investors should note that any proprietary investment may benefit from reduced or rebated fees as a result of agreements entered into between the interested party and the Investment Manager.

#### Investment in Unlisted Securities

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in transferable securities or money market instruments which are not admitted to or dealt in on a regulated market, in accordance with the UCITS Regulations.

#### Certain Risk Factors Concerning India

Given the focus of its investment strategy, the success of the Sub-Fund will depend in large part on the general economic and business conditions in India. Risks associated with the investments in India, including but not limited to the risks described below, could adversely affect the performance of the Sub-Fund and result in substantial losses. No assurance can be given as to the ability of the Sub-Fund to achieve any return on its investments and, in turn, any return on an investor's investment in the Sub-Fund. Accordingly, in acquiring Shares in the Sub-Fund, appropriate consideration should be given to the following factors:

#### *Indian Economic Factors*

The success of the Sub-Fund's investments depends in part on general economic and business conditions in India. A significant change in India's economic liberalisation and deregulation policies could adversely affect business and economic conditions in India generally and in particular if new restrictions on the private sector are introduced or if existing restrictions are not relaxed over time. Notwithstanding current policies of economic liberalisation, the roles of the Indian central and state governments in the Indian economy as producers, consumers and regulators have remained significant.

#### *Indian Stock Market*

The Indian stock markets are undergoing a period of growth and change, which may lead to greater volatility and difficulties in the settlement, and recording of transactions and in interpreting and applying the relevant regulations, in comparison to the developed countries. There can be no assurance that the Sub-Fund's objectives will be realised or that there will be any return of capital. The following considerations should be carefully evaluated before making an investment in the Sub-Fund.

The Indian stock market has previously experienced substantial fluctuations in the prices of listed securities and no assurance can be given that such volatility will not occur in the future.

Shareholders should consider the following factors before making an investment decision:

- (a) Allegations of fraudulent transactions have led to a number of crises on the Indian stock exchanges leading to a loss of confidence and temporary closure;
- (b) the Indian stock exchanges have been subject to broker defaults, failed trades and settlement delays; which has at certain times lead to closure of the stock exchanges and there can be no certainty that this will not recur;
- (c) The Indian stock exchanges are less liquid and experience greater volatility than more established markets and
- (d) A disproportionately large percentage of market capitalisation and trading value in the Indian stock exchanges is represented by a relatively small number of issues. Thus, when seeking

to sell shares on Indian stock exchanges, little or no market may exist for the securities and settlement of transactions may be subject to delay and administrative uncertainties.

The above factors could negatively affect the Net Asset Value of the Sub-Fund, the ability to redeem the Indian securities and the price at which the Indian securities may be redeemed.

Additionally the market regulator, SEBI can impose restrictions on trading in certain securities, limitations on price movements and margin requirements. SEBI may impose such restrictions only in cases where certain rules and regulations are being flouted by companies. If trading is suspended in a particular security due to such an action by SEBI, then the Investment Manager must wait until SEBI change its ruling or another higher authority in India (for example the Security Appellate Tribunal or the Supreme Court in India) pass a judgment in favour of such company. In any case, the Investment Manager will ensure that the Sub-Funds' investments are well diversified across sectors and market caps and that securities are selected through robust internal processes. From July 2013 onwards, the securities market regulator has been further empowered to carry out various enforcement activities like attaching properties to realize penalties, search and seize information, access special courts for speedy trials, etc. which can significantly affect the related companies. Consequently, an investment in Indian securities should be deemed highly volatile and should be made only by sophisticated persons who are able to bear the risk of complete loss of an investment.

Shareholders should be aware of the risks associated with the Sub-Fund's investment policy and are advised to consult with their professional advisors, such as lawyers, financial advisers or accountants, when determining whether an investment in the Sub-Fund is/are suitable for them.

#### *Currency Exchange Rate Risks*

Exchange controls have traditionally been administered with stringent measures under the Foreign Exchange Regulation Act ("**FERA**"). The Indian rupee is not convertible on the capital account and most capital account transactions require the prior permission of the RBI. However, throughout the 1990s, the RBI eased the exchange control regime and made it more market-friendly. In the year 1999, the Indian Parliament enacted the Foreign Exchange Management Act ("**FEMA**") to replace FERA. FEMA and the rules made thereunder constitute the body of exchange controls applicable in India. The significant shift in the approach to exchange controls under FEMA is the move from a regime of limited permitted transactions to one in which all transactions are permitted except a limited number to which restrictions apply. FEMA and the notifications under FEMA were effective commencing June 1, 2000. FEMA differentiates foreign exchange transactions between Capital Account Transactions and Current Account Transactions. A Capital Account Transaction is generally defined as one that alters the assets or liabilities, including contingent liabilities outside India, of persons resident in India or assets or liabilities in India of person's resident outside India. FEMA further provides for specific classes of transactions that fall within the ambit of Capital Account Transactions and the RBI has issued regulations governing each such class of transactions. Transactions other than Capital Account Transactions, including payments in connection with foreign trade, current businesses, services, short term credit and banking facilities, interest payments, living expenses, foreign travel, education and medical care are Current Account Transactions.

The RBI has issued regulations governing such Current Account Transactions. While the regulatory regime for hedging genuine currency risk has been relaxed, it is still not practical, given the costs, to hedge currency risks for more than relatively short periods of time, and even for short term hedging the cost can be high. Accordingly, currency risk in relation to the Indian rupee remains a significant risk factor, and the cost of hedging this currency risk (if available) could reduce the Sub-Fund's returns. A decrease in the value of the Indian rupee would adversely affect the Sub-Fund's returns, and such a decrease may be likely given India's current account deficits and its budget deficits.

The operation of the Sub-Fund's bank account in India is subject to regulation by RBI under the Indian foreign exchange regulations. The Indian domestic depository acting also as the remitting banker will be authorised to convert currency and repatriate capital and income on behalf of the Sub-Fund. There can be no assurance that the Indian Government would not, in the future, impose certain restrictions on foreign exchange. The repatriation of capital may be hampered by changes in Indian regulations concerning exchange controls or political circumstances. In addition, India may in the future re-introduce foreign exchange control regulations which can limit the ability of the Sub-Fund to repatriate the dividends, interest or other income from the investments or the proceeds from sale of securities. Any amendments to the Indian exchange control regulations may impact adversely on the performance of the Sub-Fund.

Also, the exchange rate between the Indian rupee and the U.S. dollar has changed substantially in recent years and may fluctuate substantially in the future. Further depreciation of the value of the Indian rupee as regards foreign currencies will result in a higher cost to the Sub-Fund for foreign currency denominated expenses, including the purchase of certain capital equipment. In the past the Indian economy has experienced severe fluctuations in the exchange rates. There can be no assurance that such fluctuations will not occur in the future.

#### *Indian Legal System*

Indian civil judicial process to enforce remedies and legal rights is less developed, more lengthy and, therefore, more uncertain than that in more developed countries. Enforcement by the Sub-Fund of civil liabilities under the laws of a jurisdiction other than India may be adversely affected by the fact that the Sub-Fund's portfolio companies may have a significant amount of assets in India. The laws and regulations in India can be subject to frequent changes as a result of economic, social and political instability. In addition, the level of legal and regulatory protections customary in countries with developed securities markets to protect investors and securities transactions, and to ensure market discipline, may not be available. Where the legal and regulatory framework is in place, the enforcement may be inadequate or insufficient. Regulation by the exchanges and self-regulatory organisations may not be recognised as law that can be enforced through the judiciary or by means otherwise available to the investors in developed markets.

#### *Updates to the SEBI and the RBI*

FPIs are obliged, under the terms of the undertakings and declarations made by them at the time of registration, to immediately notify the SEBI or the designated depository participant (as the case may be) of any change in the information provided in the application for registration. Failure by FPIs to adhere

to the provisions of the Securities Exchange Board of India Act, 1992 ("**SEBI Act**"), the rules and the FPI Regulations thereunder renders them liable for punishment prescribed under the SEBI Act and the Securities Exchange Board of India (Intermediaries) Regulations, 2008 which include, inter alia, imposition of penalty and suspension or cancellation of the certificate of registration.

#### *Corporate Disclosure, Accounting, Custody and Regulatory Standards*

Indian disclosure and regulatory standards are in many respects less stringent than standards in certain OECD countries. There may be less publicly available information about Indian companies than is regularly published by or about companies in such other countries. The difficulty in obtaining such information may mean that the Sub-Fund may experience difficulties in obtaining reliable information regarding any corporate actions and dividends of companies in which the Sub-Fund has invested which may, in turn, lead to difficulties in determining the Net Asset Value with the same degree of accuracy which might be expected from more established markets. Indian accounting standards and requirements also differ in significant respects from those applicable to companies in many OECD countries. Indian trading, settlement and custodial systems are not as developed as certain OECD countries, and the assets of the Sub-Fund which are traded in the Indian market and which have been entrusted to sub-depositaries in the Indian market may be exposed to risk.

#### *Loss of FPI Registration*

For accessing the Indian securities market, the Fund will need to be registered as a FPI under the FPI Regulations. The investment by the Fund is dependent on the continued registration of the Fund as a FPI.

In the event such registration as an FPI is terminated or is not renewed, the Fund could potentially be forced to redeem the investments held in the particular share class, and such forced redemption could adversely affect the returns to the Shareholders.

#### *Investigations*

Any investigations of, or actions against, the Fund initiated by SEBI or any other Indian regulatory authority may impose a ban of the investment and advisory activities of the Fund.

## **21. Calculation and Publication of Net Asset Value per Share**

The Net Asset Value per Share is calculated in accordance with the "Net Asset Value and Valuation of Assets" section of the Prospectus, using closing bid prices.

In addition to the publication of the Net Asset Value per Share in the manner described in the Prospectus at the section entitled "Publication of Net Asset Value per Share", the Net Asset Value per Share of the Sub-Fund shall also be available from Bloomberg, which shall be updated following each calculation of Net Asset Value per Share.

## **22. Communications and Notices to Shareholders**

Communications with Shareholders will also be published on the website of the Investment Manager, being [www.utifunds.com](http://www.utifunds.com). Investors should regularly visit this website, or request that their stockbrokers or other financial agents or advisors do so on their behalf, to ensure that they obtain such information on a timely basis.

## **23. Profile of a Typical Investor**

Typical investors will be (i) those who are particularly knowledgeable in investment matters, in particular financially sophisticated high net worth individuals and institutional investors and (ii) retail investors. An investment in the Sub-Fund is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Prospective investors should consult with their professional and financial advisors before making an application for Shares.

The Sub-Fund is suitable to investors with a medium to long term time horizon (typically 3 to 5 years). The Sub-Fund is not suitable for short term investors.

**Dated 26<sup>th</sup> September, 2023**

## Appendix I – FPI Regime

### Investment Restrictions applicable to FPIs

Under the FPI Regulations, FPIs are permitted to invest in the following instruments subject to conditions as may be specified by the RBI or SEBI from time to time:

- securities in the primary and secondary markets including shares, debentures and warrants of companies listed or to be listed on a recognised stock exchange in India;
- units of schemes floated by domestic mutual funds;
- units of schemes floated by a collective investment scheme;
- dated Government securities;
- listed non-convertible debentures (“NCDs”)/bonds issued by an Indian company;
- derivatives traded on a recognised stock exchange in India;
- commercial papers issued by Indian companies;
- INR denominated credit enhanced bonds;
- security receipts issued by Asset Reconstruction Companies (ARCs);
- Indian depository receipts;
- to be listed NCDs / bonds, only if the listing of such NCDs/ bonds is committed to be done within 15 days such investment;
- listed and unlisted NCDs/ bonds issued by companies in the infrastructure sector. Infrastructure sector companies are companies that are engaged in activities pertaining to (i) power, (ii) telecommunication, (iii) railways, (iv) roads including bridges, (v) sea port and airport, (vi) industrial parks, (vii) urban infrastructure (water supply, sanitation and sewage projects), (viii) mining, exploration and refining and (ix) cold storage or cold room facility, including for farm level pre-cooling, for preservation or storage of agricultural and allied produce, marine products and meat;
- NCDs/bonds issued by non-banking financial companies categorised as infrastructure finance companies by the RBI;
- Rupee denominated bond/units issued by infrastructure debt funds;
- Perpetual debt instruments and debt capital instruments, as specified by the RBI from time to time.

### Investment Requirements

In order to gain access to the Indian market, currently the Fund must have the following:

7. FPI registration with the designated depository participant;
8. PAN card issued by Indian Income Tax department. The PAN card means the Permanent account number. This is a ten-digit alphanumeric number, issued in the form of a laminated card, by the Income Tax Department in India, to any “person” who applies for it or to whom the department allots the number without an application;
9. NSCCL/BSE codes for facilitating the trading in both the exchanges;
10. Appointment of an compliance officer;
11. Custody account with the Indian depository bank acting as sub-depository to the Depository; and
12. Special non-resident rupee account with an AD Bank in India.

## Appendix II – SFDR Annex

### ANNEX II

**Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852**

**Product name:** UTI India Innovation Fund (the “Sub-Fund”)

**Legal entity identifier:** 635400XB8AVFJQCTAF93

## Environmental and/or social characteristics

**Does this financial product have a sustainable investment objective?**

**Yes**

**No**

It will make a minimum of **sustainable investments with an environmental objective:** \_\_\_%

in economic activities that qualify as environmentally sustainable under the EU Taxonomy

in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

It will make a minimum of **sustainable investments with a social objective:** \_\_\_%

It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of \_\_\_% of sustainable investments

with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy

with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

with a social objective

It promotes E/S characteristics, but **will not make any sustainable investments**

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.



**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

## What environmental and/or social characteristics are promoted by this financial product?

The environmental characteristics promoted by the Sub-Fund are:

- carbon neutrality;
- Co2 emission reductions;
- decarbonisation efforts;
- use of renewable energy;
- electrification;
- water management; and
- toxic waste management.

The social characteristics promoted by the Sub-Fund are:

- employee health and safety;
- gender diversity; and
- product safety.

### ● **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

Please refer to the table below for the indicators that the Investment Manager tracks on an annual basis to measure the attainment of each of the environmental or social characteristics promoted by the Sub-Fund. Depending on the disclosures and progress of investee companies, the Investment Manager then actively engages with the relevant investee companies to discuss any deviations from set targets.

Environment Indicators	
Key Parameters	Datapoints
<b>Carbon Emissions &amp; Reduction Targets</b>	
	Scope 1 emission
	Scope 2 emission
	Scope 3 emission
	Direct GHG Emissions
	In-direct GHG Emissions
	Targets to reduce Co2e Emissions
<b>Water Consumption &amp; Reduction Targets</b>	
	Consumption (m3)
	Withdrawal (m3)
	% Water Recycled
	Water Intensity/Sales
	Targets to Reduce Water Consumption
	Rain Water Harvesting
<b>Toxic &amp; Hazardous Waste Emissions &amp; Reduction Targets</b>	
	Sox (tons)

	Nox (tons)
	Sox Intensity (tons/Rsmn)
	Nox Intensity (tons/Rsmn)
	Particulate Matter (tons)
	Ozone Depleting Substances (tons)
	Total Waste
	Hazardous Waste
	Targets to reduce Waste
<b>Opportunity in Clean Technology</b>	
	% Renewable Electricity Share
	% Electric/Hybrid/CNG vehicles in Portfolio
<b>Social Indicators</b>	
<b>Employee Health &amp; Safety</b>	<b>Datapoints</b>
	Employee Benefits
	Employee Engagement
	Employee Attrition Rate
	Women Workforce Participation Rate
	Fatalities
<b>Product Quality &amp; Safety</b>	
	Product Quality Control
	Product Recalls
	FDA Warning Letters

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

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

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.



### Does this financial product consider principal adverse impacts on sustainability factors?



Yes.

This Sub-Fund considers PAI on sustainability factors. This is done in a number of ways.

- The Investment Manager’s decision on whether to make an investment in a company, and the size of that investment, takes into account a wide range of PAI Indicators relating to the social, environmental and governance characteristics of that company, including the adverse impact that the company is having on sustainability.
- The product does not invest in any companies engaged in certain activities which, in the opinion of the Investment Manager, are associated with a particularly adverse impact on sustainability. These include but are not limited to companies involved in the in the business of production, exploration, mining & processing of thermal coal.
- The Investment Manager engages with companies in which it invests on a range of issues, including engagement with companies which have high adverse impact, with a view to influencing the company to change its activities in a manner which will reduce the adverse impact.

The specific PAI indicators that are taken into consideration are subject to data availability and may evolve with improving data quality and availability.

The Sub-Fund’s annual financial statements will disclose how PAI have been considered on sustainability factors.

No



**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

## What investment strategy does this financial product follow?

The Sub-Fund is a thematic fund focused on TID in India. The Sub-Fund will not follow a benchmark and will be actively managed. The Investment Manager will predominantly follow a bottom-up approach to seek companies that exhibit strong TID characteristics. Such companies could be in any sector and could be large established blue chip companies or young start-ups in the pre-IPO stage. The rapid rise of digital technologies has created opportunities in fields as diverse as healthcare, e-commerce, fintech, edutech, agri-tech and renewable energy. Given India's scale, demographics and internet penetration, many such companies are likely to have a high earnings growth potential.

The Sub-Fund seeks to promote good environmental and social standards and invests in companies that apply good corporate governance practices, with a particular focus on the characteristics listed above under ***“What environmental and/or social characteristics are promoted by this financial product?”***.

To achieve this, the Sub-Fund pursues the following approaches in the investment process via exclusions, ESG integration, active ownership and positive screening, as further detailed below.

**Exclusions:** The Investment Manager, in consultation with the Investment Advisor, has determined that certain companies will be excluded from the Sub-Fund's investment universe where any one or more factors mentioned below are applicable to the relevant company. The Investment Manager strives to ensure that the investee companies are against any form of slavery and forced labour and are committed to ethical business practices. The Sub-Fund does not invest in companies that have been found guilty in exploiting children for labour or have been guilty in violating human rights. The Investment Manager encourages the investee companies to follow the 10 principles and become a signatory to UN Global Compact. The Investment Manager expects the investee companies to formally commit to respect human rights and have a human rights due diligence process in place.

As part of the Investment Manager's internal due diligence process, all existing and potential investments are routinely screened through one or more specialised ESG research providers to assess any violations of acceptable business practices including alignment with OECD Guidelines and UN Guiding Principles.

Exclusion filters are also applied to the portfolio construction process to restrict investments in companies that are allegedly involved in breaches of international law and norms on environmental protection, human rights, labour standards and anti-corruption.

The Investment Manager, in consultation with the Investment Advisor, ensures that at least:

- 90% of equities issued by large capitalisation companies whose registered office is located in developed countries, debt securities and money market instrument with an investment grade credit rating, sovereign debt issued by developed countries, and
- 75% of equities issued by large capitalisation companies whose registered office is located in emerging countries, equities issued by small and medium capitalisations, debt securities and money market instruments with a high yield rating and sovereign debt issued by emerging countries,

held in the Sub-Fund's portfolio are rated against the sustainability criteria.

Positive screening: After stocks are chosen through the Investment Manager's internal screening process, it then applies positive screening which reduces the Sub-Fund's investable universe by 7-8%.

Monitoring compliance: The Investment Manager, in consultation with the Investment Advisor, monitors compliance with the environmental and/or social characteristics outlined above on a regular basis through ongoing monitoring of sustainability indicators using company and third-party data providers. If the Investment Manager is not satisfied with a particular stock following engagement with the relevant investee company, it will adjust the Sub-Fund's portfolio to maintain alignment with the key indicators being monitored.

In addition to its exclusion policy and PAI monitoring, the Investment Manager also uses third party data providers, such as Sustainalytics, to support its considerations when determining whether an investment is a sustainable investment.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

Exclusion Policy: The Investment Manager implements an exclusion policy which eliminates any company from the Sub-Fund's universe which may cause significant environmental or social harm.

The exclusion policy can be found on the Investment Manager's website and includes:

- Companies in the business of production, exploration, mining & processing of thermal coal.
- Companies that generate more than 75% of their captive power using thermal coal.
- Companies that derive more than 25% of their revenue from activities related to fossil fuels.

- Companies that derive more than 20% of their revenue from Alcohol, Tobacco or Gambling.
- Companies that are engaged in the manufacturing or distribution of controversial weapons, which includes:
  - cluster bombs and munitions
  - landmines
  - chemical and biological weapons
  - nuclear weapons
  - Depleted uranium
  - White phosphorous
  - Blinding laser weapons
  - Non-detectable fragments
- Companies that have been found guilty of exploiting children for labour.
- Companies that have been found guilty of the following in a persistent and systemic manner without any acceptable corrective actions taken and the issue is considered to be material in the context of the overall operations of the company:
  - Violating human rights
  - Involved in environmental pollution
  - Involved in systemic corruption

In addition to the Investment Manager's exclusion policy, the following binding elements are used by the Investment Manager to select the investments to attain each of the environmental and/or social characteristics promoted by the Sub-Fund:

- ESG due diligence assessing selected sustainability indicators; and
- ESG due diligence assessing good governance practices (including sound management structures, employee relations, remuneration of staff, and tax compliance).

● ***What is the policy to assess good governance practices of the investee companies?***

Corporate governance factors are an integral component of the Investment Manager's investment philosophy and company selection process. The Investment Manager has an experienced investment team which enables it to incorporate insights on management track record on corporate governance, gained over decades, into its investment management

process.

The Investment Manager, in consultation with the Investment Advisor, assesses the governance practices of issuers through active analysis of the relevant companies' financial and operational health. The Investment Manager, in consultation with the Investment Advisor, analyses companies as going concerns and evaluates companies' track records over a long period of time, in addition to using governance ratings provided by third party data providers to supplement their research. In addition, the Investment Manager, in consultation with the Investment Advisor, directly engages with management at regular intervals in order to satisfy itself that the relevant issuers follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. The Investment Manager, in consultation with the Investment Advisor, monitors investee companies and checks whether companies have policies in place on these factors. In addition, the Investment Manager has adopted a stewardship code.

The Investment Manager also seeks to engage with investee companies on corporate governance issues such as capital allocation, related party transactions, board composition, board committees' composition, board gender diversity, management compensation (CEO remuneration) and compliance lapses.

Further, the Investment Manager aims to promote good governance practices through proxy voting, for example, by voting against management resolutions that are not aligned with best practices or are not aligned with investors' interests.

The good governance practices only apply to investments in companies and do not apply to government bonds.



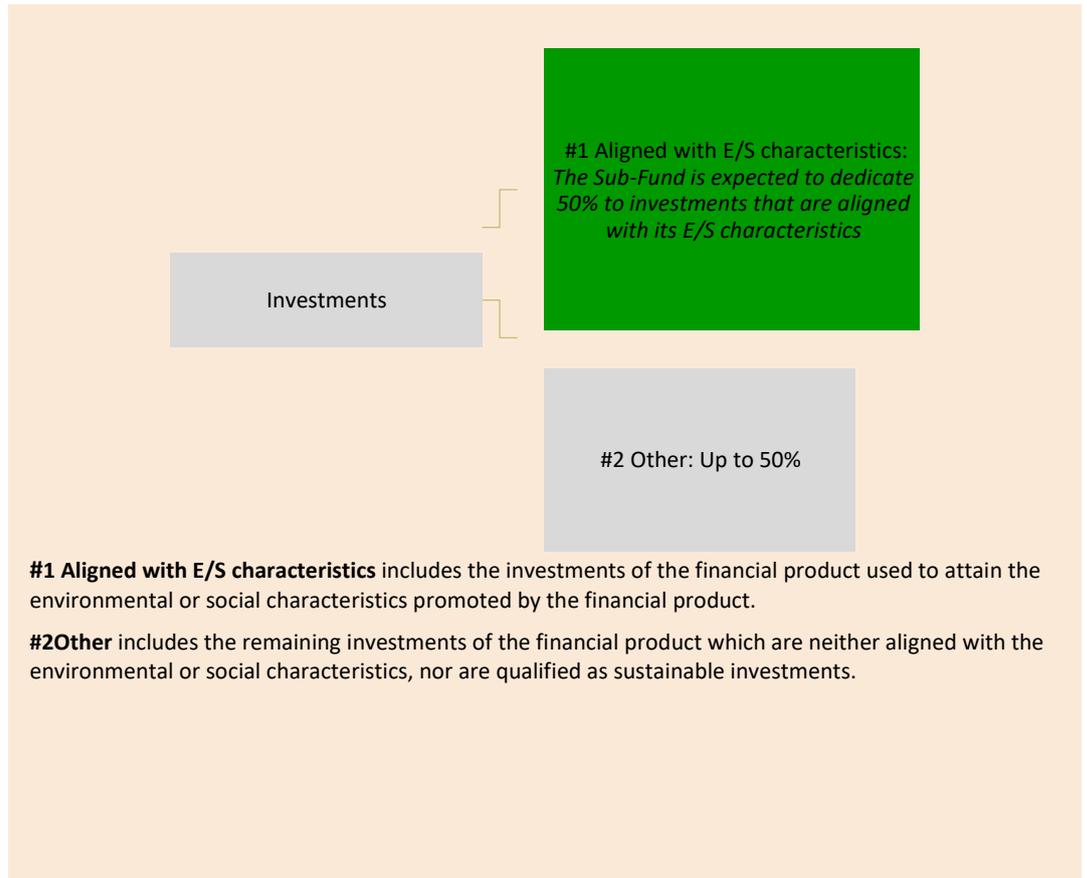
### Asset allocation

describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

## What is the asset allocation planned for this financial product?



The minimum proportion of the investments of the financial product used to meet the environmental or social characteristics promoted by the Sub-Fund is 50%.

The remaining portion of investments is up to 50% and is made up of cash and other investments that are not aligned with the Sub-Fund's environmental and/or social characteristics. There are no minimum environmental or social safeguards relating to these investments

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

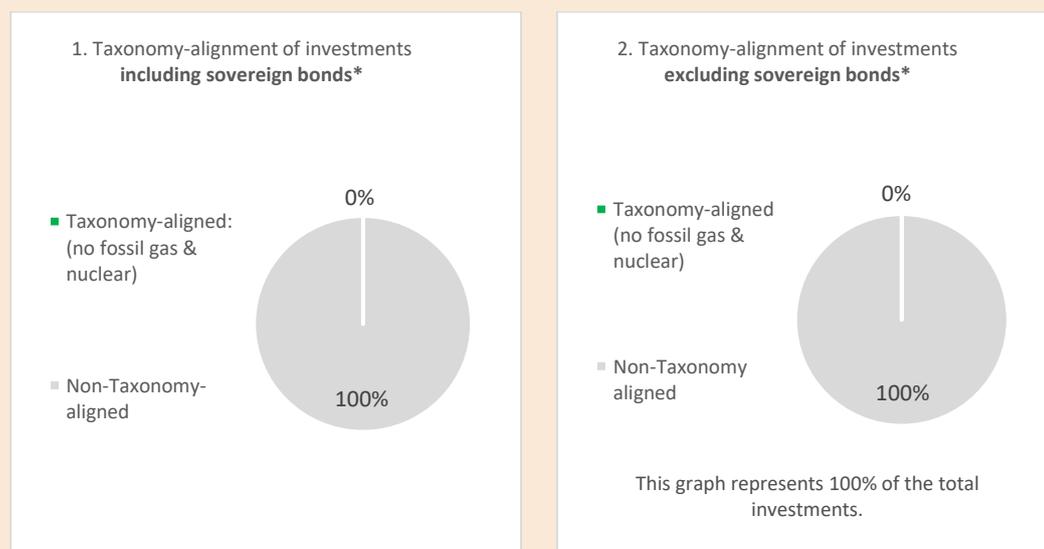
As at the date hereof, it is expected that the minimum proportion of investments of the product in environmentally sustainable economic activities aligned with the EU Taxonomy shall be 0%.

**Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>13</sup>?**

Yes:  In fossil gas  In nuclear energy

No:

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

**What is the minimum share of investments in transitional and enabling activities?**

0% of Net Asset Value.

<sup>13</sup> Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.



**What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

Cash for ancillary liquidity and other investments that are not aligned with the Sub-Fund’s environmental and/or social characteristics. There are no minimum environmental or social safeguards relating to these investments.



**Where can I find more product specific information online?**

**More product-specific information can be found on the website:**

<https://utifunds.com/sfdr-disclosure/>

The Investment Manager’s responsible investing policy can also be found on the website:

<https://utifunds.com/responsible-investing-policy/#>