

If you are in any doubt about the contents of this Prospectus, the risks involved in investing in the Company or whether investment in the Company is suitable for you, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial or tax adviser.

The Directors of the Company whose names appear on page v 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.

POLEN CAPITAL INVESTMENT FUNDS II PLC

(an investment company with variable capital incorporated with limited liability in Ireland with registration number 457359 and operating as an umbrella fund with segregated liability between Funds pursuant to the UCITS Regulations)

PROSPECTUS

for

Polen Capital Emerging Markets Growth Fund
Polen Capital Emerging Markets Small Company Growth Fund
Polen Capital Asia ex-Japan Growth Fund

*BMO LGM Asian Smaller Companies Fund**
*BMO LGM Frontier Markets Fund**
*BMO LGM Greater India Fund**
*CT Responsible China A-Shares Equity Fund**

The date of this Prospectus is 1 March 2023

** There are currently no investors in these Funds, which are closed to new subscriptions and are in the process of being terminated.*

IMPORTANT INFORMATION

Certain terms used in this Prospectus are defined under the heading “Definitions”.

The Prospectus

This Prospectus describes Polen Capital Investment Funds II plc, an open-ended investment company with variable capital and with segregated liability between Funds incorporated in Ireland and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations. The Company is structured as an umbrella fund and may be divided into different Funds, each Fund representing a separate portfolio of assets and further sub-divided to denote differing characteristics attributable to particular Classes of Shares.

Distribution of this Prospectus is not authorised after the publication of the first annual report of the Company unless the Prospectus is accompanied by a copy of the latest annual report. Such report will form part of this Prospectus. However, Shareholders should note that the audited financial statements contained in the annual report are presented to the Shareholders as a body at the date of the audited financial statements and the Auditor does not accept liability to any other party in respect of such financial statements. The latest published annual and half yearly reports of the Company will be supplied to investors of the Company free of charge on request and will be available to the public as further described under the heading “General Information – Documents Available for Inspection”.

Authorisation by the Central Bank

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

Restrictions on Distribution and Sale of Shares

The distribution of this Prospectus and the offering or purchase of Shares may be restricted in certain jurisdictions. No person receiving a copy of this Prospectus or an Application Form in any such jurisdiction may treat this Prospectus or Application Form as constituting an invitation to such person to subscribe for Shares nor should such person use an Application Form unless in the relevant jurisdiction such an invitation could lawfully be made to such person and such Application Form could lawfully be used without compliance with any registration or other legal requirements. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make such offer or solicitation. It is the responsibility of any person in possession of this Prospectus and any person wishing to apply for Shares pursuant to this Prospectus to inform oneself of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

The Directors may restrict the ownership of Shares by any person, firm or corporation where such ownership would be in breach of any regulatory or legal requirement or may affect the tax status of the Company. Any restrictions applicable to a particular Fund or Class shall be specified in the Prospectus. Any person who is holding Shares in contravention of the restrictions set out above or, by virtue of holding the Shares, is in breach of the laws and regulations of any competent jurisdiction or could, in the opinion of the Directors, cause the Company or any Shareholder or any Fund to incur any liability to taxation or to suffer any pecuniary liability 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 other Shareholders, shall indemnify the Company, the Distributor (as defined below), the Investment Manager, the Depositary, the Administrator and Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding Shares in the Company.

The Directors have the power under the Constitution to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of the restrictions described herein.

United Kingdom

The Company is a recognised scheme under section 264 of the FSMA. Accordingly, the promotion of the Company in the United Kingdom by persons authorised to conduct investment business in the United Kingdom under the FSMA is not subject to restrictions contained in section 238 of the FSMA.

United States of America

None of the Shares have been, nor will be, registered under the United States Securities Act of 1933, as amended (the “1933 Act”) and, except in a transaction which does not violate the 1933 Act or any other applicable United States securities laws (including without limitation any applicable law of any of the States of the United States), none of the Shares may be directly or indirectly offered or sold in the United States of America (including the District of Columbia), or any of its territories or possessions or areas subject to its jurisdiction, or to or for the benefit of a U.S. Person. Neither the Company nor any Fund has been or will be registered under the United States Investment Company Act of 1940, as amended. **Notwithstanding the foregoing prohibition on offers and sales in the United States or to or for the benefit of U.S. Persons, the Company may make a private placement of its Shares to a limited number or category of U.S. Persons.**

Risk Factors

It should be appreciated that the value of the 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. There can be no assurance that the investment objective of the Company will be achieved and results may vary substantially over time. The Directors are empowered to levy a redemption fee of up to 3 per cent of the Net Asset Value of Shares being redeemed. In light of: (i) the difference at any one time between the subscription price (to which may be added a distributor fee/sales commission or a subscription fee) and the redemption price of Shares (from which may be deducted a redemption fee); and (ii) that a dilution adjustment may be applied to the Initial Price and the Net Asset Value per Share of the Share Classes, an investment in the Company should be viewed as medium to long term investment. An investment in a Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors. This Prospectus should be read in its entirety and the risk factors set forth on pages 25 to 40 should be considered before making an application for Shares.

Reliance on this Prospectus

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

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

Translations

This Prospectus may be translated into other languages provided that any such translation shall only contain the same information and have the same meaning as the English language Prospectus. To the extent that there is any inconsistency between the English language Prospectus and the Prospectus in another language, the English language Prospectus 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 on which such action is based shall prevail.

DIRECTORY

POLEN CAPITAL INVESTMENT FUNDS II PLC	
Directors	Registered Office
Eimear Cowhey Liam Miley Mike Guarasci Brian Goldberg	78 Sir John Rogerson's Quay Dublin 2 Ireland
Manager	Depository
KBA Consulting Management Limited 35 Shelbourne Road 4 th Floor Ballsbridge Dublin 4 Ireland	State Street Custodial Services (Ireland) Limited 78 Sir John Rogerson's Quay Dublin 2 Ireland
Investment Manager and Distributor	Legal Adviser
Polen Capital Management, LLC 1825 NW Corporate Boulevard Suite 300 Boca Raton, Florida, 33431 United States of America	Arthur Cox LLP Ten Earlsfort Terrace Dublin 2 Ireland
Sub-Investment Manager (<i>in respect of Polen Capital Emerging Markets Growth Fund, Polen Capital Emerging Markets Small Company Growth Fund and Polen Capital Asia ex-Japan Growth Fund</i>)	Company Secretary
Polen Capital UK LLP First Floor Offices 15-18 Austin Friars London EC2N 2HE United Kingdom	Bradwell Limited Ten Earlsfort Terrace Dublin 2 Ireland
Administrator	
State Street Fund Services (Ireland) Limited 78 Sir John Rogerson's Quay Dublin 2 Ireland	
Auditor	
KPMG 1-2 Harbourmaster Place International Financial Services Centre Dublin 1 Ireland	

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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, unless otherwise specified.

“Accounting Date”	means 31 December in each year or such other date as the Directors may from time to time decide and notify in advance to Shareholders and the Central Bank.
“Accounting Period”	means a period ending on an Accounting Date and commencing from the first day immediately following expiry of the immediately preceding Accounting Period.
“Act”	means the Companies Act 2014 as amended, all enactments which are to be read as one with or construed or read together as one with the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force.
“Administrator”	means State Street Fund Services (Ireland) Limited or such other person as may be appointed as the administrator of the Company in accordance with the requirements of the Central Bank.
“Administration Agreement”	means the amended and restated administration agreement entered into between the Company, the Manager and the Administrator dated 17 December 2021, as may be amended from time to time.
“Application Form”	means any application form (including any subsequent application form) to be completed by persons wishing to subscribe for Shares as prescribed by the Company from time to time.
“Auditor”	means KPMG.
“Base Currency”	means the base currency of each Fund (as described in further detail under the heading “The Company – Investment Objective and Policies”).
“Benchmarks Regulation”	means Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment fund.
“Business Day”	means any day (except Saturday or Sunday) on which banks in Dublin and London are generally open for business or such other day or days as may be determined by the Directors and notified to Shareholders in advance.
“Central Bank”	means the Central Bank of Ireland, or any successor regulatory authority with responsibility for the authorisation and supervision of the Company.
“Central Bank Act”	means the Central Bank (Supervision and Enforcement) Act 2013, as such may be amended, supplemented or replaced from time to time.

“Central Bank Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations, 2019, as such may be amended, supplemented or replaced from time to time.
“Central Bank Rules”	means any regulations, guidance and conditions issued by the Central Bank from time to time pursuant to the UCITS Regulations, the Central Bank Regulations and/or the Central Bank Act regarding the regulation of undertakings for collective investment in transferable securities, as such may be amended, supplemented or replaced from time to time.
“Constitution”	means the constitution of the Company, comprising the memorandum and articles of association of the Company, as amended from time to time in accordance with the requirements of the Central Bank.
“CHF”	means Swiss Francs, the lawful currency of Switzerland.
“Class”	means a class or classes of Shares in a Fund.
“Class A Shares”	means any Share Class with “Class A” in its name.
“Class B Shares”	means any Share Class with “Class B” in its name.
“Class E Shares”	means any Share Class with “Class E” in its name.
“Class F Shares”	means any Share Class with “Class F” in its name.
“Class R Shares”	means any Share Class with “Class R” in its name.
“Class S Shares”	means any Share Class with “Class S” in its name.
“Class T Shares”	means any Share Class with “Class T” in its name.
“Class W Shares”	means any Share Class with “Class W” in its name.
“Company” means	Polen Capital Investment Funds II plc.
“Country Supplement”	means a supplement to this Prospectus specifying certain information pertaining to the offer of Shares of the Company or a Fund or Class as may be required by a particular jurisdiction or jurisdictions.
“Data Protection Legislation”	means the Irish Data Protection Acts 1988 and 2003, the EU Data Protection Directive 95/46/EC, the EU ePrivacy Directive 2002/58/EC (as amended) and any relevant transposition of, or successor or replacement to, those laws (including, when they come into force, the General Data Protection Regulation (Regulation (EU) 2016/679) and the successor to the ePrivacy Directive).
“Dealing Day”	means in respect of Polen Capital Emerging Markets Growth Fund, Polen Capital Emerging Markets Small Company Growth Fund and Polen Capital Asia ex-Japan Growth Fund, each Business Day or such other day or days as may be determined by the Directors and notified in advance to Shareholders, provided that there is at least one Dealing Day each fortnight.

“Dealing Deadline”	<p>means</p> <ul style="list-style-type: none"> (i) in respect of Polen Capital Emerging Markets Growth Fund and Polen Capital Asia ex-Japan Growth Fund: 11 a.m. (Irish time) on the Dealing Day or such other time as may be determined by the Directors and notified in advance to Shareholders, provided that the Dealing Deadline is no later than the Valuation Point; (ii) in respect of each Class of Shares of Polen Capital Emerging Markets Small Company Growth Fund other than Class A Shares: 4 p.m. (Irish time) four (4) Business Days prior to the Dealing Day or such other time as may be determined by the Directors and notified in advance to Shareholders, provided that the Dealing Deadline is no later than the Valuation Point; and, (iii) in respect of Class A Shares of Polen Capital Emerging Markets Small Company Growth Fund: 4 p.m. (Irish time) one (1) Business Day prior to any Dealing Day, or such other time as may be determined by the Directors and notified in advance to Shareholders, provided that the Dealing Deadline is no later than the Valuation Point.
“Depository”	means State Street Custodial Services (Ireland) Limited or such other person as may be appointed as the depository of the Company in accordance with the requirements of the Central Bank.
“Depository Agreement”	means the depository agreement entered into between the Company and the Depository dated 7 October 2016 as may be amended from time to time.
“Directors”	means the directors of the Company or any duly authorised committee or delegate thereof.
“Distributor”	means Polen Capital Management, LLC or such other person appointed as distributor of the Shares in accordance with the requirements of the Central Bank;
“EEA”	means the European Economic Area.
“Eligible Counterparty”	means an “eligible counterparty” as defined under MiFID II.
“Euro”, “EUR” or “€”	means the unit of the European Union single currency.
“European Union”	means the European Union, which, as at the date of this Prospectus, includes Austria, Belgium, Bulgaria, Croatia, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, the Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain and Sweden.
“FCA”	means the Financial Conduct Authority of the United Kingdom.

“Frontier Markets”	are markets that are at a very early stage of development, which typically involves higher risk and potentially higher returns as compared to developed markets and emerging markets, and such Frontier Markets include, but are not limited to, Argentina, Bahrain, Bangladesh, Burkina Faso, Benin, Croatia, Estonia, Guinea-Bissau, Ivory Coast, Jordan, Kazakhstan, Kenya, Kuwait, Lebanon, Lithuania, Mali, Mauritius, Morocco, Niger, Nigeria, Oman, Romania, Serbia, Senegal, Slovenia, Sri Lanka, Togo, Tunisia and Vietnam.
“FSMA”	means the United Kingdom Financial Services and Markets Act 2000 and every amendment or re-enactment of the same.
“Fund”	means any sub-fund from time to time established by the Company, including any of the sub-funds contained in this Prospectus, where appropriate.
“GITA”	means the German Investment Tax Reform Act dated 8 July 2016.
“Initial Offer Period”	means the period determined by the Directors during which Shares in the Fund or a particular Share Class of the Fund are first offered for subscription or on such other date or dates as the Directors may determine, having notified the Central Bank where required.
“Initial Price”	means the initial offer price or re-offer price payable for a Share (as described in further detail under the heading “The Shares – Initial Offer of Classes of Shares”).
“Investment Manager”	means Polen Capital Management, LLC or such other person appointed as the investment manager of the Company in accordance with the requirements of the Central Bank provided that the Investment Manager may appoint sub-investment managers in accordance with the requirements of the Central Bank.
“Investment Management and Distribution Agreement”	means the investment management and distribution agreement and Distribution Agreement” entered into between the Company, the Manager and the Investment Manager dated 17 December 2021, as novated on 1 March 2023 and as may be amended from time to time.
“Ireland”	means the Republic of Ireland.
“Investor Money Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Investor Money Regulations 2015 for Fund Service Providers.
“Investor Monies”	means subscription monies received from, and redemption monies due to, investors in the Funds and dividend monies due to Shareholders.
“Key Information Document”	means the summary information document prepared in accordance with the PRIIPs Regulation or, where required, the key investor information document prepared in accordance with the requirements of any jurisdiction where a Fund is registered.
“Management Agreement”	means the agreement dated 17 December 2021 between the Company and the Manager pursuant to which the latter was appointed as manager of the Company;

“Manager”	means KBA Consulting Management Limited;
“Member State”	means any state that from time to time is a member of the European Union.
“MiFID II”	means Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast) as may be amended, consolidated, replaced or substituted from time to time.
“Minimum Holding”	means the minimum number or value of Shares which must be held by Shareholders.
“Minimum Initial Subscription”	means the minimum initial subscription for Shares.
“Money Market Instruments”	means instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time.
“Net Asset Value”	means the net asset value of the Company, a Fund or a Class (as appropriate), calculated as described herein.
“Net Asset Value per Share”	means the Net Asset Value applicable to a Class divided by the number of Shares in issue representing that Class and shall be rounded to such number of decimal places as the Directors may determine.
“NOK”	means Norwegian Kroner, the lawful currency of Norway.
“OECD Member Country”	means each of Australia, Austria, Belgium, Canada, Chile, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Luxembourg, Mexico, the Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States and such other countries as may from time to time become member countries.
“Paying Agent”	means one or more paying agents, representatives, distributors, or correspondent banks appointed by the Company in certain jurisdictions.
“PRIIPs Regulation”	means Regulation (EU) No. 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs) (as may be amended, supplemented or replaced from time to time).
“Professional Client”	means a “professional client” as defined under MiFID II.
“Prospectus”	means this prospectus of the Company issued in accordance with the requirements of the UCITS Regulations.
“Responsible Person”	means the Manager.

“Recognised Exchange”	means the stock exchanges or markets set out in Appendix II.
“Securities Financing Transaction”	means any of the following: a repurchase transaction, securities or commodities lending and securities or commodities borrowing, a buy-sell back transaction or sell-buy back transaction and a margin lending transaction;
“Securities Financing Transactions Regulation”	means Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012;
“SEK”	means Swedish Kronor, the lawful currency of Sweden.
“Share”	means a share or shares, or, save as otherwise provided in this Prospectus, a fraction thereof, representing any share or shares in the Company.
“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 Company.
“Sterling”, “GBP” or “£”	means the lawful currency of the United Kingdom.
“Sub-Investment Management Agreement”	means in respect of Polen Capital Emerging Markets Growth Fund, Polen Capital Emerging Markets Small Company Growth Fund and Polen Capital Asia ex-Japan Growth Fund, the agreement entered into between the Investment Manager and the Sub-Investment Manager dated 1 March 2023, as may be amended from time to time.
“Sub-Investment Manager”	means in respect of Polen Capital Emerging Markets Growth Fund, Polen Capital Emerging Markets Small Company Growth Fund and Polen Capital Asia ex-Japan Growth Fund, Polen Capital UK LLP.
“UCITS”	means an undertaking for collective investment in transferable securities established pursuant to the UCITS Regulations or, in the case of a UCITS established in a Member State other than Ireland, the UCITS Directive.
“UCITS Directive”	means the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as amended, consolidated, replaced or substituted from time to time.
“UCITS Regulations”	means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended, consolidated, substituted or replaced from time to time) and any regulations or notices issued by the Central Bank.
“UK”	means the United Kingdom of Great Britain and Northern Ireland.
“Umbrella Cash Account”	means any single umbrella cash account in the name of the Company.

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

“US Dollar”, “USD” or “US\$” means the lawful currency of the United States.

“U.S. Person” means:

- (a) any natural person resident in the United States;
- (b) any partnership or corporation organised 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 for which a trustee is a U.S. person;
- (e) any agency or branch of a foreign 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 organised, incorporated, or (if an individual) resident in the United States; and
- (h) any partnership or corporation if:
 - (i) organised or incorporated under the laws of any foreign 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 organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D of the 1933 Act who are not natural persons, estate or trusts.

The following are not a “U.S. Person”:

- (a) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organised, 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 foreign 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; and
- (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 organisations, their agencies, affiliates and pension plans.

“Valuation Point”

means close of business (Irish time) on the relevant Dealing Day or such other time or times as may be determined by the Directors and notified in advance to Shareholders, provided that the Valuation Point is not before the Dealing Deadline.

INTRODUCTION

The Company

The Company is an open-ended investment company with variable capital and was incorporated in Ireland on 14 May 2008 under the Act with registration number 457359. The Company has been authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.

The Company is structured as an umbrella fund consisting of different Funds each comprising one or more Classes and with segregated liability between Funds. The Shares issued in each Fund will rank pari passu with each other in all respects provided that they may differ as to certain matters including currency of denomination, hedging strategies if any applied to the currency of a particular Class, dividend policy, voting rights, return of capital, the level of fees and expenses to be charged, or the Minimum Initial Subscription and Minimum Holding applicable. The assets of each Fund will be invested separately on behalf of each Fund in accordance with the investment objective and policies of each Fund. A separate portfolio of assets is not maintained for each Class.

The Company has obtained the approval of the Central Bank to establish the Classes listed in the table set forth below. Additional Funds and Classes of such additional Funds may be issued in the future in accordance with the requirements of the Central Bank. The Base Currency of each Fund is the US dollar.

In addition, approval of the Central Bank has previously been obtained for the establishment of the BMO LGM Asian Smaller Companies Fund, BMO LGM Frontier Markets Fund, the BMO LGM Greater India Fund and the CT Responsible China A-Shares Equity Fund. There are currently no investors in these Funds, which are closed to new subscriptions and are in the process of being terminated.

The Company has appointed the Manager to act as the manager of the Company pursuant to the Management Agreement. Please refer to the section entitled “Management and Administration” for further details in relation to the Manager.

Polen Capital Emerging Markets Growth Fund

Share Class	Available Currencies	Types
Class A Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class B Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class E Shares	EUR GBP USD	Income Accumulating

Share Class	Available Currencies	Types
Class R Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class S Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class T Shares	EUR GBP USD	Income Accumulating
Class W Shares	EUR GBP USD NOK SEK CHF	Income Accumulating

Polen Capital Emerging Markets Small Company Growth Fund

Share Class	Available Currencies	Types
Class A Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class B Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class E Shares	EUR GBP USD	Income Accumulating
Class F Shares	EUR GBP USD	Income Accumulating

Share Class	Available Currencies	Types
Class R Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class S Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class W Shares	EUR GBP USD NOK SEK CHF	Income Accumulating

Polen Capital Asia ex-Japan Growth Fund

Share Class	Available Currencies	Types
Class A Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class B Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class E Shares	EUR GBP USD	Income Accumulating
Class F Shares	EUR GBP USD	Income Accumulating
Class R Shares	EUR GBP USD NOK SEK CHF	Income Accumulating

Share Class	Available Currencies	Types
Class S Shares	EUR GBP USD NOK SEK CHF	Income Accumulating
Class W Shares	EUR GBP USD NOK SEK CHF	Income Accumulating

Investment Objective and Policies

The specific investment objective and policies of each Fund are set forth below.

Pending investment of the proceeds of a placing or offer of Shares or where market or other factors so warrant, a Fund's assets may be invested in Money Market Instruments, including but not limited to certificates of deposit, floating rate notes and fixed or variable rate commercial paper listed or traded on Recognised Exchanges and in cash deposits denominated in such currency or currencies as determined by the Investment Manager.

The investment objective of a Fund may not be altered and material changes in the investment policy of a Fund may not be made without approval of Shareholders on the basis of a majority of votes cast at a meeting of the Shareholders of the particular Fund duly convened and held. In the event of a change of the investment objective and/or policy of a Fund, Shareholders in the relevant Fund will be given reasonable notice of such change to enable them to redeem their Shares prior to implementation of such a change should they wish to do so.

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

Each Fund may engage in transactions in financial derivative instruments for hedging purposes. While derivatives may be used for hedging purposes, it is expected that derivatives will typically be used to reduce risk in the Fund. It is not expected that the Fund will experience a high degree of volatility through the use of financial derivative instruments. Each Fund will not be leveraged in excess of 100 per cent of its net assets.

An investment in a 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 entitled "Risk Factors" before investing in a Fund.

Investors should refer to Appendix VI – Sustainability Disclosures, for information on the Company's approach to sustainability, including the integration of sustainability risk in the investment process and the results of the assessment of the likely impacts of sustainability risks on the returns of each Fund. Further information is also included in relation to Funds which promote environmental and/or social characteristics.

Polen Capital Emerging Markets Growth Fund

Investment Objective

The Fund aims for long-term capital growth through investment in an actively managed portfolio, primarily invested in equity and equity-related securities of companies in emerging markets worldwide, with the potential for capital appreciation and a growing stream of dividends.

Investment Policy

The Fund will invest primarily in equity and equity-related securities as described below of companies which are listed or traded on a Recognised Exchange in emerging market countries worldwide, including Russia, which have, in the opinion of the Sub-Investment Manager, the potential for both capital appreciation and a growing stream of dividends. The Fund also may invest in companies which have, in the opinion of the Sub-Investment Manager, substantial economic activities in an emerging market or markets including Russia, but whose stock listing may only be on a Recognised Exchange in a developed market or Frontier Market (and for the forgoing purposes an emerging market shall be a market which is deemed to be an emerging market in the opinion of the Sub-Investment Manager, rather than by reference to the benchmark described below). Investment in Russian equity securities will not exceed 25 per cent of the Net Asset Value of the Fund. Emerging markets are investment markets which, in the opinion of the Sub-Investment Manager, have yet to reach a level of maturity associated with developed stock markets. For the avoidance of doubt, such investments may include investment in China A-Shares of companies in the People's Republic of China. The Sub-Investment Manager will transact China A-Shares mainly through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect programs (each a "Stock Connect Program").

In addition to the above, in constructing the portfolio, the Sub-Investment Manager will focus on the selection of securities of quality companies and consider factors including but not limited to sustainable business models, robust balance sheets, proven management teams with disciplined capital management, clear and fair alignment between majority and minority shareholders, share valuations, market capitalisation, liquidity and dividend yield.

The Fund could be exposed to any sector or industry and in general will have a well-diversified sector and industry allocation. The Sub-Investment Manager will research companies with a long-term view and will be prepared to wait for the opportunity to buy high quality companies without overpaying for their inherent quality. The Sub-Investment Manager will choose securities by taking into account all relevant information at that point in time and will not be veering towards or against allocating to any industry or sector but more focusing on individual companies' quality and potential valuation upside.

Such equity securities or/and equity-related securities may include common and preferred stocks (which will not be leveraged), American depositary receipt/global depositary receipt ("ADR/GDR"), participation notes (which could contain a derivative component), non-voting depositary receipts ("NVDR") in Thailand, real estate investment trusts ("REITs"), exchange traded funds, convertible preferred stocks, convertible debt instruments such as convertible bonds and warrants (which contain a derivative component).

The Fund may hold ancillary liquid assets. The Fund may also hold Money Market Instruments, certificates of deposit and commercial paper for defensive purposes.

Notwithstanding the above, the Fund may invest up to 10 per cent of its net assets in securities which are not listed or traded on a Recognised Exchange and, further, the Fund may invest up to 10 per cent of its net assets in recently issued securities which will be admitted to official listing on a Recognised Exchange within a year.

The Fund may also invest in other open-ended collective investment schemes which have a similar investment policy to this Fund (including other Funds of the Company and other schemes managed by Investment Manager) and listed closed-ended collective investment schemes and, subject to the

aggregate limit set out under investment restriction, unlisted closed-ended funds which the Sub-Investment Manager believes to be in the interests of the Shareholders of the Fund. The Fund will not invest more than 10 per cent of its net asset value in other collective investment schemes.

Subject to the limitations set forth in this Prospectus and consistent with the investment policies of the Fund, the Fund may utilise derivative instruments and it is currently intended to use such derivatives for hedging purposes only. For example, certain Classes of the Fund may be designated in a currency other than the Base Currency of the Fund and changes in the exchange rate between the Base Currency and such Class currency may lead to a depreciation of the value of such Shares as expressed in the Class currency. The Investment Manager or Sub-Investment Manager may try but is not obliged to mitigate this risk by using financial instruments such as currency swaps and currency forwards. The use of derivative instruments may expose the Fund to the risks disclosed below under the heading “Risk Factors”. The Fund will not be leveraged in excess of 100 per cent of its net assets.

The Base Currency shall be USD.

The Fund will invest a minimum of 50% of its assets in “equity securities” as defined by section 2 paragraph 8 of GITA.

The Fund is actively managed. The Fund uses the MSCI Emerging Markets Index (Net Dividends Reinvested) as a benchmark for performance comparison purposes. The Fund is not constrained by this benchmark and has significant freedom to invest in a portfolio that is different to the benchmark’s own composition.

Details of the Fund’s performance relative to the benchmark is available in the Fund’s Key Information Document and the Company’s audited annual reports and unaudited semi-annual reports. Reference to the benchmark in the Key Information Document and the Company’s audited annual reports and unaudited semi-annual reports is for illustrative purposes only.

Profile of a Typical Investor

The Fund may be appropriate for investors who consider investing in funds as a convenient way of participating in capital market developments with a focus in equities and equity related securities of emerging markets worldwide, including Russia, and investors who are aware of the risks of investing in equities. The Fund is also suitable for more experienced investors wishing to attain a defined investment objective. There is no guarantee the Fund will be able to achieve its investment objective. Investors should have experience with investments in equities and be able to accept significant temporary losses, thus the Fund is suitable primarily for investors who can afford to set aside the capital for several years. There may be significant volatility depending on market conditions.

Polen Capital Emerging Markets Small Company Growth Fund

Investment Objective

The Fund aims for long-term capital growth through investment in an actively managed portfolio, primarily invested in equity and equity-related securities of smaller companies in emerging markets worldwide.

Investment Policy

The Fund will invest primarily in equity and equity-related securities as described below of smaller companies which are listed or traded on a Recognised Exchange in emerging market countries worldwide, including Russia or which have, in the opinion of the Sub-Investment Manager, substantial economic activities in an emerging market or markets worldwide, including Russia but whose stock

listing may only be on a Recognised Exchange in a Frontier Market or developed market, such as Hong Kong or Singapore.

For the avoidance of doubt, such investments may include investment in China A-Shares of companies in the People's Republic of China. The Sub-Investment Manager will transact China A-Shares mainly through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect programs (each a "Stock Connect Program").

The Fund may also invest up to 30% of its net assets in securities of issuers located in Frontier Markets, Hong Kong and Singapore.

In this context, smaller companies generally mean companies which are, at the time of investment, of a market capitalisation within a small company sector benchmark market capitalisation range. Investments in companies which subsequently outgrow the small company sector benchmark will not be sold unless, in the opinion of the Sub-Investment Manager, this is in the best interests of Shareholders.

Investment in Russian equity securities will not exceed 25 per cent of the Net Asset Value of the Fund.

Emerging markets are investment markets which, in the opinion of the Sub-Investment Manager, have yet to reach a level of maturity associated with developed stock markets. For the forgoing purposes an emerging market therefore shall be any market deemed to be an emerging market in the opinion of the Sub-Investment Manager, rather than by reference to the benchmark described below.

In addition to the above, in constructing the portfolio, the Sub-Investment Manager will focus on the selection of securities of quality companies and consider factors including but not limited to sustainable business models, robust balance sheets, proven management teams with disciplined capital management, clear and fair alignment between majority and minority shareholders, share valuations, market capitalisation, liquidity and dividend yield.

The Fund could be exposed to any sector or industry and in general will have a well-diversified sector and industry allocation. The Sub-Investment Manager will research companies with a long-term view and will be prepared to wait for the opportunity to buy high quality companies without overpaying for their inherent quality. The Sub-Investment Manager will choose securities by taking into account all relevant information at that point in time and will not be veering towards allocating to or against any industry or sector but more focusing on individual companies' quality and potential valuation upside.

Such equity securities or/and equity-related securities may include common and preferred stocks (which will not be leveraged), American depositary receipt/global depositary receipt ("ADR/GDR"), participation notes (which could contain a derivative component), non-voting depositary receipts ("NVDR") in Thailand, real estate investment trusts ("REITs"), exchange traded funds, convertible preferred stocks, convertible debt instruments such as convertible bonds and warrants (which contain a derivative component).

The Fund may hold ancillary liquid assets. The Fund may also hold Money Market Instruments, certificates of deposit and commercial paper for defensive purposes.

Notwithstanding the above, the Fund may invest up to 10 per cent of its net assets in securities which are not listed or traded on a Recognised Exchange and, further, the Fund may invest up to 10 per cent of its net assets in recently issued securities which will be admitted to official listing on a Recognised Exchange within a year.

The Fund may also invest in other open-ended collective investment schemes which have a similar investment policy to this Fund (including other Funds of the Company and other schemes managed by the Investment Manager or the Sub-Investment Manager) and listed closed-ended collective investment

schemes and, subject to the aggregate limit set out under investment restriction, unlisted closed-ended funds which the Sub-Investment Manager believes to be in the interests of the Shareholders of the Fund. The Fund will not invest more than 10 per cent of its net asset value in other collective investment schemes.

Subject to the limitations set forth in this Prospectus and consistent with the investment policies of the Fund, the Fund may utilise derivative instruments and it is currently intended to use such derivatives for hedging purposes only. For example, certain Classes of the Fund may be designated in a currency other than the Base Currency of the Fund and changes in the exchange rate between the Base Currency and such Class currency may lead to a depreciation of the value of such Shares as expressed in the Class currency. The Investment Manager or Sub-Investment Manager may try but is not obliged to mitigate this risk by using financial instruments such as currency swaps and currency forwards. The use of derivative instruments may expose the Fund to the risks disclosed below under the heading “Risk Factors”. The Fund will not be leveraged in excess of 100 per cent of its net assets.

The Base Currency shall be USD.

The Fund will invest a minimum of 50% of its assets in “equity securities” as defined by section 2 paragraph 8 of GITA.

The Fund is actively managed. The Fund uses the MSCI Emerging Markets Small Cap Index (Net Dividends Reinvested) as a benchmark for performance comparison purposes. The Fund is not constrained by this benchmark and has significant freedom to invest in a portfolio that is different to the benchmark’s own composition.

Details of the Fund’s performance relative to the benchmark is available in the Fund’s Key Information Document and the Company’s audited annual reports and unaudited semi-annual reports. Reference to the benchmark in the Key Information Document and the Company’s audited annual reports and unaudited semi-annual reports is for illustrative purposes only.

Profile of a Typical Investor

The Fund may be appropriate for investors who consider investing in funds as a convenient way of participating in capital market developments with a focus in equities and equity related securities of smaller companies in emerging markets worldwide, including Russia and, subject to the limit above in Frontier Markets, Hong Kong and Singapore, and investors who are aware of the risks of investing in equities. The Fund is also suitable for more experienced investors wishing to attain a defined investment objective. There is no guarantee the Fund will be able to achieve its investment objective. Investors should have experience with investments in equities and be able to accept significant temporary losses, thus the Fund is suitable primarily for investors who can afford to set aside the capital for several years. There may be significant volatility depending on market conditions.

Polen Capital Asia ex-Japan Growth Fund

Investment Objective

The Fund aims to achieve long-term capital growth through investment in an actively managed portfolio, primarily invested in equity and equity-related securities of companies in the Asian region with the potential for capital appreciation and a growing stream of dividends.

Investment Policy

The Fund invests primarily in equity and equity-related securities of companies that are located in or, in the opinion of the Sub-Investment Manager, have substantial economic activities in Asia (including, as a result of being listed on a Recognised Exchange in Asia or deriving a substantial proportion of their

revenue from Asia), are listed or traded on a Recognised Exchange and have the potential for capital appreciation. Asia includes, but is not limited to, the Hong Kong Special Administrative Region, Singapore, Malaysia, Thailand, Taiwan, the People's Republic of China, Indonesia, South Korea and the Philippines. For the avoidance of doubt, such investments may include investment in China A-Shares of companies in the People's Republic of China. The Sub-Investment Manager will transact China A-Shares mainly through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect programs (each a "Stock Connect Program").

In constructing the portfolio, the Sub-Investment Manager applies a primarily bottom-up, fundamental approach to investing and focuses on the selection of securities of quality companies and considers factors including but not limited to: robust balance sheets, proven management teams with disciplined capital management, clear and fair alignment between majority and minority shareholders, share valuations, market capitalisation, liquidity, dividend yield and the potential for generating long-term returns. In addition to specific stock research, the Sub-Investment Manager also looks at the macroeconomic environment, sectorial issues, currency valuation and relative valuation among other factors.

The Sub-Investment Manager only invests in companies that meet good governance and sustainability standards. A qualitative risk-based approach is applied when assessing good governance and sustainability standards, to reflect the potential impacts of such factors on the assessment of a company's quality. Analysis is undertaken on the level of exposure of a particular company with regard to relevant risks associated with good governance and sustainability standards and, critically, management's actions to manage such risks. The outcomes of such analysis will influence the assessment of the long-term sustainability of the company's business model and the quality of management, among other quality indicators. Good governance standards include board balance, independence, transparency, disclosure and the protection of shareholder rights. With respect to sustainability, companies must demonstrate a clear commitment to sustainable environmental and social practices. Indicators of such a commitment may include: publication of a corporate social responsibility policy, code of ethics, environmental and workplace policies, or participation in the UN Global Compact or other industry sustainability initiatives. The Sub-Investment Manager evaluates if companies have been the subject of serious or ongoing concerns about unsustainable business practices, such as environmental pollution, human rights and labour standards abuses, corruption and abuse of minority shareholders.

In addition to the above assessment of good governance and sustainability standards, the investments of the Fund will be consistent with a "responsible" investment strategy, as described further below. The Fund could be exposed to any sector or industry. The Fund will have a well-diversified sector and industry allocation, except that companies in certain sectors or industries may be excluded from investment by the Sub-Investment Manager where exclusionary screens, based on specific revenue thresholds, are applied. For more information on the Fund's approach to sustainability, investors should refer to Appendix VI – Sustainability Disclosures.

The Sub-Investment Manager primarily invests in the equity securities of companies considered undervalued and to have potential for earnings growth, with the management and financial resources to achieve it. The Sub-Investment Manager researches companies with a long-term view and is prepared to wait for the opportunity to buy high quality companies without overpaying for their inherent quality. It will choose securities by evaluating all relevant information (as detailed above) at that point in time. The Sub-Investment Manager will not veer towards or allocate to any industry or sector but will focus on individual companies' quality and potential valuation upside over the long term.

The Fund may invest in equity securities and/or equity-related securities. Equity-related securities may include common and preferred stocks (which will not be leveraged), American depositary receipt/global depositary receipt ("ADR/GDR"), participation notes (which could contain a derivative component), non-voting depositary receipts ("NVDR") in Thailand, real estate investment trusts ("REITs"),

exchange traded funds, business trusts, convertible preferred stocks, convertible debt instruments such as convertible bonds and warrants (which contain a derivative component).

The Fund may hold ancillary liquid assets. The Fund may also hold Money Market Instruments, certificates of deposit and commercial paper for defensive purposes.

Notwithstanding the above, the Fund may invest up to 10 per cent of its net assets in securities which are not listed or traded on a Recognised Exchange and, further, the Fund may invest up to 10 per cent of its net assets in recently issued securities which will be admitted to official listing on a Recognised Exchange within a year.

The Fund may also invest in other open-ended collective investment schemes which have a similar investment policy to this Fund (including other Funds of the Company and other schemes managed by the Investment Manager or the Sub-Investment Manager) and listed closed-ended collective investment schemes and, subject to the aggregate limit set out under investment restriction, unlisted closed-ended collective investment schemes which the Sub-Investment Manager believes to be in the interests of the Shareholders of the Fund. The Fund will not invest more than 10 per cent of its net asset value in other collective investment schemes.

Subject to the limitations set forth in this Prospectus and consistent with the investment policies of the Fund, the Fund may utilise derivative instruments and it is currently intended to use such derivatives for hedging purposes only. For example, certain Classes of the Fund may be designated in a currency other than the Base Currency of the Fund and changes in the exchange rate between the Base Currency and such Class currency may lead to a depreciation of the value of such Shares as expressed in the Class currency. The Investment Manager or Sub-Investment Manager may try but is not obliged to mitigate this risk by using financial instruments such as currency swaps and currency forwards. The use of derivative instruments may expose the Fund to the risks disclosed below under the heading “Risk Factors”. The Fund will not be leveraged in excess of 100 per cent of its net assets.

The Base Currency shall be USD.

The Fund will invest a minimum of 50% of its assets in “equity securities” as defined by section 2 paragraph 8 of GITA.

The Fund is actively managed. The Fund uses the MSCI AC Asia ex Japan Index (Net Returns) as a benchmark for performance comparison purposes. The Fund is not constrained by this comparator benchmark and has significant freedom to invest in a portfolio that is different to the benchmark's own composition.

Details of the Fund’s performance relative to the benchmark is available in the Fund’s Key Information Document and the Company’s audited annual reports and unaudited semi-annual reports. Reference to the benchmark in the Key Information Document and the Company’s audited annual reports and unaudited semi-annual reports are for illustrative purposes only.

Profile of a Typical Investor

The Fund may be appropriate for investors who consider investing in funds as a convenient way of participating in capital market developments with a focus in the equities and equity related securities of companies in Asia and who are aware of the risks of investing in equities. The Fund is also suitable for more experienced investors wishing to attain a defined investment objective. There is no guarantee the Fund will be able to achieve its investment objective. Investors should have experience with investments in equities and be able to accept significant temporary losses, thus the Fund is suitable

primarily for investors who can afford to set aside the capital for several years. There may be significant volatility depending on market conditions.

Investment Restrictions

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

Borrowing Powers

The Company may not borrow money, grant loans or act as guarantor on behalf of third parties, except as follows:

- (i) foreign currency may be acquired by means of a back-to-back loan agreement. Foreign currency obtained in this manner is not classified as borrowing for the purposes of Regulation 103(1) of the Regulations, except to the extent that such foreign currency exceeds the value of a “back to back” deposit provided that the offsetting deposit exceeds the value of the foreign currency loan outstanding; and
- (ii) borrowings not exceeding 10% of the Net Asset Value of the Funds may be made on a temporary basis.

In accordance with the provisions of the UCITS Regulations, the Company may charge its assets as security for such borrowings.

Adherence to Investment and Borrowing Restrictions

The Company will, with respect to each Fund, adhere to any investment or borrowing restrictions described herein and any criteria necessary to obtain and/or maintain any credit rating in respect of any Shares or Fund or Class in the Company, subject to the UCITS Regulations.

Changes to Investment and Borrowing Restrictions

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

Efficient Portfolio Management

The Company may, on behalf of each Fund in accordance with its investment objective and policies, engage in techniques and instruments (such as financial derivative instruments, repurchase/reverse repurchase and securities lending agreements and when issued/delayed delivery securities) for the purposes of efficient portfolio management, including as part of a cash management strategy and reduction of risk or cost or the generation of additional capital or income for the Fund with an appropriate level of risk, taking into account the risk profile of the Fund and the general provisions of the UCITS Directive. Such transactions may include foreign exchange transactions which alter the currency characteristics of transferable securities held by the Fund. Such techniques and instruments are set out in Appendix III to this Prospectus.

The Company 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 Company may use on behalf of any Fund include, but are not limited to, those set out in Appendix III and, if applicable to a particular Fund, those set out in the investment policies for the relevant Fund.

For the purpose of providing margin or collateral in respect of transactions in techniques and instruments, the Company may mortgage, charge or encumber any assets or cash forming part of the relevant Fund.

The policy that will be applied to collateral arising from over the counter (“OTC”) derivative transactions or efficient portfolio management techniques relating to the Funds is to adhere to the requirements set out in Appendix III. This sets out the permitted types of collateral, level of collateral required and haircut policy and, in the case of cash collateral, the re-investment policy prescribed by the Central Bank pursuant to the UCITS Regulations. The categories of collateral which may be received by the Funds include cash and non-cash assets such as equities, debt securities and money market instruments. From time to time and subject to the requirements set out in Appendix III, the policy on levels of collateral required and haircuts may be adjusted, at the discretion of the Investment Manager, where this is determined to be appropriate in the context of the specific counterparty, the characteristics of the asset received as collateral, market conditions or other circumstances. The haircuts applied (if any) by the Investment Manager are adapted for each class of assets received as collateral, taking into account the characteristics of the assets such as the credit standing and/or the price volatility, as well as the outcome of any stress tests performed in accordance with the requirements in Appendix III. Each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets should be justified on the basis of this policy.

If cash collateral received by a Fund is re-invested, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. The risks associated with the re-investment of cash collateral are substantially the same as the risks which apply to the other investments of the Fund. For further details, see the disclosure under the heading “Risk Factors – Derivatives and Techniques and Instruments Risk”.

Direct and indirect operational costs and fees arising from the efficient portfolio management techniques of securities lending, repurchase and reverse repurchase arrangements may be deducted from the revenue delivered to the Funds (e.g., as a result of revenue sharing arrangements). These costs and fees should not include hidden revenue. All the revenues arising from such efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the relevant Fund. The entities to which direct and indirect costs and fees may be paid include banks, investment firms, broker-dealers, securities lending agents or other financial institutions or intermediaries and may be parties related to the Depositary. The revenues arising from such efficient portfolio management techniques for the relevant reporting period, together with the direct and indirect operational costs and fees incurred and the identity of the counterparty(ies) to these efficient portfolio management techniques, will be disclosed in the annual and half yearly reports of the Funds.

Securities Financing Transactions Regulation - Disclosure

Each Fund may enter into the following transactions:

- (i) total return swaps;
- (ii) repurchase agreements;
- (iii) reverse repurchase agreements; and
- (iv) securities lending arrangements.

Each Fund may enter into total return swaps for investment purposes and for efficient portfolio management purposes, and enter into other types of Securities Financing Transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund.

If a Fund invests in total return swaps or Securities Financing Transactions, the relevant asset or index may be comprised of equity or debt securities, money market instruments or other eligible investments which are consistent with the investment objective and policies of the Fund. Subject to the investment restrictions laid down by the Central Bank as set out in Appendix III, and also any investment restrictions set out in the section entitled “Investment Objectives and Policies”, each Fund can invest up to 100 per cent of its Net Asset Value in total return swaps and Securities Financing Transactions. It is anticipated that each Fund will generally invest in the range of 0 to 5 per cent of its Net Asset Value in total return swaps and Securities Financing Transactions.

A Fund shall only enter into total return swaps and Securities Financing Transactions with counterparties that satisfy the criteria (including those relating to legal status, country of origin and minimum credit rating) as set out above in the “Investment Techniques and Instruments” section and adopted by the Investment Manager or Sub-Investment Manager.

The categories of collateral which may be received by a Fund is set out in Appendix III and includes cash and non-cash assets such as equities, debt securities and money market instruments. Collateral received by the Fund will be valued in accordance with the valuation methodology set out under the section entitled “Net Asset Value and Valuation of Assets”. Collateral received by the Fund will be marked-to-market daily and daily variation margins will be used.

Where a Fund receives collateral as a result of entering into total return swaps or Securities Financing Transactions, there is a risk that the collateral held by the Fund may decline in value or become illiquid. In addition, there can also be no assurance that the liquidation of any collateral provided to the Fund to secure a counterparty’s obligations under a total return swap or Securities Financing Transaction would satisfy the counterparty’s obligations in the event of a default by the counterparty. Where the Fund provides collateral as a result of entering into total return swaps or Securities Financing Transactions, it is exposed to the risk that the counterparty will be unable or unwilling to honour its obligations to return the collateral provided.

For a summary of certain other risks applicable to total return swaps and Securities Financing Transactions, see the “Derivatives and Techniques and Instruments Risk” disclosure in the “Risk Factors” section.

The duty of the Depositary is to provide safekeeping, oversight and asset verification services in respect of the assets of the Company and each Fund in accordance with the provisions of the Central Bank Rules and the UCITS Directive.

A Fund may provide certain of its assets as collateral to counterparties in connection with total return swaps and Securities Financing Transactions. If the Fund has over-collateralised (i.e., provided excess collateral to the counterparty) in respect of such transactions, it may be an unsecured creditor in respect of such excess collateral in the event of the counterparty’s insolvency. If the Depositary or its sub-custodian or a third party holds collateral on behalf of the Fund, the Fund may be an unsecured creditor in the event of the insolvency of such entity.

There are legal risks involved in entering into total return swaps or Securities Financing Transactions which may result in loss due to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

Subject to the restrictions laid down by the Central Bank as set out in Appendix III, the Fund may re-invest cash collateral that it receives. If cash collateral received by the Fund is re-invested, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. The risks associated with the re-investment of cash collateral are substantially the same as the risks which apply to the other investments of the Fund.

Direct and indirect operational costs and fees arising from total return swaps or Securities Financing Transactions may be deducted from the revenue delivered to the Fund (e.g., as a result of revenue sharing arrangements). These costs and fees do not and should not include hidden revenue. All the revenues arising from such efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the Fund. The entities to which direct and indirect costs and fees may be paid include banks, investment firms, broker-dealers, securities lending agents or other financial institutions or intermediaries and may be related parties to the Manager, the Investment Manager or the Depositary.

Hedged Classes

A Class of Shares may be designated in a currency other than the Base Currency of the relevant Fund. Where and to the extent that the Investment Manager or Sub-Investment Manager deems it appropriate Class currency exposure may be hedged against the Base Currency of the relevant Fund. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets/liabilities of a Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. While it is not the intention, overhedged or underhedged positions may arise here due to factors outside the control of the Investment Manager or Sub-Investment Manager. Such over hedged positions shall not exceed 105 per cent of the Net Asset Value of the relevant Class and under hedged positions shall not fall short of 95 per cent of the portion of the Net Asset Value of the Class which is to be hedged. Hedged positions will be kept under review to ensure that over-hedged positions do not exceed the permitted level and that under hedged positions shall do not fall short of the permitted level. Over or under hedged positions will not be carried forward from month to month. This review will also incorporate a procedure to ensure that positions materially in excess of 100 per cent of the Net Asset Value of the relevant Class will not be carried forward from month to month. Otherwise such Classes will not be leveraged as a result of transactions entered into for the purpose of hedging against the exposure of the currency of the Class to the currency of the underlying investments of the relevant Fund. Investors should note however that investors in a hedged class will not benefit if the Class currency falls against the Base Currency.

In the case of an unhedged Class of Shares, a currency conversion will take place on subscriptions, redemptions, switches and distributions at prevailing exchange rates. The value of the Share expressed in the Class currency will be subject to exchange rate risk in relation to the Base Currency.

In general, it is not the Investment Manager's or Sub-Investment Manager's intention to hedge any Class of Shares, unless otherwise specified in this Prospectus.

Financial Derivative Instruments

The Company and each Fund, in accordance with its investment objective and policies, may invest in financial derivative instruments including equivalent cash settled instruments dealt in on a Recognised Exchange and/or in over the counter 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 Company may invest and the expected effect of investment in such financial derivative instruments on the risk profile of a Fund are disclosed in Appendix III. If other financial derivative instruments may

be invested in for a particular Fund, such instruments and their expected effect on the risk profile of such Fund, will be disclosed in the investment policies for the relevant Fund.

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

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

Types and Descriptions of Financial Derivative Instruments

Set forth below are examples of the types of financial derivative instruments that a Fund may purchase from time to time, subject to the investment objective and policies of each Fund.

Futures may be used to hedge against changes in market prices and/or interest rates and currency exchange rates as part of the Fund’s overall investment strategy. The Fund may also use future contracts to gain a direct exposure to equities or equity related securities as a substitute for direct investment where to do so would be more cost effective for the relevant Fund. The Fund may sell futures on such equity securities or securities with equity characteristics, currencies (where assets are in currencies other than the base currency) or equity indices to provide an efficient, liquid and effective method for the management of risks by “locking in” gains and/or protecting against future declines in value. The Fund may also buy futures on equity securities or securities with equity characteristics, currencies (where assets are currencies other than the base currency) or equity indices to provide a cost effective and efficient mechanism for taking position in securities. The Fund may also buy or sell equity index futures as a method to equitise significant cash positions in the Fund.

The Fund may employ forward currency exchange contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. The Base Currency of each Fund is USD but securities in a Fund may be denominated in large range of currencies. Consequently, a Fund may enter into forward currency contracts to hedge against exchange rate risk. Performance may be significantly influenced by movements in foreign exchange rates because currency positions held by a Fund may not correspond with the currency of the securities invested in.

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

The Fund may enter into one or more swap agreements. Swap agreements are two-party contracts entered into primarily by institutional investors for periods ranging from a day to many years. In the case of the Fund, these may take the form of equity swaps or currency swaps. In a standard swap transaction, two parties agree to exchange the returns earned on specific assets, such as the return on, or increase in value of, a particular amount invested in a particular foreign currency, in a security, in an equity index or in a basket of securities.

Equity swaps could be used to enable the Fund to gain exposure to equity securities or securities with equity characteristics, equity indices or a basket of securities. An equity swap would be used if it provided exposure to a security, an equity index position or a basket of securities in a more cost efficient manner. Any such investment by the Fund will be made in a manner consistent with the investment policy of the Fund.

Exchange rate swaps may be used in order to protect a Fund against foreign exchange risks. They could be used by the Fund to protect assets held in foreign currencies from foreign exchange risk with the base currency of the Fund.

Options would be held as long positions (buying calls and puts). Calls would be held to give exposure to underlying securities or indices. Puts would be held to hedge position exposure, for example index puts to hedge market risk in a single security or group of securities.

The Fund may purchase convertible bonds. This is a bond that can be converted into a predetermined amount of a company's equity at certain times during its life. Thus, convertible bonds tend to offer a lower rate of return in exchange for the option to trade the bond into stock. Conversely, convertible bonds may be used when volatility is low as an alternative to common stock as convertible bonds may yield a greater return than the common equity and hence build premium when a share price is weak.

The Fund may purchase participation notes. A participation note is a form of medium term note issued by a brokerage firm or other counterparty that provides the purchaser with (a) exposure to an individual equity or a basket or index of equities, or (b) exposure to the relative performance of these types of assets and may include the benefit of capital protection over the term. Participation notes are generally traded over-the counter. Participation notes are often used as a convenient means of investing in local securities (such as equity securities or securities with equity characteristics) by a foreign investor. In a participation note, the investor's principal investment may be guaranteed over the term or participation notes can be structured without a capital guarantee, in which case the investor's risk of loss is limited to the purchase price of the participation note. A participation note is typically exchangeable daily by a purchaser for cash equivalent to the economic value of the investment position embedded in the participation note.

Risk Factors

General

The risks described herein should not be considered to be an exhaustive list of the risks that potential investors should consider before investing in a Fund. Potential investors should be aware that an investment in a Fund may be exposed to other risks that may not be included in this section at this time but may be of an exceptional nature that could arise from time to time. Investment in the Company carries with it a degree of risk. Different risks may apply to different Funds and/or Classes. Prospective investors should review this Prospectus carefully and in its entirety and consult with their professional and financial advisers before making an application for Shares. Prospective investors are advised that the value of Shares and the income from them may go down as well as up and, accordingly, an investor may not get back the full amount invested and an investment should only be made by persons who can sustain a loss on their investment. Past performance of the Company or any Fund should not be relied upon as an indicator of future performance. The attention of potential investors is drawn to the taxation risks associated with investing in the Company. Please refer to information provided under the heading “Taxation”. The securities and instruments in which the Company invests are subject to normal market fluctuations and other risks inherent in investing in such investments and there can be no assurance that any appreciation in value will occur.

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

Market Capitalisation Risk

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

Market Risk

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

Exchange Control and Repatriation Risk

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

Liquidity Risk

Not all securities or instruments invested in by the Funds will be listed or rated and consequently liquidity may be low. Moreover, the accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavourable prices. The Funds may also encounter

difficulties in disposing of assets at their fair price due to adverse market conditions leading to limited liquidity.

Redemption Risk

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

Credit Risk

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

Currency Risk

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

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

A Fund may enter into currency exchange transactions and/or use techniques and instruments to seek to protect against 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 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.

Hedged Share Class Risk

A Class of Shares of a Fund may be designated in a currency other than the Base Currency of the Fund. Changes in the exchange rate between the Base Currency and such Class currency may lead to a depreciation of the value of such Shares as expressed in the Class currency. The Fund's Investment Manager or Sub-Investment Manager may try but is not obliged to mitigate this risk by using financial instruments such as those described under the heading "Currency Risk" in order to hedge the Class currency exposure against the Base Currency of the relevant Fund. While it is not the intention, overhedged or underhedged positions may arise here due to factors outside the control of the Investment

Manager or Sub-Investment Manager. Such over hedged positions shall not exceed 105 per cent of the Net Asset Value of the relevant 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. Hedged positions will be kept under review to ensure that over-hedged positions do not exceed the permitted level and that under hedged positions shall do not fall short of the permitted level. Over or under hedged positions will not be carried forward from month to month. This review will also incorporate a procedure to ensure that positions materially in excess of 100 per cent of the Net Asset Value of the relevant Class will not be carried forward from month to month. Investors should note however that investors in a hedged class will not benefit if the Class currency falls against the Base Currency of the relevant Fund.

Changes in Interest Rates Risk

The value of Shares may be affected by substantial adverse movements in interest rates.

LIBOR Risk

Many financial instruments use or may use a floating rate based on LIBOR, which is the offered rate for short-term Eurodollar deposits between major international banks. On July 27, 2017, the head of the United Kingdom's Financial Conduct Authority announced a desire to phase out the use of LIBOR by the end of 2021. The ICE Benchmark Administration Limited, the administrator of LIBOR, ceased publishing most LIBOR tenors, including some USD LIBOR tenors, on 31 December 2021, and will cease publishing the remaining and most liquid USD LIBOR tenors no later than 30 June 2023. Regulators have encouraged the development of and, transition to the use of alternative reference or benchmark rates.

While the transition away from LIBOR has become increasingly well-defined in advance of the anticipated discontinuation of LIBOR, the impact on certain debt securities, derivatives and other financial instruments remains uncertain. Further, the process for amending existing contracts or instruments to transition away from LIBOR remains unclear in the absence of global consensus.

It is expected that market participants will amend financial instruments referencing LIBOR to include fallback provisions and other measures that contemplate the discontinuation of LIBOR or other similar market disruption events. However, neither the effect of the transition process nor the viability of such measures is known. To facilitate the transition of legacy derivatives contracts referencing LIBOR, the International Swaps and Derivatives Association, Inc. launched a protocol to incorporate fallback provisions. However, there are obstacles to converting certain longer term securities and transactions to a new benchmark or benchmarks. For example, certain proposed replacement rates to LIBOR, such as the Sterling Overnight Interbank Average Rate ("SONIA"), which administered by the Bank of England, are materially different from LIBOR, and changes in the applicable spread for financial instruments transitioning away from LIBOR will need to be made to accommodate the differences. In addition, regulators in non-U.S. jurisdictions have proposed alternative replacement rates. Furthermore, the risks associated with the expected discontinuation of LIBOR and transition to alternative rates may be exacerbated if an orderly transition to an alternative reference rate is not completed in a timely manner.

The effectiveness of multiple alternative reference rates as opposed to one primary reference rate has not been determined. The effectiveness of alternative reference rates used in new or existing financial instruments and products has also not yet been determined. As market participants transition away from LIBOR, LIBOR's usefulness may deteriorate, and these effects could be experienced until the permanent cessation of the majority of USD LIBOR rates in 2023. The transition process may lead to increased volatility and illiquidity in markets that currently rely on LIBOR to determine interest rates. LIBOR's deterioration may adversely affect the liquidity and/or market value of securities that use LIBOR as a benchmark interest rate, including securities and other financial instruments held by the Funds. Further, the utilisation of an alternative reference rate, or the transition process to an alternative reference rate, may adversely affect the Funds' investment performance.

Emerging Markets and Frontier Markets Risk

Certain Funds may invest in equity securities of companies in emerging markets and Frontier Markets. Such securities may involve a high degree of risk and may be considered speculative. Risks include: (i) greater risk of expropriation, confiscatory taxation, nationalisation, and social, political and economic instability; (ii) the small current size of the markets for securities of emerging markets and Frontier Markets issuers and the currently low or non-existent volume of trading, resulting in lack of liquidity and in price volatility, (iii) certain national policies which may restrict a Fund's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; and (iv) the absence of developed legal structures governing private or foreign investment and private property. This type of risk may be more significant in Frontier Markets with the potential for greater losses.

Accounting, Auditing and Financial Reporting Standards Risk

Investors' attention is drawn to the fact that the accounting and financial reporting standards, practices and disclosure requirements applicable to some of the countries in whose markets each Fund may invest do not necessarily provide the same degree of shareholder protection and information to investors as would generally apply in more developed markets.

Settlement Risk

The reliability of the trading and settlement systems in such markets and the liquidity of such markets may also not be equal to that available in more developed markets, which may increase settlement risk and/or result in delays in realising investments made by each Fund.

Political Risk

Investments may be made in markets located in countries which are exposed to the risks of political change or periods of political uncertainty which could also adversely affect the assets of each Fund.

Political and Economic Risk (Emerging and Frontier Markets)

Where a Fund invests in equities or securities of companies incorporated in or whose principal operations are in emerging markets or Frontier Markets, additional risks may be encountered. The currencies in which investments are denominated may be unstable, may be subject to significant depreciation, may be subject to government intervention or other restrictions and may not be fully convertible or repatriated. The value of the Fund's assets may be affected by political, legal, economic and fiscal uncertainties. Existing laws and regulations may not be consistently applied in emerging markets and Frontier Markets. The risk of government intervention is particularly high in emerging markets and Frontier Markets because of both the political climate in many of these countries and the less developed character of their markets and economies. Government intervention could result from political, economic or internal policies and could cause a complete loss of the Fund's investment in such countries. Emerging markets and Frontier Markets are still in relatively early stages of their development, have less volume, are less liquid and experience greater volatility than more established markets and are not highly regulated. When seeking to sell securities of emerging markets and Frontier Market, little or no market may exist for such securities. Settlement of transactions may be subject to delay and administrative uncertainties. Depositaries in emerging markets and Frontier Markets may not be able to offer the level of service and safe-keeping, settlement and administration of securities that is customary in more developed markets and there is a risk that the Fund will not be recognised as the owner of securities held on its behalf by a sub-custodian. The disclosure of fiscal and other information available to investors may be less complete and reliable. It may also be the case that companies that are listed on recognised exchanges that are part of Frontier Markets or conduct much of their business in emerging markets and Frontier Markets are subject to accounting standards and requirements that differ in significant respects from those applicable to companies established or listed in developed countries.

This, if combined with a weak regulatory environment, could result in lower standards of corporate governance and less protection of minority shareholder rights of the companies in which the Fund will invest. The lower level of disclosure, transparency and reliability of certain material information may impact on the value of investments made by the Fund and may lead the Investment Manager, the Sub-Investment Manager or any sub-investment manager or other service providers of the Fund to an inaccurate conclusion about the value of the investments of the Fund.

Political and Economic Risk (Russia)

Investments in companies organised in or who principally do business in the independent states that were once part of the Soviet Union, including the Russian Federation, pose special risks, including economic and political unrest and may lack a transparent and reliable legal system for enforcing the rights of creditors and shareholders of the Fund. Furthermore, the standard of corporate governance and investor protection in Russia may not be equivalent to that provided in other jurisdictions. While the Russian Federation, in recent years, has generally seen positive growth, fiscal and current account surpluses, and is current on its obligations to bondholders, uncertainty remains with regard to structural reforms (e.g. banking sector, land reform, property rights), the economy's heavy reliance on oil, unfavourable political developments and/or government policies, and other economic issues.

Liquidity Risk

Investments in emerging markets and Frontier Markets tend to be highly volatile and can suffer from partial or total illiquidity which could result in a large decline in capital value or an inability to redeem your investment.

Custody Risk

Certain Funds may invest in economies of emerging markets and Frontier Markets which may differ favourably or unfavourably from the economies of industrialised countries and where custodial and/or settlement systems are not fully developed. Such economies may be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. Investment in emerging markets and Frontier Markets entails risks which include the possibility of political or social instability, adverse changes in investment or exchange control regulations, nationalisation, expropriation and withholding of dividends at source. In addition, such securities may trade with less frequency and volume than securities of companies and governments of developed nations. There is also a possibility that redemption of shares following a redemption request may be delayed due to the illiquid nature of the assets.

In circumstances where the use of sub-custodians is necessary, the assets of such Funds may be exposed to risk in circumstances where the Depositary will have no liability. The Depositary has a sub-custodial network in certain emerging market and Frontier Market countries. The Company has agreed that it will not invest in securities issued or corporations located in such countries until the Depositary is satisfied that it has sub-custodial arrangements in place in respect of those countries. However, there is no guarantee that any arrangements made, or agreements entered into, between the Depositary and any sub-custodian will be upheld by a court of any emerging market or Frontier Market country or that any judgment obtained by the Depositary or the Funds against any such sub-custodian in a court of any competent jurisdiction will be enforced by a court of any emerging market or Frontier Market country.

Certain markets in Central and Eastern Europe present specific risks in relation to the settlement and safekeeping of securities. These risks result from the fact that physical securities may not exist in certain countries (such as Russia); as a consequence, the ownership of securities is evidenced only on the issuer's register of shareholders. Each issuer is responsible for the appointment of its own registrar. In the case of Russia, up until 1 April 2013 there was no central registration system for shareholders which resulted in a broad geographic distribution of several thousand registrars across Russia. Russia's Federal

Commission for Securities and Capital Markets (the “**Commission**”) has defined the responsibilities for registrar activities, including what constitutes evidence of ownership and transfer procedures. However, difficulties in enforcing the Commission’s regulations mean that the potential for loss or error still remains and there is no guarantee that the registrars will act according to the applicable laws and regulations. Under the previous registration system, the registrar produced an extract of the register of shareholders as at that particular point in time. Ownership of shares was evidenced by the records of the registrar, but not by the possession of an extract of the register of shareholders. The extract is only evidence that registration has taken place. It is not negotiable and has no intrinsic value. In addition, a registrar will typically not accept an extract as evidence of ownership of shares and is not obligated to notify the Depositary, or its local agents in Russia, if or when it amends the register of shareholders. As a consequence of this, Russian securities are not on physical deposit with the Depositary or its local agents in Russia. Therefore, neither the Depositary nor its local agents in Russia can be considered as performing a physical safekeeping or custody function in the traditional sense. The registrars are neither agents of, nor responsible to, the Depositary or its local agents in Russia. However, a change occurred in the custody arrangements applicable to certain Russian securities on 1 April 2013. From that date, the holding of many Russian securities by investors in the relevant Funds is no longer evidenced by a direct entry on the issuer’s register of shareholders. Instead, the ownership of, and settlement of transactions in, those Russian securities was moved to a central securities depositary, the National Settlement Depositary (“**NSD**”). The Depositary or its local agent in Russia is a participant on the NSD. The NSD will be reflected as the nominee holder of the securities on the register of the relevant issuer. While this is intended to introduce a centralised and regulated system for recording of the ownership of, and settlement of transactions in, Russian securities, it does not eliminate all of the risks associated with the registrar system outlined above. Investments in securities listed or traded in Russia will only be made in securities that are listed or traded on the Moscow Exchange. The Depositary’s liability extends to its negligent or intentional failure to perform its obligations and does not extend to losses due to the liquidation, bankruptcy, negligence or wilful default of any registrar. In the event of such losses the relevant Fund will have to pursue its rights directly against the issuer and/or its appointed registrar. The aforesaid risks in relation to safekeeping of securities in Russia may exist, in a similar manner, in other Central and Eastern European countries in which the Funds may invest.

Risks of Investing in China A-Shares

Investments in China A-Shares are subject to certain rules and regulations which are promulgated by the Government of the Peoples Republic of China (“**PRC**”). These rules and regulations may be applied inconsistently or not at all and are subject to change at any time. There is no assurance that any future changes in the rules and regulations or their interpretation or their enforcement will not have a material adverse effect on the Fund’s investments in the PRC.

Securities exchanges in the PRC typically have the right to suspend or limit trading in any security traded on the relevant exchange. In particular, trading band limits are imposed by the stock exchanges on China A-Shares, whereby trading in any China A-Shares on the relevant stock exchange may be suspended if the trading price of the security fluctuates beyond the trading band limit. Such a suspension would make any dealing with the existing positions impossible and would potentially expose the Fund to losses. Further, when the suspension is subsequently lifted, it may not be possible for the Fund to liquidate positions at a favourable price, which could also entail losses for the Fund.

The PRC laws and practice may affect the ability to liquidate investments and to remit the proceeds thereof out of the PRC. The repatriation of monies to the Fund out of the PRC may be subject to certain restrictions and approvals. Any change in the relevant rules and regulations relating to repatriation may delay payment of redemption proceeds relating to the Fund’s investment in China A-Shares and other eligible securities.

Risks Associated with the Stock Connect

Subject to their stated investment policy, a Fund may invest in China A-Shares via Stock Connect. The Shanghai-Hong Kong Stock Connect comprises a “Northbound” Shanghai Trading Link and a “Southbound” Hong Kong Trading Link. Similarly, the Shenzhen-Hong Kong Stock Connect comprises a “Northbound” Shenzhen Trading Link and a “Southbound” Hong Kong Trading Link. Under the Northbound Shanghai Trading Link and Northbound Shenzhen Trading Link, Hong Kong and overseas investors through Hong Kong brokers may be able to trade certain eligible China A-Shares listed on the Shanghai Stock Exchange (“SSE”) and Shenzhen Stock Exchange (“SZSE”) respectively.

In addition to the risks associated with investing in emerging markets and Frontier Market and China A-Shares as referred to above, investing through Stock Connect is also subject to particular risks. The relevant regulations are untested and subject to change, and there is no certainty as to how they will be applied. The Stock Connect programme is subject to quota limitations which may restrict the Fund’s ability to invest in China A-Shares through the programme on a timely basis and as a result, the Fund’s ability to access the China A-Shares market (and hence to pursue its investment strategy) will be adversely affected. The PRC regulations impose certain restrictions on selling and buying of China A-Shares. As a result the Fund may not be able to dispose of holdings of China A-Shares in a timely manner. Also, a stock may be recalled from the scope of eligible stocks for trading via Stock Connect. This may adversely affect the investment portfolio or strategies of the Fund, for example, when the Sub-Investment Manager wishes to purchase a stock which is recalled from the scope of eligible stocks. Due to the differences in trading days, the Fund may be subject to a risk of price fluctuations in China A-Shares on a day that the PRC market is open for trading but the Hong Kong market is closed.

Investment in securities via Stock Connect is conducted through brokers, and is subject to the risks of default by such brokers in discharging their obligations. In particular, the Fund’s investments through Northbound trading under Stock Connect are not covered by the Hong Kong Investor Compensation Fund or any other investor compensation fund. Therefore the Fund is exposed to the risks of default of the brokers it engages in its trading in China A-Shares through Stock Connect.

Also, the Renminbi is not, as of the date of this Prospectus, a freely convertible currency, and is subject to the foreign exchange control policies of the PRC government.

Risks associated with the UK leaving the European Union

The UK officially left the EU on 31 January 2020 but remained subject to EU regulations during an agreed transitional phase until 31 December 2020. Although a free trade agreement was ratified by both the EU and the UK in December 2020 and the transitional phase has ended, a number of uncertainties remain in connection with the UK’s relationship with the EU regarding potential regulatory alignment or equivalence. Until the terms of the regulations are clearer, it is not possible to determine the full impact that the UK’s departure and/or any related matters may have on the Company.

From 1 January 2021, a memorandum of understanding is in place between the UK’s Financial Conduct Authority, the European Securities and Markets Authority and the EU which permits the continued delegation of investment management. It is possible that there will be more divergence between UK and EU regulations post-Brexit, limiting what cross-border activities can take place.

The UK’s future economic and political relationship with the EU (and with other non-EU countries by agreement) continues to remain uncertain. This uncertainty is likely to generate further global currency and asset price volatility. Currency volatility may mean that the returns of certain positions of the Funds are adversely affected by market movements and may make it more difficult, or more expensive, for the Company to execute prudent currency hedging policies. Ongoing uncertainty could adversely impact the general economic outlook and as such, this may impact negatively on the ability of the Company to execute its strategies effectively, and may also result in increased costs to the Company. In light of the above uncertainties, no definitive assessment can currently be made regarding the impact that Brexit will have on the Funds and their investments. Funds may see higher levels of redemption.

In the event that the Investment Manager is unable to accurately value the assets of a Fund, or in the event of high levels of redemption, the Investment Manager may use certain liquidity management tools permitted by the Central Bank, including deferred redemptions, the implementation of fair value pricing or temporarily suspension of a Fund.

Force Majeure Events

Each of the Administrator, Depository, Manager, Investment Manager, Sub-Investment Manager and other service providers to the Company and their delegates may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism and labour strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies and social instability). Some force majeure events may adversely affect the ability of any such parties to perform their obligations to the Company until they are able to remedy the force majeure event. While it is expected that such service providers will implement contingency plans for addressing force majeure events it is possible that such force majeure events exceed the assumptions of such plans.

Certain force majeure events (such as war or an outbreak of an infectious disease) may also have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which the Funds may invest specifically. Since late 2019, outbreaks of a novel coronavirus (nCoV), which is from a family of viruses that cause illnesses ranging from the common cold to more severe diseases, have spread throughout the world and in March 2020 the World Health Organization declared Covid-19 a global pandemic. Any spread of an infectious illness or similar public health threat could reduce consumer demand or economic output, impact on the market value of investments, result in market closures, travel restrictions or quarantines, and generally have a significant impact on the world economy and disrupt markets. The nature and extent of the impact of such events is difficult to predict but they may adversely affect the return on each Fund and its investments. Market disruptions or closures may result in the Investment Manager being unable to accurately value the assets of a Fund, or in the event of high levels of redemption, the Company, or the Manager in respect of the Company, may use certain liquidity management tools permitted by the Central Bank, including deferred redemptions, the implementation of fair value pricing or temporary suspension of a Fund.

Derivatives and Techniques and Instruments Risk

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 programs 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 price movements of the derivatives and price movements of related investments, (3) the fact that skills needed to use these instruments are different from those needed to select the Fund's securities, (4) the possible absence of a liquid market for any particular instrument at any particular time, and (5) possible issues arising from an unexpected application of law or regulation or arising as a result of the unenforceability of a contract.

The Funds may be invested in certain derivative instruments, which may involve the assumption of obligations as well as rights and assets. Assets deposited as margin with brokers may not be held in segregated accounts by the brokers and may therefore become available to the creditors of such brokers in the event of their insolvency or bankruptcy.

The Funds may from time to time utilise both exchange-traded and over-the-counter credit derivatives, such as collateralised debt obligations or credit default swaps as part of its investment policy and for hedging purposes. These instruments may be volatile, involve certain special risks and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, a relatively small movement in the price of a contract may result in a profit or a loss that is high in proportion to the amount of funds actually placed as initial margin and may result in further loss exceeding any margin deposited. Furthermore, when used for hedging purposes there may be an imperfect correlation between these instruments and the investments or market sectors being hedged. Transactions in over-the-counter derivatives, such as credit derivatives, may involve additional risk as there is no exchange market on which to close out an open position.

Risks relating to settlement

The trading and settlement practices of some of the stock exchanges or markets on which the Fund may trade derivatives may not be the same as those in more developed markets, which may increase settlement risk and/or result in delays in realising investments made by the Fund.

Risks relating to swaps

A Fund may enter into swap agreements (including total return swaps) with respect to currencies, interest rates and securities. A Fund may use these techniques to protect against changes in interest rates and currency exchange rates. A Fund may also use these techniques to take positions in or protect against changes in securities indices and specific securities prices.

In respect of currencies a Fund may utilise currency swap contracts where the Fund may exchange currencies at a fixed rate of exchange for currencies at a floating rate of exchange or currencies at a floating rate of exchange for currencies at a fixed rate of exchange. These contracts allow a Fund to gain or manage exposures to various currencies. For these instruments the Fund's return is based on the movement of currency exchange rates relative to a fixed currency amount agreed by the parties.

In respect of interest rates, a Fund may utilise interest rate swap contracts where the Fund may exchange floating interest rate cash flows for fixed interest rate cash flows or fixed interest rate cash flows for floating interest rate cash flows. These contracts allow a Fund to manage its interest rate exposures. For these instruments the Fund's return is based on the movement of interest rates relative to a fixed rate agreed by the parties.

In respect of securities and securities indices a Fund may utilise total return swap contracts where the Fund may exchange floating interest rate cash flows for fixed cash flows based on the total return of an equity or fixed income instrument or a securities index or fixed cash flow based on total return of an equity or fixed income instrument or a securities index for floating interest rate cash flows. These contracts allow a Fund to manage its exposures to certain securities or securities indexes. For these instruments the Fund's return is based on the movement of interest rates relative to the return on the relevant security of index.

Risks relating to options

Each Fund may seek to increase its current return by writing covered call and put options on securities it owns or in which it may invest and on non-base currencies for hedging purposes. A Fund receives a

premium from writing a call or put option, which increases the return if the option expires unexercised or is closed out at a net profit.

When a Fund writes a call option, it gives up the opportunity to profit from any increase in the price of a security or currency above the exercise price of the option; when it writes a put option, a Fund takes the risk that it will be required to purchase a security or currency from the option holder at a price above the current market price of the security or currency. A Fund may terminate an option that it has written prior to its expiration by entering into a closing purchase transaction in which it purchases an option having the same terms as the option written.

Each Fund may also buy and sell put and call options for hedging purposes. From time to time, a Fund may also buy and sell combinations of put and call options on the same underlying security or currency to earn additional income. The use of options strategies may be limited by applicable law.

Risks relating to forwards

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

A Fund may enter from time to time into currency exchange transactions by buying currency exchange forward contracts for hedging purposes. Forward currency exchange contracts do not eliminate fluctuations in the prices of a Fund’s securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline. Performance may be strongly influenced by movements in foreign exchange rates because currency positions held by the Fund may not correspond with securities positions held. Forward currency transactions shall generally only be entered into in the currencies in which a Fund normally transacts business.

A Fund may enter into forward contracts to hedge against a change in such currency exchange rates that would cause a decline in the value of existing investments denominated or principally traded in a currency other than the base currency of that Fund. To do this, a Fund may enter into a forward contract to sell the currency in which the investment is denominated or principally traded in exchange for the base currency of a Fund. Although many such transactions are intended to minimise the risk of loss due to a decline in the value of hedged currency, at the same time they limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the forward 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 forward contract is entered into and the date when it matures. The successful execution of a hedging strategy which matches exactly the profile of the investments of any Fund cannot be assured.

Risks relating to convertible securities

Investors should note that convertible bonds and warrants take the form of securities which contain a derivative component. Any such embedded derivative will be taken into account when calculating the leverage limits of the Fund.

Risks related to participation notes

The use of P-Notes to invest in local securities carries an additional level of risk to the risk against the issuer of the underlying security, namely counterparty risk. The Fund will be exposed to a credit risk in

relation to the issuer of the P-Note and may bear the risk of issuer default. P-Notes are often considered a convenient means of investing in local securities without the administrative and possible expense implications of FI registration.

Risks related to management

Derivative products are highly specialised instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions.

Risks related to credit

The use of a derivative instrument involves the risk that a loss may be sustained as a result of the failure of another party to the contract (usually referred to as a “counterparty”) to make required payments or otherwise comply with the contract’s terms. Additionally, credit default swaps could result in losses if a Fund does not correctly evaluate the creditworthiness of the company on which the credit default swap is based.

Risks related to liquidity

Liquidity risk exists when a particular derivative instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many privately negotiated derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous time or price.

Risks related to exposure

Certain transactions may give rise to a form of exposure. Such transactions may include, among others, reverse repurchase agreements, and the use of when-issued, delayed delivery or forward commitment transactions.

Risks related to lack of availability

Because the markets for certain derivative instruments are relatively new and still developing, suitable derivatives transactions may not be available in all circumstances for risk management or other purposes. Upon the expiration of a particular contract, the portfolio manager may wish to retain the Fund’s position in the derivative instrument by entering into a similar contract, but may be unable to do so if the counterparty to the original contract is unwilling to enter into the new contract and no other suitable counterparty can be found. There is no assurance that a Fund will engage in derivatives transactions at any time or from time to time. A Fund’s ability to use derivatives may also be limited by certain regulatory and tax considerations.

Risks related to market, legal and other matters

Like most other investments, derivative instruments are subject to the risk that the market value of the instrument will change in a way detrimental to a Fund’s interest. If a portfolio manager incorrectly forecasts the values of securities, currencies or interest rates or other economic factors in using derivatives for a Fund, the Fund might have been in a better position if it had not entered into the transaction at all. While some strategies involving derivative instruments can reduce the risk of loss, they can also reduce the opportunity for gain or even result in losses by offsetting favourable price movements in other Fund investments. A Fund may also have to buy or sell a security at a disadvantageous time or price because the Fund is legally required to maintain offsetting positions or asset coverage in connection with certain derivatives transactions. There may also be a risk of loss due

to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

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 Company believes that it will be able to establish the necessary counterparty business relationships to permit each 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 each Fund's activities and could require a Fund to conduct a more substantial portion of such activities in the futures markets. Moreover, the counterparties with which the Company expects to establish such relationships will not be obligated to maintain the credit lines extended to a Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

Counterparty valuation risk

The counterparty valuation of an OTC Derivative may be approved or verified by an independent unit within the counterparty's group which gives rise to a conflict of interest and the Fund shall rely on the counterparty to manage that conflict appropriately.

Investing in Fixed Income Securities Risk

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 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.

Credit and Default Risk

Investors normally expect to be compensated in proportion to the risk they are assuming. Thus, debt of issuers with poor credit prospects usually offers higher yields than debt of issuers with more secure credit. Higher-rated investments generally offer lower credit risk, but not necessarily lower interest rate risk. The values of higher-rated investments still fluctuate in response to changes in interest rates.

A Fund will not necessarily sell an investment if its rating is reduced after the Investment Manager or its delegate purchases it. To the extent that a security is assigned a different rating by one or more of the various rating agencies, the Fund will use the highest rating assigned by any agency.

Debt Securities rated below BBB or its equivalent and comparable unrated securities are considered below investment grade and are commonly known as "junk bonds". They are considered to be of poor standing and mainly speculative. They reflect a greater possibility that the issuers may be unable to make timely payments of interest and principal. If this happens, or is perceived as likely to happen, the values of those investments will usually be more volatile. A default or expected default could also make it difficult for the Investment Manager or its delegate to sell the investments at prices approximating

the values the Investment Manager or its delegate had placed on them. Because junk bonds are traded mainly by institutions, they usually have a limited market, which may at times make it difficult for the Fund to establish their fair value.

Credit ratings are based largely on the issuing company's historical financial condition and the rating agencies' investment analysis at the time of purchase. The rating assigned to any particular investment does not necessarily reflect the issuing company's current financial condition and does not reflect an assessment of an investment's volatility or liquidity.

Although the Investment Manager may consider credit ratings in making investment decisions, it performs its own investment analysis and does not rely only on ratings assigned by the rating agencies. The Investment Manager seeks to minimise the risks of debt securities through careful analysis of such factors as a company's experience, managerial strength, financial condition, borrowing requirements and debt maturity schedule. When a Fund buys debt securities of a company with poor credit, the achievement of its objectives depends more on the Investment Manager's ability to analyse credit risks than would be the case if the Fund were buying debt securities of a company with better credit.

Because the likelihood of default is higher for the lower-rated debt securities, if a Fund mainly invests in these instruments, that Fund is more likely to have to participate in various legal proceedings or to take possession of and manage assets that secure the issuing company's obligations. This could increase that Fund's operating expenses and decrease its net asset value.

Although they are generally thought to have lower credit risk, a Fund's investment-grade debt securities may share some of the risks of lower-rated debt securities.

Zero coupon bonds are issued at less than their face value and make payments of interest only at maturity rather than at intervals during the life of the bond. Payment-in-kind bonds give the issuing company the option to make interest payments in additional bonds of the same kind rather than cash. Both kinds of bonds allow a company to avoid generating cash to make current interest payments. These bonds therefore involve greater credit risk and are subject to greater price fluctuations than bonds that pay current interest in cash.

Valuation Risk

A Fund may invest some of its assets in illiquid and/or 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.

Investment Manager Valuation Risk

The Administrator may consult the Investment Manager with respect to the valuation of certain investments. There is an inherent conflict of interest between the involvement of the Investment Manager in determining the valuation price of each Fund's investments and the Investment Manager's other duties and responsibilities in relation to the Funds as the fees payable to the Investment Manager which is valuing such securities may increase as the value of assets increases.

Cross-Liability Open Funds Risk

The Company is established as an umbrella fund with segregated liability between Funds. Under Irish law, the assets of one Fund are not available to satisfy the liabilities of or attributable to another Fund. However, the Company may operate or have assets in countries other than Ireland which may not recognise segregation between Funds and there is no guarantee that creditors of one Fund will not seek to enforce one Fund's obligations against another Fund.

Risks Associated with Umbrella Cash Accounts

The Umbrella Cash Account will operate in respect of the Company rather than a relevant Fund and the segregation of Investor Monies from the liabilities of Funds other than the relevant Fund to which the Investor Monies (as defined below) relate is dependent upon, among other things, the correct recording of the assets and liabilities attributable to individual Funds by or on behalf of the Company.

In the event of an insolvency of the Fund, there is no guarantee that the Fund will have sufficient monies to pay unsecured creditors (including the investors entitled to Investor Monies) in full.

Monies attributable to other Funds within the Company will also be held in the Umbrella Cash Accounts. In the event of the insolvency of a Fund (an “Insolvent Fund”), the recovery of any amounts to which another Fund (the “Beneficiary Fund”) is entitled, but which may have transferred in error to the Insolvent Fund as a result of the operation of the Umbrella Cash Account, will be subject to applicable law and the operational procedures for the Umbrella Cash Account. There may be delays in effecting, and/or disputes as to the recovery of, such amounts, and the Insolvent Fund may have insufficient funds to repay amounts due to the Beneficiary Fund.

In the event that an investor fails to provide the subscription monies within the timeframe stipulated in the Prospectus the investor may be required to indemnify the Fund against the liabilities that may be incurred by it. The Company may cancel any Shares that have been issued to the investor and charge the investor interest and other expenses incurred by the relevant Fund. In the event that the Company is unable to recoup such amounts from the defaulting investor, the relevant Fund may incur losses or expenses in anticipation of receiving such amounts, for which the relevant Fund, and consequently its Shareholders, may be liable.

Risks Associated with delays in providing complete Customer Due Diligence

Investors should note that there is a risk that any delay in providing a signed copy of the application form and all documents required in connection with the obligations to prevent money laundering and terrorist financing to the Administrator may result in Shares not being issued on a particular Dealing Day.

It is not expected that any interest will be paid on the amounts held in the Umbrella Cash Account. Any interest earned on the monies in the Umbrella Cash Account will be for the benefit of the relevant Fund and will be allocated to the Fund on a periodic basis for the benefit of the Shareholders at the time of the allocation.

The Central Bank’s guidance on umbrella cash accounts is new and may be subject to change and further clarification.

Income Equalisation Risk

All Funds operating an income or accumulating share class intend to operate income equalisation. Income equalisation prevents the dilution of current shareholders’ earnings by applying a portion of the proceeds from Shares issued or redeemed to undistributed income. When Shares are purchased or redeemed the price may include an element of income. Equalisation is this element of income paid out to shareholders who have purchased or redeemed during this period.

Cyber Security and Identity Theft

Information and technology systems relied upon by the Company, a Fund, the Company’s service providers (including, but not limited to, the auditors, the Manager, the Investment Manager, the Depositary and the Administrator) and/or the issuers of securities in which a Fund invests may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorised persons and security breaches, usage errors by

their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the parties noted above have implemented measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, significant investment may be required to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of the Company, a Fund, a service provider and/or the issuer of a security in which a Fund invests and may result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Shareholders (and the beneficial owners of Shareholders). Such a failure could also harm the Company's, a Fund's, a service provider's and/or an issuer's reputation, subject such entity and its affiliates to legal claims and otherwise affect their business and financial performance.

The Company may be subject to United States tax laws pursuant to the Foreign Account Tax Compliance Act ("FATCA")

The Company (and each Fund) will be required to comply (or be deemed compliant) with extensive U.S. reporting and withholding requirements (known as "FATCA") designed to inform the U.S. Department of the Treasury of U.S.-owned foreign investment accounts. Failure to comply (or be deemed compliant) with these requirements will subject the Company (and each Fund) to U.S. withholding taxes on certain U.S.-sourced income and gains. Alternatively, pursuant to an intergovernmental agreement between the United States and Ireland, the Company (and each Fund) may be deemed compliant, and therefore not subject to the withholding tax, if it identifies and reports U.S. Reportable Account information directly to the Revenue Commissioners of Ireland (the "Revenue Commissioners"). Shareholders may be requested to provide additional information to the Company in the Company's application form to enable the Company (and each Fund) to satisfy these obligations. Failure to provide requested information may subject a Shareholder to liability for any resulting U.S. withholding taxes, U.S. tax information reporting and/or mandatory repurchase, transfer or other termination of the Shareholder's interest in its Shares. Detailed guidance as to the mechanics and scope of this new reporting and withholding regime is continuing to develop. There can be no assurance as to the timing or impact of any such guidance on future operations of the Company (and each Fund). The administrative cost of compliance with FATCA may cause the operating expenses of the Company (and each Fund) to increase, thereby reducing returns to investors. FATCA may also require the Company (and each Fund) to provide to the U.S. Internal Revenue Service private and confidential information relating to certain investors. Please see the section entitled "Taxation – United States Taxation - Foreign Account Tax Compliance Act" for more information.

Benchmarks Regulation

The Benchmarks Regulation came into effect on 1 January 2018. The Benchmarks Regulation prohibits the use of indices provided by benchmark administrators, other than in accordance with the Benchmarks Regulation. The Benchmarks Regulation introduces a new requirement for all benchmark administrators providing indices in the EU to be authorised or registered on a public register maintained by ESMA (the "ESMA Register").

Under the Benchmark Regulations, funds may be considered "users" of a benchmark if they: (i) track the return of an index or combination of indices; (ii) use an index to define asset allocation of a portfolio; and/or (iii) use in an index in calculating a performance fee. As at the date of this Prospectus, none of the Funds are "users" of indices as described in the Benchmarks Regulation.

Securitisation Regulation

On 17 January 2018 the Securitisation Regulation (Regulation EU 2017/2402) (the "Securitisation Regulation") came into force and became applicable across the EU from 1 January 2019. The Securitisation Regulation replaced the previous sector-specific approach to securitisation regulation

with a new set of rules that apply to all European securitisations. UCITS such as the Company are within scope of the Securitisation Regulation.

The definition of “securitisation” is intended to capture any transaction or scheme where the credit risk associated with an exposure or a pool of exposures is tranching. Essentially, the definition includes any investment with tranches or classes where payments in the transaction or scheme are dependent on the performance of the exposure or of the pool of exposures and the participation in losses differs between the tranches during the life of the transaction or scheme.

Institutional investors such as a Fund must ensure that the originator, sponsor or original lender of a securitisation retains at least a 5% net economic interest in the securitisation. These rules will mean that the Investment Manager or Sub-Investment Manager of the relevant Fund will need to conduct due diligence before an investment is made in a securitisation position and continue to perform due diligence during the period the investment continues in a securitisation. This direct approach is intended to complement the existing due diligence requirements on institutional investors to verify before investing whether or not the securitising entity has retained risk. As a consequence this direct approach requires securitising entities established in the EU to retain risk even if the investors are located outside of the EU and are not institutional investors. The UCITS Directive has been amended to include a new provision stating that where UCITS are exposed to securitisation positions which do not meet the requirements of the Securitisation Regulation, the UCITS shall “in the best interests of the investors in the relevant UCITS, act and take corrective action”.

The Securitisation Regulation applies to securitisations the securities of which are issued on or after 1 January 2019 or which create new securitisation positions on or after that date. Preexisting securitisations will be required to continue to apply the rules in place immediately prior to the effective date of the Securitisation Regulation unless new securities are issued or new positions created.

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

MANAGEMENT AND ADMINISTRATION

Directors

The Board of Directors is responsible for managing the business affairs of the Company in accordance with the Constitution. The Directors, whose names, positions and biographical details are set out below, along with their principal occupations, control the affairs of the Company and have delegated certain of their duties to the Manager, which in turn has delegated certain of its duties to the Administrator and the Investment Manager. The Depositary has also been appointed to hold the assets of each Fund. The Directors are all non-executive directors of the Company.

Ms. Eimear Cowhey is an experienced investment management professional with over 25 years' experience in financial services holding senior executive and board positions with Pioneer and Invesco Perpetual. Her executive roles were focused on mutual fund product development and management, international distribution, registration and listing of mutual funds and regulatory compliance. Since 2006, Mrs. Cowhey has served as a non-executive independent chairman, director and committee member of investment fund and management companies based in Dublin and Luxembourg of well-known global promoters and managers. Mrs. Cowhey is a qualified Irish solicitor and previously spent 7 years with Pioneer Global Investments Limited firstly as head of legal and compliance and then as head of product development. Prior to that she was joint managing director, global fund director (International) and head legal counsel for Invesco Dublin.

Mrs. Cowhey is a former Chairman and Council member of IFIA the Irish funds industry association. She is also a former member of the IFSC Funds Group which is run under the auspices of the Department of An Taoiseach and is a joint government/industry group to advise the government of investment fund related matters. She was a member of the Committee on Collective Investment Governance which was established by the Central Bank of Ireland in December 2013 and which issued its report in July 2014. She holds a Bachelor in Civil Law and Certificate in Financial Services Law (both from University College Dublin) and a Certified Diploma in Accounting & Finance (ACCA) and speaks regularly at conferences.

Mr. Liam Miley is a non-executive director of a number of fund and other financial services companies. He has over 39 years' executive experience in the financial services sector. Between January 2012 and May 2015 he served with BlackRock Inc. both in an executive role as a managing director within the Financial Markets Advisory Group EMEA region, and as a non-executive director of BlackRock Asset Management Ireland Limited. Prior to joining BlackRock, Mr. Miley served with LBBW Asset Management (Ireland) plc ("LBBWI") for 12 years, initially as head of credit, and from 2002 as managing director. LBBWI was a licenced bank until 2008 when it was converted to a MiFID authorised firm, involved in the provision of investment management, risk analytics, valuations and administration services to funds and conduit structures. Prior to joining LBBWI, he held a variety of positions with Industrial Credit Corporation, Barclays Bank-BZW and Smurfit Paribas Bank over a period of 18 years. Mr. Miley is a Fellow of the Association of Chartered Certified Accountants, a graduate of the Advanced Management Program in Harvard Business School and is a Chartered Director.

Mr. Mike Guarasci is the Chief Operating Officer of Polen Capital Management, LLC. Prior to joining the Investment Manager, Mr. Guarasci served as Chief Financial Officer, Head of Corporate Strategy & Development and Acting Chief Operating Officer at ICMA-RC, a provider of retirement services to state & local governments. Mr. Guarasci has also held senior positions at Infraredx, Indus Capital Partners, Bear Stearns Asset Management, Credit Suisse Asset Management, PriceWaterhouseCoopers, and Arthur D. Little. Mr. Guarasci received his B.S. in Mechanical Engineering from the Rochester Institute of Technology and his M.B.A. in Finance and Accounting from the State University of New York at Buffalo. Mr. Guarasci also holds the FINRA series 7 and 24 licenses and currently serves on the Finance Advisory Board to the RIT Saunders College of Business.

Mr. Brian Goldberg is the Chief Compliance Officer of Polen Capital Management, LLC. Prior to joining the Investment Manager, Mr. Goldberg was an associate at the law firm of Seward & Kissel in the Investment Management practice. Mr. Goldberg received his J.D. from Columbia Law School and his B.A. from American University.

Company Secretary

The Company Secretary is Bradwell Limited, Ten Earlsfort Terrace, Dublin 2, Ireland.

Management of the Company – General

The Company has delegated UCITS management company functions to the Manager. The Central Bank Regulations refer to the “responsible person”, being the party responsible for compliance with the relevant requirements of the Central Bank Regulations on behalf of an Irish authorised UCITS. The Manager assumes the role of the Responsible Person for the Company.

The Manager

The Company has appointed KBA Consulting Management Limited as its management company (the “Manager”) pursuant to the Management Agreement.

The Manager is a limited company incorporated under Irish law on 4 December 2006, having its registered office at 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO. The company secretary of the Manager is KB Associates of 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO. 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. The Manager is a member of the Waystone group of companies (“Waystone”).

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

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 certain 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 Company’s affairs, including responsibility for the preparation and maintenance of the Company’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 Funds to the Administrator.

The Manager has further delegated the investment management and distribution responsibilities in respect of the 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 Company unless resulting from its negligence, wilful default or fraud.

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 Company’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 Company. 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 Company.

Consistent with the principle 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. A copy can be requested free of charge from the Manager.

The Manager's main business is the provision of fund management services to collective investment schemes such as the Company. 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 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.

Investment Manager and Sub-Investment Manager

Investment Manager

The Manager, in respect of the Company, has appointed Polen Capital Management, LLC as investment manager with discretionary powers and as distributor of the Shares pursuant to the Investment Management and Distribution Agreement. Under the terms of the Investment Management and Distribution Agreement, the Investment Manager is responsible, subject to the overall supervision and oversight by the Manager, for managing the assets and investments of the Company in accordance with the investment objective and policies of each Fund.

The Investment Manager is a registered investment adviser with the United States Securities and Exchange Commission, serving a wide range of institutional and individual investors and having its headquarters at 1825 NW Corporate Boulevard, Suite 300; Boca Raton, Florida, 33431; United States of America. The Investment Manager is also authorised by the Central Bank to act as discretionary investment manager to Irish authorised collective investment schemes.

The Investment Manager may delegate some or all of the investment management functions to one or more sub-investment managers. If a sub-investment manager's fee is payable out of the assets of the Fund, then details of such sub-investment manager shall be disclosed in the Prospectus. Details of any sub-investment manager appointed but not paid out of the assets of the Fund may not be disclosed in the Prospectus but shall be disclosed in the periodic reports. In any event, information relating to any sub-investment manager appointed will be provided to Shareholders upon request and details thereof will be set out in the periodic reports. The Investment Manager shall not be held liable for any actions, costs, claims, losses, damages or expenses arising as a result of the acts or omissions of sub-investment managers appointed by it or for its own acts or omissions in bona fide following the advice or recommendations of sub-investment managers.

The Investment Manager may advise or manage other Funds and other collective investment schemes in which a Fund may invest or which have similar or overlapping investment objectives to or with the Company or its Funds and that investment opportunities shall be fairly allocated to their respective clients.

The Sub-Investment Manager

Information on the Sub-Investment Manager and any other sub-investment managers or investment advisors appointed by the Investment Manager or the Sub-Investment Manager will, where required, be included in the Prospectus and in any event will be provided to Shareholders on request and will be set out in the periodic reports.

Administrator

The Manager has appointed State Street Fund Services (Ireland) Limited as administrator and registrar of the Company pursuant to the Administration Agreement with responsibility for the day to day administration of the Company's affairs. The responsibilities of the Administrator include share registration and transfer agency services, valuation of the Company's assets and calculation of the Net Asset Value per Share and the preparation of the Company's semi-annual and annual reports.

The principal activity of the Administrator is to act as administrator for collective investment schemes. The Administrator is regulated by the Central Bank. The Administrator is a private limited company incorporated in Ireland on 23 March 1992 and is ultimately owned by State Street Corporation.

The Administrator's principal business is the provision of fund administration, accounting, registration, transfer agency and related shareholder services to collective investment schemes and investment funds.

Depository

The Company has appointed State Street Custodial Services (Ireland) Limited as depository of all of its assets pursuant to the Depositary Agreement.

The Depositary is a private limited liability company incorporated in Ireland with registered number IE174330 on 22 May 1991.

The principal activity of the Depositary is to act as trustee/depositary of the assets of collective investment schemes. The Depositary is regulated by the Central Bank.

The duty of the Depositary is to provide safekeeping, oversight and asset verification services in respect of the assets of the Company and each Fund in accordance with the provisions of the Central Bank Rules and the UCITS Directive. The Depositary will also provide cash monitoring services in respect of each Fund's cash flows and subscriptions.

The Depositary will be obliged, inter alia, to ensure that the sale, issue, repurchase and cancellation of Shares in the Company is carried out in accordance with the UCITS Regulations and the Constitution. The Depositary will carry out the instructions of the Company, unless they conflict with the UCITS Regulations or the Constitution. The Depositary is also obliged to enquire into the conduct of the Company in each financial year and report thereon to Shareholders.

The Depositary will be liable for loss of financial instruments held in custody or in the custody of any sub-custodian, unless it can prove that loss was not as a result of the Depositary's negligent or intentional failure to perform its obligations and 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. The Depositary shall also be liable for all other losses suffered as a result of the Depositary's negligent or intentional failure to perform its obligations under the UCITS Directive and the Depositary Agreement.

The Depositary has power to delegate the whole or any part of its depositary functions, however, 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 has delegated its safe-keeping duties in respect of financial instruments in custody to State Street Bank and Trust. The list of sub-delegates appointed by State Street Bank and Trust is set out in Appendix IV hereto. The use of particular sub-delegates will depend on the markets in which the Company invests. No conflicts arise as a result of such delegation.

Up-to-date information regarding the duties of the Depositary, any conflicts of interest that may arise and the Depositary's delegation arrangements will be made available to investors by the Company on request.

Paying Agents, Representatives or Sub-Distributors

Local laws/regulations of Member States/EEA may require the appointment of Paying Agents and maintenance of accounts by such Paying Agents through which subscription and redemption monies or dividends may be paid. Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies or dividends via an intermediate entity rather than directly to the Depositary (e.g. a Paying Agent in a local jurisdiction) bear a credit risk against that intermediate entity

with respect to (a) subscription monies prior to the transmission of such monies to the Depositary for the account of the Company or the relevant Fund and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. Fees and expenses of Paying Agents appointed by the Company or a Fund which will be at normal commercial rates may be borne by the Company or the Fund in respect of which a Paying Agent has been appointed.

Country Supplements dealing with matters pertaining to Shareholders in jurisdictions in which Paying Agents are appointed may be prepared for circulation to such Shareholders.

The Investment Manager has also been appointed as the distributor of the Company. The Investment Manager may appoint sub-distributors from time to time. Any fees of the sub-distributor shall be paid by the Investment Manager.

Potential Conflicts of Interest, Best Execution and Exercising of Voting Rights

The Company has policies designed to ensure that in all transactions, a reasonable effort is made to avoid conflicts of interest, and when they cannot be avoided, that the Funds and their Shareholders are treated fairly. The Directors, the Manager, the Investment Manager, the Sub-Investment Manager, the Distributor, the Administrator and the Depositary 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 Company and/or their respective roles with respect to the Company. These activities may include managing or advising other funds, purchases and sales of securities, banking and investment management services, brokerage services, valuation of unlisted securities (in circumstances in which fees payable to the entity valuing such securities may increase as the value of assets increases) and serving as directors, officers, advisers or agents of other funds or companies, including funds or companies in which the Company may invest. In particular, the Investment Manager and Sub-Investment Manager may advise or manage other Funds and other collective investment schemes in which a Fund may invest or which have similar or overlapping investment objectives to or with the Company or its Funds.

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

There is no prohibition on transactions with the Company by the Manager, the Investment Manager, the Sub-Investment Manager, the Administrator, the Depositary, the Distributor, the delegates or sub-delegates of the Depositary (excluding any non-group company sub-custodians appointed by the Depositary) and any associated or group company of the Depositary or a delegate or sub-delegate of the Depositary (excluding any non-group company sub-custodians appointed by the Depositary), or entities related to each of them including, without limitation, holding, disposing or otherwise dealing with Shares issued by or property of the Company and none of them shall have any obligation to account to the Company for any profits or benefits made by or derived from or in connection with any such transaction provided that such transactions are 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. Dealings will be deemed to have been carried out as if effected on normal commercial terms negotiated on an arm’s length basis if (a) the value of the transaction is certified by either (i) a person who has been approved by the Depositary as being independent and competent or (ii) a person who has been approved by the Directors, in consultation with the Manager, as being independent and competent in the case of transactions involving the Depositary; (b) the transaction is executed on best terms on an organised investment exchange in accordance with the rules of the relevant exchange; or (c) the transaction is executed on terms which the Depositary or, in the case of a transaction involving the Depositary, the Directors, in consultation with the Manager, are satisfied are negotiated at arm’s length and are in the best interests of Shareholders. The Depositary or, in the case of a transaction involving the Depositary, the Directors, shall document how it complied with the requirements of paragraphs (a),

(b) or (c) above. Where transactions are conducted in accordance with paragraph (c) above, the Depositary or, in the case of a transaction involving the Depositary, the Directors, shall document its or their rationale for being satisfied that the transaction conformed to the principles outlined here.

Conflicts of interest may arise as a result of transactions in financial derivative instruments and efficient portfolio management techniques and instruments. For example, the counterparties to, or agents, intermediaries or other entities which provide services in respect of, such transactions may be related to the Depositary. As a result, those entities may generate profits, fees or other income or avoid losses through such transactions. Furthermore, conflicts of interests may also arise where the collateral provided by such a counterparty is subject to a valuation or haircut applied by a party related to such counterparty.

The Manager has adopted a policy designed to ensure that its service providers act in the Company's best interests when executing decisions to deal and placing orders to deal on behalf of those Funds in the context of managing the Funds' portfolios. For these purposes, all reasonable steps must be taken to obtain the best possible result for the Funds, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, research services provided by the broker to the Investment Manager or Sub-Investment Manager, or any other consideration relevant to the execution of the order. Information about the Manager's execution policy and any material change to the policy are available to Shareholders at no charge upon request.

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

Details of interests of the Directors are set forth under the heading "General Information – Directors' Interests".

The Manager has developed a strategy for determining when and how voting rights are exercised. Details of the actions taken on the basis of those strategies are available to Shareholders at no charge upon request to the Manager.

Soft Commissions

Neither the Company nor the Investment Manager shall enter into any soft commission arrangements in relation to any Fund.

Cash/Commission Rebates and Fee Sharing

The Investment Manager or any of its delegates may use brokerage firms that provide order execution services and enable the prompt, fair and expeditious execution of client orders or that provide research and advisory services that can reasonably be expected to assist in the provision of investment services to benefit the Company or a Fund. In any event, the execution of transactions will be consistent with best execution standards under MiFID II. Details of such arrangements shall be disclosed in the periodic reports of the Company. The reasons for selecting of individual brokers will vary, but will include factors such as the financial security, quality and range of execution services, charges, and reliability and responsiveness to client demands.

Where charges paid to a brokerage firm relate solely to the purchase of research services, such payments will be borne by the Investment Manager or its delegate, as appropriate and will not be passed on to the Company or any Fund.

FEES AND EXPENSES

Establishment Expenses

All fees and expenses relating to the establishment and organisation of the Company, including each Fund created and launched at the time of incorporation of the Company, including the fees of the Company's professional advisers and registering them for sale in various markets were borne by the Company and amortised over the first five Accounting Periods of the Company or such other period as the Directors determined and in such manner as the Directors in their absolute discretion deemed fair and subject to such adjustment following the establishment of new Funds as the Directors determined and notified to Shareholders. Costs and expenses incurred in relation to the creation and launch of other Funds after the incorporation of the Company, including any new Funds, are and will be allocated to the relevant Fund and will be amortised on a straight line basis over five years (or such shorter period as the Directors may determine).

Each new Fund shall bear: (i) the fees and expenses relating to the establishment of the relevant Fund which may be amortised over the first five Accounting Periods of the Fund or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair and notify to Shareholders; and (ii) its attributable portion of the fees and operating expenses of the Company.

Operating Expenses and Fees

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

Administrator's Fees

The Company shall pay to the Administrator out of the assets of the Company an annual fee, accrued at each Valuation Point and payable monthly in arrears at a rate which shall not exceed 0.07 per cent per annum of the Net Asset Value of each Fund subject to a minimum annual fee of US\$72,000 (plus VAT, if any thereon), which may be negotiated from time to time. Shareholders will be notified in advance of any proposed increase in the Administrator's annual fee.

The Administrator shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses incurred on behalf of the Fund.

Each Fund will bear its proportion of the fees and expenses payable to the Administrator.

Depository's Fees

The Depository shall be entitled to receive out of the assets of the Company an annual fee, accrued at each Valuation Point and payable monthly in arrears, which shall not exceed 0.025 per cent per annum of the average monthly Net Asset Value of each Fund thereon.

The Depository shall also be entitled to be repaid all of its disbursements out of the assets of the relevant Fund, including expenses of any sub-custodian appointed by it, couriers' fees and telecommunication costs and expenses and the fees and transaction charges which shall be at normal commercial rates together with VAT, if any, thereon.

Each Fund will bear its proportion of the fees and expenses payable to the Depository.

Management Fee

The Manager is entitled to receive an annual fee out of the assets of the Funds which will not exceed 0.006% of the Net Asset Value of the Funds (plus any applicable taxes), subject to a minimum annual fee of €10,000 covering the Company and one Fund plus €5,000 for each additional Fund, other than terminating Funds. This fee accrues and shall be payable monthly in arrears at the end of each calendar month.

The Manager is also entitled to be reimbursed its reasonable and vouched out-of-pocket costs and expenses incurred by the Manager in the proper performance of its duties. Each Fund shall bear pro rata its share of such out-of-pocket expenses. Any increase in the maximum annual fee payable to the Manager shall be subject to the approval of Shareholders on the basis of a majority of votes cast at a general meeting.

Investment Manager's Fees

The Investment Manager is entitled to charge the following investment management fee per annum in respect of each of the Classes set forth in the table below.

Name of Fund	Annual Percentage of a Fund's Net Asset Value (Class A Shares)	Annual Percentage of a Fund's Net Asset Value (Class B Shares)	Annual Percentage of a Fund's Net Asset Value (Class E Shares)*	Annual Percentage of a Fund's Net Asset Value (Class F Shares) **	Annual Percentage of a Fund's Net Asset Value (Class R Shares)	Annual Percentage of a Fund's Net Asset Value (Class S Shares)	Annual Percentage of a Fund's Net Asset Value (Class T Shares)	Annual Percentage of a Fund's Net Asset Value (Class W Shares)
Polen Capital Emerging Markets Growth Fund	1.50	0.75	0.00	N/A	0.75	0.75	Up to 1.50	1.50
Polen Capital Emerging Markets Small Company Growth Fund	2.00	1.00	0.00	0.40	1.00	1.00	N/A	2.00
Polen Capital Asia ex-Japan Growth Fund	1.50	0.75	0.00	0.40	0.75	0.75	N/A	1.50

* Class E Shares are available only to investors who have entered into an investment agreement with the Investment Manager (see the "Initial Offer of Classes of Shares" for further information).

*** In order to incentivise investment into certain Funds, Class F Shares will be available solely at the discretion of the Investment Manager. The Investment Manager may in its absolute discretion close Class F Shares to new subscriptions, transfers, or conversions in (but not to redemptions or conversions out) without notice. Investors should contact the Investment Manager prior to making a subscription, transfer or conversion application for information as to whether Class F Shares are available.*

The fee payable to the Investment Manager will be calculated and accrued daily based on the daily Net Asset Value of the Shares and will be paid monthly in arrears.

The Investment Manager will pay the fees of any sub-investment managers out of its fees. The Investment Manager will pay the fees of any sub-distributor which it appoints out of its fees.

The Investment Manager shall be entitled to be reimbursed by the Company for reasonable out of pocket expenses incurred by it and any VAT on fees and expenses payable to or by it in relation to the Fund.

Paying Agents' Fees

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

Distributor's Fees/Sales Commission

Class A Shares and Class W Shares may be available in certain countries to distributors or other intermediaries who, as a result of applicable laws and regulations in those jurisdictions, are eligible to, and wish to receive commissions or retrocessions. Where permitted by applicable laws or regulations, holders of Class A Shares of a Fund may be subject to a sales commission calculated as a percentage of subscription monies subject to a maximum of 3 per cent of the Net Asset Value per Share which shall be payable to the Investment Manager as distributor who may then remunerate a sub-distributor or to the sub-distributor directly with permission from the Investment Manager. Where permitted by applicable laws or regulations, holders of Class W Shares of a Fund may be subject to a sales commission calculated as a percentage of subscription monies subject to a maximum of 5 per cent of the Net Asset Value per Share which shall be payable to the Investment Manager as distributor who may then remunerate a sub-distributor or to the sub-distributor directly with permission from the Investment Manager. The Investment Manager may at its sole discretion waive such charge or differentiate between applicants as to the amount charged within the permitted limits. Other than the Classes of Shares specified above, it is not the Investment Manager's intention to charge a distributor's fee/sales commission in respect of any other Class of Shares.

Subscription Fee

A subscription fee of up to 5 per cent of the Net Asset Value per Share is payable to the Investment Manager in respect of subscriptions for Class T Shares.

The subscription fee may be waived in whole or in part by the Investment Manager at Shareholder level. The Investment Manager may, in its sole discretion, waive the subscription fee for certain investors or differentiate between investors as to the amount charged within the permitted limits based on factors deemed appropriate by the Investment Manager including, but not limited to, the amount of the proposed investment by the investor. However, notwithstanding the foregoing the Investment Manager shall ensure that such factors as deemed appropriate in determining to waive subscription fees or to differentiate as to the amounts charged within the permitted limits are applied consistently so as to ensure equal treatment of investors.

Redemption Fee

Shareholders may be subject to a redemption fee calculated as a percentage of redemption monies as specified under the heading “The Shares – Redemption of Shares”. Unless otherwise stated in the Prospectus, it is not the current intention of the Directors to charge a redemption fee. If it is at any stage in the future proposed to charge a redemption fee, reasonable notice shall be given to Shareholders. In the event of a redemption fee being charged, Shareholders should view their investment as medium to long-term.

Dilution Adjustment

The Company has determined that a dilution adjustment may be applied in calculating the Net Asset Value per Share on any Dealing Day or the Initial Price for Shares of a Fund. The application of a dilution adjustment on any particular Dealing Day shall be determined by the Investment Manager as outlined below.

At its discretion, the Investment Manager may apply a dilution adjustment if the cash-flows into or out of a Fund attributable to net subscriptions or net redemptions on a particular Dealing Day exceed certain pre-determined percentage thresholds relating to the Fund’s Net Asset Value. The Investment Manager determines the percentage thresholds from time to time. The Investment Manager may also apply a dilution adjustment in other cases where there are net subscriptions or net redemptions and where it reasonably believes that it is in the best interests of existing Shareholders.

The Investment Manager determines dilution adjustment amounts based on the estimated dealing costs in the underlying investments of the Fund. The Investment Manager will apply a dilution adjustment to each class of Shares in a relevant Fund in an identical manner. A dilution adjustment at the class level may also incorporate costs specific to a class, such as hedging costs. If applied, the dilution adjustment will be paid into the assets of the relevant Fund and will become part of the assets of that Fund for the benefit of its Shareholders. The Investment Manager’s intention in applying a dilution adjustment is to cover dealing costs (including any dealing spreads, market impact, commissions and transfer taxes) in order to preserve the value of the Fund’s assets.

Where there are net cash-flows into the Fund in excess of the threshold, the dilution adjustment will increase the Net Asset Value per Share and/or Initial Price per Share by the applicable dilution adjustment rate for that Dealing Day. Where there are net cash-flows out of the Fund in excess of the threshold, the dilution adjustment will decrease the Net Asset Value per Share and/or Initial Price per Share by the applicable dilution adjustment rate for that Dealing Day. The dilution adjustment applies to all transactions in the relevant Fund on the relevant Dealing Day. Therefore, for an investor who subscribes to the Fund on a Dealing Day when the dilution adjustment increases the Net Asset Value per Share and/or Initial Price per Share, the cost per Share to the investor will be greater than it would have been absent the dilution adjustment. For an investor who redeems Shares from the Fund on a Dealing Day when the dilution adjustment decreases the Net Asset Value per Share, the amount received by the investor in repurchase proceeds for the Shares redeemed will be less than it would have been absent the dilution adjustment.

More information about the maximum dilution adjustment rates and the dilution adjustments applied on a particular Dealing Day can be obtained by Shareholders upon request from the Investment Manager.

Directors’ Fees

The Constitution authorise the Directors to charge a fee for their services at a rate determined by the Directors and which is not expected to exceed €70,000. The Directors may be entitled to special remuneration if called upon to perform any special or extra services to the Company. All Directors will

be entitled to reimbursement by the Company of expenses properly incurred in connection with the business of the Company or the discharge of their duties.

Allocation of Fees and Expenses

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

Reimbursement of Fees

The Investment Manager may, at its discretion, reimburse all or part of any fees charged to a Shareholder. Any such reimbursement may be effected, at the Investment Manager's discretion, either by way of cash or the Investment Manager may subscribe for additional Shares at its own expense for the account of the Shareholder.

THE SHARES

General

Shares may be issued on any Dealing Day. Shares issued in a Fund or Class will be in registered form and denominated in the Base Currency for the relevant Fund or a currency attributable to the particular Class. Shares will have no par value and will first be issued on the first Dealing Day after expiry of the Initial Offer Period at the Initial Price. Thereafter Shares shall be issued at the Net Asset Value per Share plus any relevant subscription fee. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

The Directors may decline to accept any application for Shares without giving any reason and may restrict the ownership of Shares by any person, firm or corporation in certain circumstances including where such ownership would be in breach of any regulatory or legal requirement or might affect the tax status of the Company or might result in the Company suffering certain disadvantages which it might not otherwise suffer. Any restrictions applicable to a particular Fund or Class shall be specified in the Prospectus. Any person who holds Shares in contravention of restrictions imposed by the Directors or, by virtue of his holding, is in breach of the laws and regulations of any applicable jurisdiction or whose holding could, in the opinion of the Directors, cause the Company to incur any liability to taxation or to suffer any pecuniary liability which it or the Shareholders or any or all of them might not otherwise have incurred or sustained or otherwise in circumstances which the Directors believe might be prejudicial to the interests of the Shareholders, shall indemnify the Company, the Investment Manager, the Distributor, the Depositary, the Administrator and Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding Shares in the Company.

The Directors have power under the Constitution 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.

While Shares will generally not be issued or transferred to any U.S. Person, the Directors may authorise the purchase by or transfer to a U.S. Person in their discretion. The Directors will seek reasonable assurances that such purchase or transfer does not violate United States securities laws, e.g., require the Shares to be registered under the United States Securities Act of 1933 Act or the Company or any Fund to be registered under the United States Investment Company Act of 1940 or result in adverse tax consequences to the Company or the non-U.S. Shareholders. Each investor who is a U.S. Person will be required to provide such representations, warranties or documentation as may be required to ensure that these requirements are met prior to the issue of Shares.

None of the Company, the Investment Manager, the Distributor, the Administrator or the Depositary 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 Distributor and the Administrator shall, however, employ reasonable procedures to confirm that instructions are genuine.

Abusive Trading Practices/Market Timing

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

management of the Fund's portfolio, increased transaction costs and taxes and may harm the performance of the Fund.

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

- (i) to the extent that there is a delay between a change in the value of a Fund's portfolio holdings and the time when that change is reflected in the Net Asset Value per Share, a Fund is exposed to the risk that investors may seek to exploit this delay by purchasing or redeeming Shares at a Net Asset Value which does not reflect appropriate fair value prices. The Directors seek to deter and prevent this activity, sometimes referred to as "stale price arbitrage", by the appropriate use of its power to adjust the value of any investment having regard to relevant considerations in order to reflect the fair value of such investment.
- (ii) the Directors may monitor Shareholder account activities in order to detect and prevent excessive and disruptive trading practices and reserves the right to exercise its discretion to reject any subscription or conversion transaction without assigning any reason therefore and without payment of compensation if, in its judgement, the transaction may adversely affect the interest of a Fund or its Shareholders. The Directors may also monitor Shareholder account activities for any patterns of frequent purchases and sales that appear to be made in response to short-term fluctuations in the Net Asset Value per Share and may take such action as it deems appropriate to restrict such activities including, if it so determines, levying a redemption fee of up to 0.50 per cent of the Net Asset Value of Shares being redeemed.

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

Available Share Classes

Please refer to the section entitled "Introduction – The Company" for a list of all the Share Classes for which the Company has obtained approval from the Central Bank.

Please refer to Appendix V for a list of all the Share Classes which, as at the date of this Prospectus, have launched and which are available for subscription at Net Asset Value per Share (plus any distributor fee/sales commission and/or subscription fee that may be payable).

For all Share Classes which, as at the date of this Prospectus, have not yet launched, the Initial Offer Period will continue and will close at 5.00 pm (Irish time) on 1 September 2023 or such other date and time as determined by the Directors from time to time and in no event will exceed six months. Details of whether the Share Class is available can be obtained from the Administrator upon request. The Initial Offer Period may be shortened or extended by the Directors and notified to the Central Bank where required.

During the Initial Offer Period, Shares will be offered at the Initial Price (plus any distributor fee/sales commission or subscription fee that may be payable), subject to acceptance of application for such Shares by the Company, and will be issued for the first time on the first Dealing Day for subscriptions after expiry of the Initial Offer Period.

Initial Offer of Share Classes

A distributor fee/sales commission as detailed above under the "Fees and Expenses" section under the heading "Distributor's Fees/Sales Commission" may be added to the Initial Price/Net Asset Value per Share (as applicable). A subscription fee as detailed above under the "Fees and Expenses" section under

the heading “Subscription Fee” may be added to the Initial Price/Net Asset Value per Share (as applicable). A subscriber for Shares may also be required to pay an additional amount as an Equalisation Credit and investor’s attention is drawn to the “Fees and Expenses” section under the heading “Adjustment and Equalisation Credit Due to Deficit and Premium Subscriptions”.

On any Dealing Day a dilution adjustment may be made which will be reflected in the Initial Price/Net Asset Value per Share. Investors’ attention is drawn to the “Dilution Adjustment” section above under the heading “Fees and Expenses”.

Class E Shares of a Fund are available only to investors who have entered into an investment agreement with the Investment Manager in relation to the purchase of Class E Shares of the relevant Fund (an “Investment Agreement”). In order to incentivise investment into certain Funds, Class F Shares will be available solely at the discretion of the Investment Manager. The Investment Manager may in its absolute discretion close Class F Shares to new subscriptions without notice. Investors should contact the Investment Manager prior to making a subscription application for information as to whether Class F Shares are available

Where a Class of Shares in any Fund has not previously been issued or is being re-offered, then initial subscriptions for such Shares will be accepted on such date(s) to be determined by the Directors and notified in advance to the Central Bank at the Initial Price for the relevant Class of Shares as specified below.

In respect of each Fund, the Initial Price for each currency of Share denomination is as follows:-

<i>Currency of Share Denomination</i>	<i>Initial Offer Price</i>
USD	US\$10.00
EUR	€10.00
GBP	£10.00
NOK	NOK100.00
CHF	CHF10.00
SEK	SEK100.00

Application for Shares

Applicants should ensure that they only subscribe for Shares available to them. An application for Shares may only be made on the terms of the Prospectus.

Applications for Shares may be made through the Administrator on behalf of the Company. Applications accepted by the Administrator on behalf of the Company prior to the Dealing Deadline for any Dealing Day will be processed on that Dealing Day. Any applications received after the Dealing Deadline for a particular Dealing Day will be processed on the following Dealing Day unless the Directors in their absolute discretion otherwise determine to accept one or more applications received after the Dealing Deadline for processing on that Dealing Day provided that such application(s) have been received prior to the Valuation Point for the particular Dealing Day.

Initial applications should be made by submitting an Application Form (obtained from the Administrator) along with all supporting documentation in connection with the obligations to prevent money laundering and terrorist financing to the Administrator prior to the relevant Dealing Deadline. Initial applications may be made by fax, or where facilitated by the Administrator, electronically 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 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 to the Administrator by facsimile, written communication, electronically or by telephone, if it has been previously agreed with the Investment Manager and the Administrator, without a requirement to submit original documentation. 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.

In addition to the foregoing, applications for Class E Shares of a Fund may be processed only if an investor also enters into an Investment Agreement. Investor may obtain further details regarding the Investment Agreement by contacting the Investment Manager. Class F Shares may be offered in certain limited circumstances, solely at the discretion of the Investment Manager. Investors should contact the Investment Manager prior to making a subscription application for information as to whether Class F Shares are available.

Class R Shares are only available to or through: (a) financial intermediaries which, according to regulatory requirements are not allowed to accept and keep any trail commissions, which may otherwise have been negotiated with the Investment Manager (in the European Union this will include financial intermediaries providing discretionary portfolio management or investment advice on an independent basis); (b) financial intermediaries rendering non-independent advice and which according to individual fee arrangements with their clients are not allowed to accept and keep any trail commissions, which may otherwise have been negotiated with the Investment Manager and which (i) have a current contractual arrangement with the Investment Manager / Distributor; and (ii) have been approved by the Investment Manager / Distributor.

Class S Shares are only available to or through: (a) financial intermediaries which, according to regulatory requirements are not allowed to accept and keep any trail commissions, which may otherwise have been negotiated with the Investment Manager (in the European Union this will include financial intermediaries providing discretionary portfolio management or investment advice on an independent basis); (b) financial intermediaries rendering non-independent advice and which according to individual fee arrangements with their clients are not allowed to accept and keep any trail commissions, which may otherwise have been negotiated with the Investment Manager; (c) institutional investors investing on their own account and which (i) have a current contractual arrangement with the Investment Manager/ Distributor; and (ii) have been approved by the Investment Manager / Distributor. With respect to investors that are incorporated in the European Union, institutional investor means Eligible Counterparty/Professional Clients per se.

The Directors may on any Dealing Day allot Shares in the Fund or Class on terms that settlement shall be made by the vesting in the Company of 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 Fund and otherwise upon such terms as the Directors may think fit provided that:

- (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-custodian 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 as calculated in accordance with the Constitution including such sum as the Directors may consider represents an appropriate provision for duties and charges arising in connection with the vesting of the investments;
- (iii) the investments to be transferred to the Company shall be valued by applying the rules relating to valuation of investments contained in the Constitution;

- (iv) there may be paid to the incoming Shareholder out of the investments of the 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.

Fractions

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than .0001 of a Share.

Subscription monies, representing less than .0001 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

Method of Payment

Subscription payments net of all bank charges should be paid by CHAPS, SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form. Other methods of payment are subject to the prior approval of the Directors. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

Currency of Payment

Payment is normally due in the currency of denomination of the relevant Share Class of the Fund subscribed. The Company may accept payment in other currencies, but payments will be converted into the relevant currency of denomination of the relevant Share Class at rates available to the Company through its bankers and only the subscription proceeds net of such costs or expenses will be applied towards the subscription for Shares. Investors should note that any costs or expenses associated with the conversion between the Base Currency and the currency of denomination of the relevant Share Class will be borne by the investor.

Timing of Payment

Payment in respect of subscriptions of all Classes of Polen Capital Emerging Markets Growth Fund and Polen Capital Asia ex-Japan Growth Fund must be received in cleared funds no later than the four Business Days after the Dealing Day.

Payment in respect of subscriptions of all Classes of Polen Capital Emerging Markets Small Company Growth Fund must be received in cleared funds no later than two Business Days after the Dealing Day. Provided that for all Share Classes the Directors are not bound to await the arrival of cleared funds before proceeding to issue the Share, however, the Company reserves the right to defer the issue of Shares until receipt of cleared subscription monies by the Fund. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Company or its delegate may (and in the event of non-clearance of funds, shall) cancel the allotment and/or charge the investor interest at a rate not to exceed the 7 day London Interbank Offer Rate as fixed by the British Banking Association (LIBOR) + 1% which will be paid into the Fund. The Company may waive either of such charges in whole or in part. In addition, the Company or its delegate has the right to sell all or part of the investor's holding of Shares in the Fund or any other Fund of the Company in order to meet such charges.

Any of the Company, the Administrator and the Investment Manager on behalf of the Company may reject any application in whole or in part without giving any reason for such rejection in which event the subscription monies or any balance thereof will be returned without interest, expenses or

compensation to the applicant by transfer to the applicant's designated account or by post at the applicant's risk.

Anti-Money Laundering Measures

Measures aimed at the prevention of money laundering and terrorist financing will require an applicant to verify his or her identity and the source of funds and/or the source of wealth to the Administrator, Investment Manager, or the Company, if required. Funds will not be accepted from an investor until verification of identity, if required, and the source of funds and/or the source of wealth is completed to the satisfaction of the Administrator, Investment Manager or the Company, as appropriate.

The Administrator, Investment Manager, or the Company, as appropriate, will notify applicants if additional proof of identity is required. By way of example, an individual will be required to produce a copy of a passport or identification card duly certified by a public authority such as a notary public, the police or the ambassador in his or her country of residence, together with evidence of his or her address such as a utility bill or bank statement. In the case of corporate applicants, this will require production of a certified copy of the certificate of incorporation (and any change of name), by-laws, memorandum and articles of association (or equivalent), and the names and addresses of all directors and/or beneficial owners.

The Administrator, the Investment Manager, and the Company each reserve the right to request such documentation as is necessary to verify the identity of the applicant. This may result in Shares being issued on a Dealing Day subsequent to the Dealing Day on which the applicant initially wished to have Shares issued to him or her.

It is further acknowledged that the Administrator, Investment Manager and the Company shall each be held harmless by the applicant against any loss arising as a result of a failure to process the subscription if such information as has been requested has not been provided by the applicant.

The Administrator, the Investment Manager and the Company each reserves the right to obtain, at any time, any additional information from investors so that it can monitor the ongoing business relationship with such investors. The Administrator, the Investment Manager and the Company cannot rely on third parties to meet this obligation, which remains their ultimate responsibility.

Data Protection Information

Investors should note that by completing the Application Form relating to the investment in the Company they have provided personal information, which may constitute "personal data" within the meaning of the Data Protection Legislation. For important information relating to the permitted use, disclosure, transfer and retention of personal information by the Company as well as information on investor rights with regard to their personal information (including in relation to the right to access, amendment, erasure, data portability and restrictions on processing), please refer to the Company's Privacy Statement which is available at the following website address www.polencapital.com.

Confirmation of Ownership

Confirmation of each purchase of Shares will be sent to Shareholders within 48 hours of the Net Asset Value being released. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued.

Minimum Initial Subscription, Minimum Holding and Minimum Transaction Size

The minimum initial subscription each investor must make is set out below:

Class A Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$50,000
Euro	€50,000
Sterling	£50,000
Norwegian Kroner	NOK 500,000
Swiss Francs	CHF 50,000
Swedish Kronor	SEK 500,000

Class B Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$1 million
Euro	€1 million
Sterling	£1 million
Norwegian Kroner	NOK 10 million
Swiss Francs	CHF 1 million
Swedish Kronor	SEK 10 million

Class E Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$10 million
Euro	€10 million
Sterling	£10 million

Class F Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$1 million
Euro	€1 million
Sterling	£1 million

Class R Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$1,000
Euro	€1,000
Sterling	£1,000
Norwegian Kroner	NOK 10,000
Swiss Francs	CHF 1,000
Swedish Kronor	SEK 10,000

Class S Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$1 million
Euro	€1 million
Sterling	£1 million
Norwegian Kroner	NOK 10 million
Swiss Francs	CHF 1 million
Swedish Kronor	SEK 10 million

Class T Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$50 million
Euro	€50 million
Sterling	£50 million

Class W Shares

Currency of Share Denomination	Minimum Initial Subscription
US Dollar	US\$2,500
Euro	€2,500
Sterling	£2,500
Norwegian Kroner	NOK 25,000
Swiss Francs	CHF 2,500
Swedish Kronor	SEK 25,000

The Directors reserve the right to differentiate between Shareholders as to the Minimum Initial Subscription by certain investors and the Directors may waive or reduce such Minimum Initial Subscription by certain investors. Currently, there is no Minimum Holding or minimum transaction size.

Redemption of Shares

Requests for the redemption of Shares should be made to the Administrator whose details are set out in the Application Form on behalf of the Company by facsimile, written communication, electronically or by telephone, if it has been previously agreed with the Investment Manager and the Administrator. Such requests should contain such information as may be specified from time to time by the Directors or their delegate. Redemption orders should be processed upon receipt of faxed instructions only where payment is made to the account of record. Requests for redemption received prior to the Dealing Deadline for any Dealing Day will be processed on that Dealing Day (save during any period when the calculation of the Net Asset Value is suspended). Any requests for redemption received after the Dealing Deadline for a Dealing Day will be processed on the next Dealing Day unless the Company in its absolute discretion determines otherwise. Redemption requests will only be accepted for processing where cleared funds and completed documents including documentation relating to money laundering prevention checks are in place from original subscriptions. No redemption payment will be made from an investor holding until the original subscription application form and all documentation required by or on behalf of the Company (including any documents in connection with anti-money laundering procedures) has been received from the investor and the anti-money laundering procedures have been completed. None of the Company, the Directors, the Investment Manager or the Administrator shall be

liable to the Shareholder where payment of repurchased proceeds are delayed as a result of the foregoing.

The redemption price per Share shall be the Net Asset Value per Share. On any Dealing Day a dilution adjustment may be made, which will be reflected in the Net Asset Value per Share. Investors' attention is drawn to the "Dilution Adjustment" section above under the heading "Fees and Expenses". Other than as set forth below, it is not the intention to charge a redemption fee in respect of any Class of any Fund.

The Directors are empowered to charge a redemption fee of up to 3 per cent of the Net Asset Value per Share of any Class of any Fund and may exercise their discretion to charge the redemption fee if they have reason to believe that any Shareholder requesting redemption is attempting any form of arbitrage on the yield of Shares in the Fund. The Directors will give not less than one month's notice to Shareholders of their intention to introduce a redemption fee generally. In the event of a redemption fee being charged, Shareholders should view their investment as medium to long term. A redeeming Shareholder of Shares may also receive additional redemption proceeds if any Equalisation Credit paid at the time of subscription has not been fully applied.

If the redemption of only part of a Shareholder's shareholding would leave the Shareholder holding less than the Minimum Holding for the relevant Fund, the Company or its delegate may, if it thinks fit, redeem the whole of that Shareholder's holding.

If the number of Shares to be redeemed on any Dealing Day equals 10 per cent or more of Net Asset Value of the Company or a Fund in issue on that day the Directors or their delegate may at their discretion refuse to redeem any Shares in excess of ten per cent of the Net Asset Value of the Company or a Fund as aforesaid and, if they so refuse, the requests for redemption on such Dealing Day shall be reduced pro rata and Shares which are not redeemed by reason of such refusal shall be treated as if a request for redemption had been made in respect of each subsequent Dealing Day until all Shares to which the original request related have been redeemed.

The Company may, with the consent of the individual Shareholders, satisfy any request for redemption of Shares by the transfer in specie to those Shareholders of assets of the relevant Fund having a value equal to the redemption price for the Shares redeemed as if the redemption proceeds were paid in cash less any redemption fee and other expenses of the transfer. Please refer to the section below titled "Dilution Adjustments" under the heading "Net Asset Value and Valuation of Assets" for further information on how dilution adjustments are applied in respect of in specie transactions. The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Depositary as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the relevant Fund or Class.

A determination to provide redemption in specie may be solely at the discretion of the Directors where the redeeming Shareholder requests redemption of a number of Shares that represent 5 per cent or more of the Net Asset Value of the Company. In this event the Directors will, if requested, sell the assets on behalf of the Shareholder. The cost of such sale shall be borne by the relevant Shareholder.

Method of Payment

Redemption payments will be made to the bank account detailed on the Application Form or as subsequently notified to the Administrator. Redemption payments following processing of instruments received by fax will only be made to the account of record of a Shareholder.

Currency of Payment

Payment of redemption monies will be made in the currency of denomination of the relevant Share

Class. Arrangements can be made for the redemption monies to be paid in a currency other than the currency of denomination of the relevant Share Class redeemed. In such circumstances the cost of currency conversion and other administration expenses relating to such currency conversions will be charged to the Shareholder.

Timing of Payment

Provided that all of the required documentation has been provided to and received by the Administrator, redemption proceeds will be paid as set forth below.

Polen Capital Emerging Markets Small Company Growth Fund

In respect of each Class of Shares (other than Class A Shares) of Polen Capital Emerging Markets Small Company Growth Fund, redemption proceeds will be paid within ten (10) Business Days of the Dealing Deadline for the relevant Dealing Day for redemptions.

In respect of Class A Shares of Polen Capital Emerging Markets Small Company Growth Fund, redemption proceeds will be paid within five (5) Business Days of the Dealing Deadline for the relevant Dealing Day for redemptions.

Polen Capital Emerging Markets Growth Fund and Polen Capital Asia ex-Japan Growth Fund

In respect of each Class of Shares of each of Polen Capital Asia ex-Japan Growth Fund and Polen Capital Emerging Markets Growth Fund, redemption proceeds in relation to redemption requests received for any Dealing Day will be paid within four (4) Business Days of the Dealing Deadline for the relevant Dealing Day for redemptions.

Withdrawal of Redemption Requests

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

Compulsory 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 or persons who are otherwise subject to restrictions on ownership as set out herein and such Shareholders may be required to redeem or transfer their Shares. The Company may redeem any Shares which are or become owned, directly or indirectly, by or for the benefit of any person in breach of any restrictions on ownership from time to time as set out herein or if the holding of Shares by any person is unlawful or is likely to result or results in any tax, fiscal, legal, regulatory, pecuniary liability disadvantage to the Company, the Shareholders as a whole or any Fund. The Company may also redeem any Shares held by any person who holds less than the Minimum Holding or does not, within seven days of a request by or on behalf of the Company, supply any information or declaration required under the terms hereof to be furnished. Any such redemption will be effected on a Dealing Day at the Net Asset Value per Share calculated on or with respect to the relevant Dealing Day on which the Shares are to be redeemed. The Company may apply the proceeds of such compulsory redemption in the discharge of any taxation or withholding tax arising as a result of the holding or beneficial ownership of Shares by a Shareholder including any interest or penalties payable thereon. The attention of investors in relation to the section of the prospectus entitled "Taxation" which details circumstances in which the Company shall be entitled to deduct from payments to Shareholders who are resident or ordinarily resident in Ireland amounts in respect of liability to Irish taxation including any penalties and interest thereon and/or compulsorily redeem Shares to discharge such liability. In addition, if a Shareholder causes the Company to suffer a withholding for or on account of FATCA (as defined below) or other financial penalty, cost, expense or liability, the Company may compulsorily redeem any Shares of such Shareholder and/or take any action required to

ensure that such FATCA deduction or other financial penalty, cost, expense or liability is economically borne by such Shareholder. Relevant Shareholders will indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of an event giving rise to a charge to taxation.

Total Redemption of Shares

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

- (a) on giving not less than twenty one days written notice to the Shareholders of the relevant Fund or Class as appropriate; or
- (b) if the holders of 75 per cent in value of the relevant Class or Fund resolve at a meeting of the Shareholders duly convened and held that such Shares should be redeemed.

Umbrella Cash Accounts

Cash accounts arrangements will be put in place in respect of the Company and the Funds as a consequence of the introduction of new requirements relating to accounts pursuant to the Investor Money Regulations 2015 which came into effect on 1 July 2016. The following is a description of how such cash accounts arrangements are expected to operate. These cash accounts are not subject to the protections of the Investor Money Regulations and instead will be subject to the guidance issued by the Central Bank from time to time in relation to umbrella cash accounts.

Investor Monies will be held in a single Umbrella Cash Account in respect of a particular currency. The assets in the Umbrella Cash Account will be assets of the Company.

Subscription monies received by a Fund in advance of the issue of Shares will be held in the Umbrella Cash Account and will be treated as an asset of the relevant Fund. The subscribing investors will be unsecured creditors of the relevant Fund with respect to their subscription monies until the Shares are issued to them on the relevant Dealing Day. The subscribing investors will be exposed to the credit risk of the institution at which the Umbrella Cash Account has been opened. Such investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights in respect of the subscription monies (including dividend entitlements) until such time as the Shares are issued on the relevant Dealing Day.

Redeeming investors will cease to be Shareholders of the redeemed Shares from the relevant Dealing Day. Redemption and dividend payments will, pending payment to the relevant investors, be held in the Umbrella Cash Account. Redeeming investors and investors entitled to dividend payments held in the Umbrella Cash Account will be unsecured creditors of the relevant Fund with respect to those monies. Where the redemption and dividend payments cannot be transferred to the relevant investors, for example, where the investors have failed to supply such information as is required to allow the Company to comply with its obligations under applicable anti-money laundering and counter terrorist legislation, the redemption and dividend payments will be retained in the Umbrella Cash Account and investors should address the outstanding issues promptly. Redeeming investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights (including, without limitation, the entitlement to future dividends) in respect of such amounts.

For information on the risks associated with Umbrella Cash Accounts, see “Risks Associated with Umbrella Cash Accounts” in the section of this Prospectus entitled section “Risk Factors”.

Conversion of Shares

Other than in the case of the Class F Shares, subject to the Minimum Initial Subscription, Minimum Holding and Minimum Transaction Size requirements of the relevant Fund or Classes, Shareholders

may request conversion of some or all of their Shares in one Fund or Class (“the Original Fund”) to Shares in another Fund or Class or another Class in the same Fund (“the New Fund”) in accordance with the formula and procedures specified below. In the case of the Class F Shares, the Investment Manager may in its absolute discretion close Class F Shares to conversions in (but not to conversions out) without notice. Investors should contact the Investment Manager prior to making a conversion application for information as to whether Class F Shares are available. Requests for conversion of Shares should be made to the Administrator by facsimile or written communication or electronically 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 Fund and the Dealing Deadline for subscriptions in the New Fund. Any applications received after such time will be dealt with on the next Dealing Day which is a dealing day for the relevant Funds, unless the Directors in their absolute discretion otherwise determines. Conversion requests will only be accepted where cleared funds and completed documents are in place from original subscriptions.

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

Fractions of Shares which shall not be less than 0.0001 of a Share may be issued by the Company on conversion where the value of Shares converted from the Original Fund are not sufficient to purchase an integral number of Shares in the New Fund and any balance representing less than 0.0001 of a Share will be retained by the Company in order to defray administration costs.

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

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

where

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

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

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

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

F is the conversion charge (if any) of up to 5 per cent of the Net Asset Value of the Shares to be issued in the New Fund. It is currently not intended to charge a conversion fee.

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

Withdrawal of Conversion Requests

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

Net Asset Value and Valuation of Assets

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

For all Classes, the Net Asset Value per Share will be published in the currency of the relevant Share Class.

The Net Asset Value per Share shall be calculated as at the Valuation Point on or with respect to each Dealing Day by dividing the Net Asset Value of the relevant Fund or attributable to a Class by the total number of Shares in issue in the Fund or Class at the relevant Valuation Point and rounding the resulting total to 4 decimal places.

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

- (a) Securities which are quoted, listed or traded on a Recognised Exchange save as hereinafter provided at (d), (e), (f) and (g) will be valued at last traded price. Where a security is listed or dealt in on more than one Recognised Exchange the relevant exchange or market shall be the principal stock exchange or market on which the security is listed or dealt on or the exchange or market which the Directors or the Manager determine provides the fairest criteria in determining a value for the relevant investment. Investments listed or traded on a Recognised Exchange, but acquired or traded at a premium or at a discount outside or off the relevant exchange or market may be valued taking into account the level of premium or discount at the Valuation Point provided that the Depositary shall be satisfied that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security.
- (b) The value of any security which is not quoted, listed or dealt in on a Recognised Exchange or which is so quoted, listed or dealt but for which no such quotation or value is available or the available quotation or value is not representative of the fair market value shall be the probable realisation value as estimated with care and good faith by (i) the Directors or (ii) a competent person, firm or corporation (including the Manager or the Investment Manager) appointed by the Directors and approved for the purpose by the Depositary or (iii) any other means provided that the 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 using matrix methodology compiled by the Directors or the Manager whereby such securities are valued by reference to the valuation of other securities which are comparable in rating, yield, due date and other characteristics.

- (c) Cash in hand or on deposit will be valued at its nominal value plus accrued interest, where applicable, to the end of the relevant day on which the Valuation Point occurs.
- (d) Derivative contracts traded on a regulated market shall be valued at the settlement price as determined by the market. If the settlement price is not available, the value shall be the probable realisation value estimated with care and in good faith by (i) the Directors or (ii) a competent person firm or corporation (including the Manager or the Investment Manager) appointed by the Directors and approved for the purpose by the Depositary or (iii) any other means provided that the value is approved by the Depositary. Over-the-counter derivative instruments may be valued either using the counterparty valuation or an alternative valuation such as a valuation calculated by the Company or its delegate or by an independent pricing vendor. The Company will value an OTC derivative on a daily basis as at each Valuation Point. Where the Company values an OTC derivative using an alternative valuation, the Company will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA, the alternative valuation methodology is that provided by a competent person appointed by the Company or the Manager and approved for that purpose by the Depositary or a valuation by any other means provided is approved by the Depositary. The alternative valuation must be fully reconciled to the counterparty valuation on a monthly basis. Where significant differences arise, these must be promptly investigated and explained. Where the Company values an OTC derivative using the counterparty valuation, the valuation must be approved or verified by a party who is approved for the purpose by the Depositary and who is independent of the counterparty and the independent verification must be carried out at least weekly. The reference to an independent party may include the Investment Manager. It can also include a party related to the counterparty provided the related party constitutes an independent unit within the counterparty's group which does not rely on the same pricing models employed by the counterparty and the relationship between the parties and attendant risks are disclosed in the Prospectus. Where the independent party is related to the OTC counterparty and the risk exposure to the counterparty may be reduced through the provision of collateral, the position must also be subject to verification by an unrelated party to the counterparty on a six month basis.
- (e) Forward foreign exchange contracts and interest rate swaps shall be valued in the same manner as derivatives contracts which are not traded in a regulated market above or by reference to freely available market quotations.
- (f) Notwithstanding paragraph (a) above, units in collective investment schemes shall be valued at the latest available net asset value per unit or bid price as published by the relevant collective investment scheme or, if listed or traded on a Recognised Exchange, in accordance with (a) above.
- (g) For non-money market funds, the Directors or the Manager may value high rated securities having a residual maturity not exceeding three months using the amortised cost method of valuation in accordance with the requirements of the Central Bank.
- (h) The Directors or the Manager may, with the approval of the Depositary, adjust the value of any investment if having regard to its currency, marketability, applicable interest rates, anticipated rates of dividend, maturity, liquidity or any other relevant considerations, they consider that such adjustment is required to reflect the fair value thereof.
- (i) Any value expressed otherwise than in the Base Currency of the relevant Fund shall be converted into the Base Currency of the relevant Fund at the exchange rate (whether official or otherwise) which the Directors or the Manager shall determine to be appropriate.

- (j) Where the value of any investment is not ascertainable as described above, the value shall be the probable realisation value estimated by the Directors or the Manager with care and in good faith or by a competent person approved for the purpose by the Depositary.
- (k) If the Directors or the Manager deem it necessary a specific Investment may be valued under an alternative method of valuation approved by the Depositary.

Dilution Adjustment

On any Dealing Day a dilution adjustment may be made in respect of the Funds, which will be reflected in the Net Asset Value per Share. Investors' attention is drawn to the "Dilution Adjustment" section above under the heading "Fees and Expenses". For in specie transactions, the Directors, with the approval of the Depositary, may adjust the value of an asset or a basket of assets comprising all or part of an in specie subscription or redemption where such an adjustment is considered necessary to track the dilution adjustment applied to the Net Asset Value per Share. It is expected that the adjustment factor applied to the in specie subscription or redemption would match that applied to the Net Asset Value per Share.

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

- (a) every Share agreed to be issued by the Directors or the Manager with respect to each Dealing Day shall not be deemed to be in issue at the Valuation Point for the relevant Dealing Day and the assets of the relevant Fund shall be deemed to include only cash and property in the hands of the Depositary;
- (b) 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 unless the Directors or the Manager have reason to believe such purchase or sale will not be completed;
- (c) there shall be added to the assets of the relevant Fund any actual or estimated amount of any taxation of a capital nature which may be recoverable by the Company which is attributable to that Fund;
- (d) there shall be added to the assets of each relevant Fund a sum representing any interest, dividends or other income accrued but not received and a sum representing unamortised expenses unless the Directors or the Manager are of the opinion that such interest, dividends or other income are unlikely to be paid or received in full in which case the value thereof shall be arrived at after making such discount as the Directors or their delegate (with the approval of the Depositary) may consider appropriate in such case to reflect the true value thereof;
- (e) there shall be added to the assets of each relevant Fund the total amount (whether actual or estimated by the Directors or their delegate) of any claims for repayment of any taxation levied on income or capital gains including claims in respect of double taxation relief; and
- (f) where notice of the redemption of Shares has been received by the Company with respect to a Dealing Day and the cancellation of such Shares has not been completed, the Shares to be redeemed shall be deemed still to be in issue at the Valuation Point and the value of the assets of the relevant Fund shall not be deemed to be reduced by the amount payable upon such redemption;

- (g) there shall be deducted from the assets of the relevant Fund:
- (i) the total amount of any actual or estimated liabilities properly payable out of the assets of the relevant Fund including any and all outstanding borrowings of the Company in respect of the relevant Fund, interest, fees and expenses payable on such borrowings and any estimated liability for tax and such amount in respect of contingent or projected expenses as the Directors or the Manager consider fair and reasonable as of the relevant Valuation Point;
 - (ii) such sum in respect of tax (if any) on income or capital gains realised on the investments of the relevant Fund as in the estimate of the Directors or 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 Administrator, the Depositary, the Investment Manager, any Distributor and any other providers of services to the Company accrued but remaining unpaid together with a sum equal to the value added tax chargeable thereon (if any);
 - (v) the total amount (whether actual or estimated by the Directors or the Manager) of any other liabilities properly payable out of the assets of the relevant Fund (including all establishment, operational and ongoing administrative fees, costs and expenses) as of the relevant Valuation Point;
 - (vi) an amount as of the relevant Valuation Point representing the projected liability of the relevant Fund in respect of costs and expenses to be incurred by the relevant Fund in the event of a subsequent liquidation;
 - (vii) an amount as of the relevant Valuation Point representing the projected liability of the relevant calls on Shares in respect of any warrants issued and/or options written by the relevant Fund or Class of Shares; and
 - (viii) any other liability which may properly be deducted.

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

Publication of Net Asset Value per Share

The up-to-date Net Asset Value per Share shall be made available on the internet at www.bloomberg.com. In addition, the Net Asset Value per Share may be obtained from the Administrator during normal business hours.

Suspension of Valuation of Assets

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

- (a) during the whole or part of any period (other than for ordinary holidays or customary weekends) when any of the Recognised Exchanges on which the relevant Fund's investments are quoted,

listed, traded or dealt are closed or during which dealings therein are restricted or suspended or trading is suspended or restricted; or

- (b) during the whole or part of any period when circumstances outside the control of the Directors exist as a result of which any disposal or valuation of investments of the Fund is not reasonably practicable or would be detrimental to the interests of Shareholders or it is not possible to transfer monies involved in the acquisition or disposition of investments to or from the relevant account of the Company; or
- (c) during the whole or any part of any period when any breakdown occurs in the means of communication normally employed in determining the value of any of the relevant Fund's investments; or
- (d) during the whole or any part of any period when for any reason the value of any of the Fund's investments cannot be reasonably, promptly or accurately ascertained; or
- (e) during the whole or any part of any period when subscription proceeds cannot be transmitted to or from the account of any Fund or the Company is unable to repatriate funds required for making redemption payments or when such payments cannot, in the opinion of the Directors, be carried out at normal rates of exchange; or
- (f) upon mutual agreement between the Company and the Depositary for the purpose of winding up the Company or terminating any Fund; or
- (g) if any other reason makes it impossible or impracticable to determine the value of a substantial portion of the Investments or the Company or any Fund;
- (h) any period when the Company is considering a merger in relation to the Company, a Fund or Class; or
- (i) any other period where in the opinion of the Directors circumstances require such a suspension and it is justified having regard to the interests of the Shareholders as a whole;
- (j) and shall temporarily suspend the determination of the Net Asset Value of a Fund or Class and the issue, redemption and conversion of Shares in any Fund or Class if directed to do so by the Central Bank.

Any suspension of valuation shall be notified to the Central Bank and the Depositary without delay and, in any event, within the same Dealing Day. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

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

Suspension of Dealing

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the relevant Fund is suspended. 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.

Dividends and Distributions

The Directors are empowered to declare and pay dividends on Shares issued in any Class or Fund in the Company.

Income Share Classes: Dividends will be declared and paid on these Shares. Dividends will normally be declared in respect of the financial year end (i.e. 31 December in each year) and paid to Shareholders as of 31 December within 4 months of the financial year end and will usually be paid to the Shareholder's bank account as detailed on the Application Form. Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the relevant class. The Directors will declare dividends in respect of any Shares in the Company out of the net income (i.e. income less expenses) of the Company (whether in the form of dividends, interest or otherwise), subject to certain adjustments.

Accumulating Share Classes: Dividends will be declared on these Shares but automatically reinvested and will be reflected in the Net Asset Value of the Share class. Dividends will normally be declared in respect of the financial year end (i.e. 31 December in each year). The Directors will declare dividends in respect of any Shares in the Company out of the net income (i.e. income less expenses) of the Company (whether in the form of dividends, interest or otherwise), subject to certain adjustments.

With effect from 1 October 2013 all Classes of Shares will be permitted to operate equalisation. Where the Classes of Shares operate equalisation, distributions made by such Classes of Shares will include an amount of income equalisation. This amount corresponds to the equalisation income included in the Net Asset Value per Share of such Classes.

All investors including UK investors should seek their own tax advice in relation to the implications (if any) of these distribution policies.

Any change to the dividend policy will be provided in an updated Prospectus and all Shareholders will be notified in advance.

Reporting to investors

It is the intention of each Fund to continue to meet its annual obligations to be a "reporting fund", as defined in the Offshore Funds (Tax) Regulations 2009 (SI 2009 No. 3001). The Fund will report income to investors via the Company's website at www.polencapital.com. It is expected that this report will be made available to investors by 30 June in each year.

Taxation on the occurrence of certain events

The attention of investors is drawn to the section of the Prospectus headed "Taxation" and in particular the taxation liability arising on the occurrence of certain events such as the encashment, redemption or transfer of Shares by or payment of dividends to Shareholders who are resident or ordinarily resident in Ireland. If the Company becomes liable to account for tax in any jurisdiction including any interest or penalties thereon if an event giving rise to a tax liability occurs, the Company shall be entitled to deduct such amount from the payment arising on such event or to compulsorily redeem or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as have a value sufficient after the deduction of any redemption fees to discharge any such liability. The relevant Shareholder shall indemnify and keep the Company indemnified against any loss arising to the Company by reason of the Company becoming liable to account for tax and any interest or penalties thereon on the happening of an event giving rise to a tax liability including if no such deduction, appropriation or cancellation has been made.

TAXATION

The following is a general summary of the main Irish tax considerations applicable to the Company and certain investors in the Company who are the beneficial owners of Shares in the Company. It does not purport to deal with all of the tax consequences applicable to the Company or to all categories of investors, some of whom may be subject to special rules. For instance, it does not address the tax position of Shareholders whose acquisition of Shares in the Company would be regarded as a shareholding in a Personal Portfolio Investment Undertaking (PPIU). Accordingly, its applicability will depend on the particular circumstances of each Shareholder. It does not constitute tax advice and Shareholders and potential investors are advised to consult their professional advisors concerning possible taxation or other consequences of purchasing, holding, selling, converting or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in the light of their particular circumstances.

The following statements on taxation are based on advice received by the Directors regarding the law and practice in force in Ireland at the date of this document. Legislative, administrative or judicial changes may modify the tax consequences described below and 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 will endure indefinitely.

Taxation of the Company

The Directors have been advised that, under current Irish law and practice, the Company qualifies as an investment undertaking for the purposes of Section 739B of the Taxes Consolidation Act, 1997, as amended (“TCA”) so long as the Company is resident in Ireland. Accordingly, it is generally not chargeable to Irish tax on its income and gains.

Chargeable Event

However, Irish tax can arise on the happening of a “**chargeable event**” in the Company. A chargeable event includes any payments of distributions to Shareholders, any encashment, repurchase, redemption, cancellation or transfer of Shares and any deemed disposal of Shares as described below for Irish tax purposes arising as a result of holding Shares in the Company for a period of eight years or more. Where a chargeable event occurs, the Company is required to account for the Irish tax thereon.

No Irish tax will arise in respect of a chargeable event where:

- (a) the Shareholder is neither resident nor ordinarily resident in Ireland (“**Non-Irish Resident**”) and it (or an intermediary acting on its behalf) has made the necessary declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained in the declaration is not, or is no longer, materially correct; or
- (b) the Shareholder is Non-Irish Resident and has confirmed that to the Company and the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn; or
- (c) the Shareholder is an Exempt Irish Resident as defined below.

A reference to “**intermediary**” means an intermediary within the meaning of Section 739B(1) of the TCA, being a person who (a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or (b) holds units in an investment undertaking on behalf of other persons.

In the absence of a signed and completed declaration or written notice of approval from the Revenue Commissioners, as applicable, being in the possession of the Company at the relevant time there is a presumption that the Shareholder is resident or ordinarily resident in Ireland (“**Irish Resident**”) or is not an Exempt Irish Resident and a charge to tax arises.

A chargeable event does not include:

- 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 Revenue Commissioners; or
- a transfer of Shares between spouses/civil partners and any transfer of Shares between spouses/civil partners or former spouses/civil partners on the occasion of judicial separation, decree of dissolution and/or divorce, as appropriate; or
- an exchange by a Shareholder, effected by way of arm’s length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company; or
- an exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the TCA) of the Company with another investment undertaking.

If the Company becomes liable to account for tax on a chargeable event, the Company shall be entitled to deduct from the payment arising on that chargeable event an amount equal to the appropriate tax and/or, where applicable, to repurchase and cancel such number of Shares held by the Shareholder as is required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event.

Deemed Disposals

The Company may elect not to account for Irish tax in respect of deemed disposals in certain circumstances. Where the total value of Shares in a Fund held by Shareholders who are Irish Resident and, who are not Exempt Irish Residents as defined below, is 10 per cent or more of the Net Asset Value of the Fund, the Company will be liable to account for the tax arising on a deemed disposal in respect of Shares in that Fund as set out below. However, where the total value of Shares in the Fund held by such Shareholders is less than 10 per cent of the Net Asset Value of the Fund, the Company may, and it is expected that the Company will, elect not to account for tax on the deemed disposal. In this instance, the Company will notify relevant Shareholders that it has made such an election and those Shareholders will be obliged to account for the tax arising under the self-assessment system themselves. Further details of this are set out below under the heading “Taxation of Irish Resident Shareholders”.

Irish Courts Service

Where Shares are held by the Irish Courts Service the Company is not required to account for Irish tax on a chargeable event in respect of those Shares. Rather, where money under the control or subject to the order of any Court is applied to acquire Shares in the Company, the Courts Service assumes, in respect of the Shares acquired, the responsibilities of the Company to, *inter alia*, account for tax in respect of chargeable events and file returns.

Exempt Irish Resident Shareholders

The Company will not be required to deduct tax in respect of the following categories of Irish Resident Shareholders, provided the Company has in its possession the necessary declarations from those persons (or an intermediary acting on their behalf) and the Company is not in possession of any information which would reasonably suggest that the information contained in the declarations is not, or is no longer, materially correct. A Shareholder who comes within any of the categories listed below and who

(directly or through an intermediary) has provided the necessary declaration to the Company is referred to herein as an “**Exempt Irish Resident**”:

- (a) 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 Section 785 of the TCA, applies;
- (b) a company carrying on life business within the meaning of Section 706 of the TCA;
- (c) an investment undertaking within the meaning of Section 739B(1) of the TCA, or an investment limited partnership within the meaning of Section 739J of the TCA;
- (d) a special investment scheme within the meaning of Section 737 of the TCA;
- (e) a charity being a person referred to in Section 739D(6)(f)(i) of the TCA;
- (f) a qualifying management company within the meaning of Section 739B(1) of the TCA or a specified Company within the meaning of Section 734(1) of the TCA;
- (g) a unit trust to which Section 731(5)(a) of the TCA applies;
- (h) a person who is entitled to exemption from income tax and capital gains tax under Section 784A(2) of the TCA where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
- (i) 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;
- (j) a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- (k) the National Asset Management Agency;
- (l) the National Treasury Management Agency or a Fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance of Ireland is the sole beneficial owner or Ireland acting through the National Treasury Management Agency;
- (m) a company within the charge to corporation tax in accordance with Section 110(2) of the TCA (securitisation companies);
- (n) in certain circumstances, a company within the charge to corporation tax in accordance with Section 739G(2) of the TCA in respect of payments made to it by the Company; or
- (o) any other person who is 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 Company or jeopardising the tax exemptions associated with the Company.

There is no provision for any refund of tax to Shareholders who are Exempt Irish Residents where tax has been deducted in the absence of the necessary declaration. A refund of tax may only be made to corporate Shareholders who are within the charge to Irish corporation tax.

Taxation of Non-Irish Resident Shareholders

Non-Irish Resident Shareholders who (directly or through an intermediary) have made the necessary declaration of non-residence in Ireland, where required, are not liable to Irish tax on the income or gains

arising to them from their investment in the Company and no tax will be deducted on distributions from the Company or payments by the Company in respect of an encashment, repurchase, redemption, cancellation or other disposal of their investment. Such Shareholders are generally not liable to Irish tax in respect of income or gains made from holding or disposing of Shares except where the Shares are attributable to an Irish branch or agency of such Shareholder.

Unless the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn, in the event that a non-resident Shareholder (or an intermediary acting on its behalf) fails to make the necessary declaration of non-residence, tax will be deducted as described above on the happening of a chargeable event and notwithstanding that the Shareholder is not resident or ordinarily resident in Ireland any such tax deducted will generally not be refundable.

Where a Non-Irish Resident company holds Shares in the Company which are attributable to an Irish branch or agency, it will be liable to Irish corporation tax in respect of income and capital distributions it receives from the Company under the self-assessment system.

Taxation of Irish Resident Shareholders

Deduction of Tax

Tax will be deducted and remitted to the Revenue Commissioners by the Company from any distributions made by the Company (other than on a disposal) to an Irish Resident Shareholder who is not an Exempt Irish Resident at the rate of 41 per cent.

Tax will also be deducted by the Company and remitted to the Revenue Commissioners from any gain arising on an encashment, repurchase, redemption, cancellation or other disposal of Shares by such a Shareholder at the rate of 41 per cent. Any gain will be computed as the difference between the value of the Shareholder's investment in the Company at the date of the chargeable event and the original cost of the investment as calculated under special rules.

Where the Shareholder is an Irish resident company and the Company is in possession of a relevant declaration from the Shareholder that it is a company and which includes the company's tax reference number, tax will be deducted by the Company from any distributions made by the Company to the Shareholder and from any gains arising on an encashment, repurchase, redemption, cancellation or other disposal of shares by the Shareholder at the rate of 25 per cent.

Deemed Disposals

Tax will also be deducted by the Company and remitted to the Revenue Commissioners in respect of any deemed disposal where the total value of Shares in a Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is 10 per cent or more of the Net Asset Value of the Fund. A deemed disposal will occur on each and every eighth anniversary of the acquisition of Shares in the Fund by such Shareholders. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary or, as described below where the Company so elects, the value of the Shares on the later of the 30 June or 31 December prior to the date of the deemed disposal and the relevant cost of those Shares. The excess arising will be taxable at the rate of 41 per cent (or in the case of Irish resident corporate Shareholders where a relevant declaration has been made, at the rate of 25 per cent). Tax paid on a deemed disposal should be creditable against the tax liability on an actual disposal of those Shares.

Where the Company is obliged to account for tax on deemed disposals it is expected that the Company will elect to calculate any gain arising for Irish Resident Shareholders who are not Exempt Irish Residents by reference to the Net Asset Value of the relevant Fund on the later of the 30 June or 31

December prior to the date of the deemed disposal, in lieu of the value of the Shares on the relevant eight year anniversary.

The Company may elect not to account for tax arising on a deemed disposal where the total value of Shares in the relevant Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is less than 10 per cent of the Net Asset Value of the Fund. In this case, such Shareholders will be obliged to account for the tax arising on the deemed disposal under the self-assessment system themselves. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary and the relevant cost of those Shares. The excess arising will be regarded as an amount taxable under Case IV of Schedule D and will be subject to tax where the Shareholder is a company, at the rate of 25 per cent, and where the Shareholder is not a company, at the rate of 41 per cent. Tax paid on a deemed disposal should be creditable against the tax payable on an actual disposal of those Shares.

Residual Irish Tax Liability

Corporate Shareholders resident in Ireland which receive payments from which tax has been deducted will be treated as having received an annual payment chargeable to tax under Case IV of Schedule D from which tax at the rate of 25 per cent (or 41 per cent if no declaration has been made) has been deducted. Subject to the comments below concerning tax on a currency gain, in general, such Shareholders will not be subject to further Irish tax on payments received in respect of their holding from which tax has been deducted. A corporate Shareholder resident in Ireland which holds the Shares in connection with a trade will be taxable on any income or gains received from the Company as part of that trade with a set-off against corporation tax payable for any tax deducted from those payments by the Company. In practice, where tax at a rate higher than 25 per cent has been deducted from payments to a corporate Shareholder resident in Ireland, a credit of the excess tax deducted over the higher corporation tax rate of 25 per cent should be available.

Subject to the comments below concerning tax on a currency gain, in general, non-corporate Irish Resident Shareholders will not be subject to further Irish tax on income arising on the Shares or gains made on disposal of the Shares, where the appropriate tax has been deducted by the Company from distributions paid to them.

Where a currency gain is made by a Shareholder on the disposal of Shares, the Shareholder will be liable to capital gains tax in respect of that gain in the year/s of assessment in which the Shares are disposed of.

Any Irish Resident Shareholder who is not an Exempt Irish Resident and who receives a distribution from which tax has not been deducted or who receives a gain on an encashment, repurchase, redemption, cancellation or other disposal from which tax has not been deducted, (for example, because the Shares are held in a recognised clearing system) will be liable to account for income tax or corporation tax as the case may be on the payment or on the amount of the gain under the self-assessment system and in particular, Part 41A of the TCA.

Pursuant to Section 891C of the TCA and the Return of Values (Investment Undertakings) Regulations 2013, the Company is obliged to report certain details in relation to Shares held by investors to the Revenue Commissioners on an annual basis. The details to be reported include the name, address and date of birth if on record of, and the investment number associated with and the value of the Shares held by, a Shareholder as well as the tax reference number of the Shareholder (being an Irish tax reference number or VAT registration number, or in the case of an individual, the individual's PPS number) or, in the absence of a tax reference number, a marker indicating that this was not provided. These provisions do not require such details to be reported in respect of Shareholders who are:

- Exempt Irish Residents (as defined above);

- Shareholders who are neither Irish Resident nor ordinarily resident in Ireland (provided the relevant declaration has been made); or
- Shareholders whose Shares are held in a recognised clearing system.

Investors should however note the section entitled “Automatic Exchange of Information” for information on additional investor information gathering and reporting requirements to which the Company is subject.

Overseas Dividends

Dividends (if any) and interest which the Company receives with respect to investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of the investments are located. It is not known whether the Company will be able to benefit from reduced rates of withholding tax under the provisions of the double tax treaties which Ireland has entered into with various countries.

However, in the event that the Company receives any repayment of withholding tax suffered, the Net Asset Value of the relevant Fund will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of such repayment.

Stamp Duty

On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, generally, no stamp duty will be payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. However, where any subscription for or redemption of Shares is satisfied by an in-kind or in specie transfer of Irish securities or other Irish property, Irish stamp duty might arise on the transfer of such securities or properties.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities of a company or other body corporate not registered in Ireland, 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 or a qualifying company within the meaning of Section 110 of the TCA) which is registered in Ireland.

Residence

In general, investors in the Company will be either individuals, corporate entities or trusts. Under Irish rules, both individuals and trusts may be resident or ordinarily resident. The concept of ordinary residence does not apply to corporate entities.

Individual Investors

Test of Residence

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

If an individual is not resident in Ireland in a particular tax year the individual may, in certain circumstances, elect to be treated as resident.

Test of Ordinary Residence

If an individual has been resident for the three previous tax years then the individual will be deemed “ordinarily resident” from the start of the fourth year. An individual will remain ordinarily resident in Ireland until the individual has been non-resident for three consecutive tax years.

Trust Investors

A trust will generally be regarded as resident in Ireland where all of the trustees are resident in Ireland. Trustees are advised to seek specific tax advice if they are in doubt as to whether the trust is resident in Ireland.

Corporate Investors

A company will be resident in Ireland if its central management and control is in Ireland or (in certain circumstances) if it is incorporated in Ireland. For Ireland to be treated as the location of a company’s central management and control this typically means Ireland is the location where all fundamental policy decisions of the company are made.

All companies incorporated in Ireland are resident in Ireland for tax purposes except where:

- (i) in the case of a company incorporated before 1 January 2015, the company or a related company carries on a trade in Ireland, and either (a) the company is ultimately controlled by persons resident in a “relevant territory”, being an EU member state (other than Ireland) or a country with which Ireland has a double taxation agreement in force by virtue of Section 826(1) of the TCA or that is signed and which will come into force once all the ratification procedures set out in Section 826(1) of the TCA have been completed, or (b) the principal class of the shares in the company or a related company is substantially and regularly traded on a recognised stock exchange in a relevant territory; or
- (ii) the company is regarded as resident in a country other than Ireland and not resident in Ireland under a double taxation agreement between Ireland and that other country.

A company incorporated in Ireland and coming within either (i) or (ii) above will not be regarded as resident in Ireland unless its central management and control is in Ireland, PROVIDED however, a company coming within (i) above which has its central management and control outside of Ireland will still be regarded as resident in Ireland if (a) it would by virtue of the law of a relevant territory be tax resident in that relevant territory if it were incorporated in that relevant territory but would not otherwise be tax resident in that relevant territory, (b) is managed and controlled in that relevant territory, and (c) would not otherwise by virtue of the law of any territory be regarded as resident in that territory for tax purposes.

The exception from the incorporation rule of tax residence at (i) above in respect of a company incorporated before 1 January 2015 will however cease to apply or be available after 31 December 2020, or, if earlier, from the date, after 31 December 2014, of a change in ownership (direct or indirect) of the company where there is a major change in the nature or conduct of the business of the company within the period beginning on the later of 1 January 2015 or the date which occurs one year before the date of the change in ownership of the company, and ending 5 years after the date of the change in ownership. For these purposes a major change in the nature or conduct of the business of the company includes the commencement by the company of a new trade or a major change arising from the acquisition by the company of property or of an interest in or right over property.

Disposal of Shares and Irish Capital Acquisitions Tax

(a) Persons Domiciled or Ordinarily Resident in Ireland

The disposal of Shares by means of a gift or inheritance made by a disponent domiciled or ordinarily resident in Ireland or received by a beneficiary domiciled or ordinarily resident in Ireland may give rise to a charge to Irish Capital Acquisitions Tax for the beneficiary of such a gift or inheritance with respect to those Shares.

(b) Persons Not Domiciled or Ordinarily Resident in Ireland

On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, the disposal of Shares will not be within the charge to Irish Capital Acquisitions Tax provided that;

- the Shares are comprised in the gift or inheritance at the date of the gift or inheritance and at the valuation date;
- the donor is not domiciled or ordinarily resident in Ireland at the date of the disposition; and
- the beneficiary is not domiciled or ordinarily resident in Ireland at the date of the gift or inheritance.

German Taxation

The categorisation of a Fund as an "equity fund" pursuant to GITA will depend on whether the Fund meets applicable equity investment thresholds. The following Funds qualify as equity funds within the meaning of GITA as they continuously invest more than 50% of their assets in equity securities (as defined by GITA);

- Polen Capital Emerging Markets Growth Fund;
- Polen Capital Emerging Markets Small Company Growth Fund; and
- Polen Capital Asia ex-Japan Growth Fund.

Automatic Exchange of Information

Ireland has implemented the "Standard for Automatic Exchange of Financial Account Information", also known as the Common Reporting Standard ("CRS"), into Irish law.

The CRS is a single global standard on Automatic Exchange of Information ("AEOI") which was approved by the Council of the Organisation for Economic Cooperation and Development OECD in July 2014. It draws on earlier work of the OECD and the EU, global anti-money laundering standards and, in particular, the Model FATCA Intergovernmental Agreement. The CRS sets out details of the financial information to be exchanged, the financial institutions required to report, together with common due diligence standards to be followed by financial institutions.

Under the CRS, participating jurisdictions are required to exchange certain information held by financial institutions regarding their non-resident customers. Over 90 jurisdictions have committed to exchanging information under the CRS and a group of over 40 countries, including Ireland, have committed to the early adoption of the CRS. For these early adopters, the first exchange of information in relation to accounts coming into existence from 1 January 2016 and individual high value accounts in existence at 31 December 2015 is expected take place by the end of September 2017, with

information about individual low value accounts in existence at 31 December 2015 and entity accounts is expected to first be exchanged either by the end of September 2017 or September 2018 depending on when financial institutions identify them as reportable accounts.

Shareholders should note that the Company is required to disclose the name, address, jurisdiction(s) of tax residence, date and place of birth, account reference number and tax identification number(s) of each reportable person in respect of a reportable account for CRS and information relating to each Shareholder's investment (including but not limited to the value of and any payments in respect of the Shares) to the Revenue Commissioners who may in turn exchange this information with the tax authorities in territories who are participating jurisdictions for the purposes of the CRS. In order to comply with its obligations, the Company may require additional information and documentation from Shareholders.

By signing the application form to subscribe for Shares in the Company, each Shareholder is agreeing to provide such information upon request from the Company or its delegate. The non-provision of such information may result in mandatory redemption of Shares or other appropriate action taken by the Company. Shareholders refusing to provide the requisite information to the Company may also be reported to the Revenue Commissioners.

The above description is based in part on regulations, guidance from the OECD and the CRS, all of which are subject to change.

Pursuant to information-sharing arrangements in place between Ireland and/or the European Union and certain third countries and/or dependant or associated territories of CRS-participating jurisdictions, to the extent that those countries or territories are not "Reportable Jurisdictions" under the CRS, the Administrator, or such other entity considered to be a paying agent for these purposes, may be obliged to collect certain information (including the tax status, identity and residency of the Shareholders) in order to satisfy the disclosure requirements under those arrangements and to disclose such information to the relevant tax authorities. Those tax authorities may in turn be obliged to provide the information disclosed to the tax authorities of other relevant jurisdictions.

Shareholders will be deemed by their subscription for Shares in a Fund to have authorised the automatic disclosure of such information by the Administrator, or other relevant person to the relevant tax authorities.

Each prospective investor should consult its own tax advisers on the requirements applicable to it under these arrangements.

United States Taxation - Foreign Account Tax Compliance Act ("FATCA")

The foreign account tax compliance provisions of the Hiring Incentives to Restore Employment Act 2010 are designed to require certain U.S. persons' direct and indirect ownership of certain non-U.S. accounts and non-U.S. entities to be reported by foreign financial institutions ("FFI") to the U.S. Internal Revenue Service ("IRS"). The Company may be regarded as a FFI for FATCA purposes. FATCA may impose a withholding tax of up to 30% with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends paid to a FFI. Ireland has entered into an intergovernmental agreement with the U.S. to simplify the FATCA compliance process and minimise the risk of withholding tax. Under this agreement, FATCA compliance will be enforced under Irish tax legislation, including the Financial Accounts Reporting (United States of America) Regulations 2014 (the "Irish FATCA Regulations"), and reporting rules and practices. The Company may require additional information from Shareholders in order to comply with these provisions. The Company may disclose the information, certificates or other documentation that it receives from (or concerning) its Shareholders to the Irish tax authorities as necessary to comply with the Irish tax legislation and reporting rules and practices relating to FATCA, related intergovernmental agreements or other applicable law or regulation. The Irish tax authorities

will, in turn, report such information to the IRS. If a Shareholder causes the Company to suffer a withholding for or on account of FATCA (“FATCA Deduction”) or other financial penalty, cost, expense or liability, the Company may compulsorily redeem any Shares of such Shareholder and/or take any action required to ensure that such FATCA Deduction or other financial penalty, cost, expense or liability is economically borne by such Shareholder. Each prospective investor is urged to consult its tax adviser regarding the applicability of FATCA and any other reporting requirements with respect to the prospective investor’s own situation. If applicable, investors should contact their intermediary regarding the application of this regime to their investments in the Company.

GENERAL INFORMATION

1. Incorporation, Registered Office and Share Capital

- (a) The Company was incorporated in Ireland on 14 May 2008 as an investment company with variable capital with limited liability under registration number 457359. The Company has no subsidiaries.
- (b) The registered office of the Company is as stated in the Directory at the front of the Prospectus.
- (c) Clause 3 of the Memorandum of Association of the Company provides that the Company's sole object is the collective investment in either of both transferable securities and other liquid financial assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and the Company operates on the principle of risk spreading.
- (d) The authorised share capital of the Company is 500,000,000,000 Shares of no par value and 300,000 redeemable non-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 Company. The Directors have the power to allot shares in the capital of the Company on such terms and in such manner as they may think fit. There are non-participating shares currently in issue which are held by the Investment Manager or nominees of the Investment Manager.

2. Variation of Share Rights and Pre-Emption Rights

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

3. Voting Rights

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 Fund or Class or any Shareholder of a Fund or Class present in person or by proxy at a meeting of a Fund or Class may demand a poll. The chairman of a general meeting of the Company or at least two members present in person or by proxy or

any Shareholder or Shareholders present in person or by proxy representing at least one tenth of the Shares in issue having the right to vote at such meeting may demand a poll.

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

4. Meetings

- (a) The Directors may convene extraordinary general meetings of the Company at any time. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year.
- (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 (i) the quorum for a general meeting convened to consider any alteration to the Class rights of Shares shall be two Shareholders holding or representing by proxy at least one third of the issued Shares of the relevant Fund or Class; and (ii) in the event that there is only one Shareholder in a Fund or Class, the quorum shall be the one Shareholder present in person or by proxy at the meeting. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened on the requisition of or by Shareholders, shall be dissolved. In any other case it shall stand adjourned to the same time, day and place in the next week or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum and in the case of a meeting of a Fund or Class convened to consider the variation of rights of Shareholders in such Fund or Class the quorum shall be one Shareholder holding Shares of the Fund or Class in question or his proxy. All general meetings will be held in Ireland.

- (d) The foregoing provisions with respect to the convening and conduct of meetings shall save as otherwise specified with respect to meetings of Funds or Classes and, subject to the Act, have effect with respect to separate meetings of each Fund or Class at which a resolution varying the rights of Shareholders in such Fund or Class is tabled.

5. Reports and Accounts

The Company will prepare an annual report and audited accounts as of 31 December in each year and a half-yearly report and unaudited accounts as of 30 June in each year. The audited annual report and accounts will be published within four months of the Company's financial year end and its semi-annual report will be published within two months of the end of the half year period and in each case will be offered to subscribers before conclusion of a contract and supplied to Shareholders free of charge on request and will be available to the public at the offices of the Administrator.

6. Communications and Notices to Shareholders

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

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.
Fax:	The day on which a positive transmission receipt is received.
Electronically:	12 hours after dispatch.
Publication of Notice or Advertisement of Notice:	The day of publication in a daily newspaper 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. In the case of the transfer of Class F Shares, the Investment Manager may in its absolute discretion close Class F Shares to transfers. Investors should contact the Investment Manager prior to making a transfer application for information as to whether transfers in relation to Class F Shares are available.
- (b) The Directors may from time to time specify a fee for the registration of instruments of transfer provided that the maximum fee may not exceed 5 per cent of the Net Asset Value of the Shares the subject matter of the transfer on the Dealing Day immediately preceding the date of the transfer.
- (c) 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 Minimum Initial Subscription (if any);
 - (ii) all applicable taxes and/or stamp duties have not been paid in respect of the instrument of transfer;

- (ii) the instrument of transfer is not deposited at the registered office of the Company or such other place as the Directors may reasonably require, accompanied by the certificate for the Shares to which it relates, such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, such relevant information and declarations as the Directors may reasonably require from the transferee including, without limitation, information and declarations of the type which may be requested from an applicant for Shares in the Company and such fee as may from time to time be specified by the Directors for the registration of any instrument of transfer; or
 - (iv) they are aware or reasonably believe the transfer would result in the beneficial ownership of such Shares by a person in contravention of any restrictions on ownership as set out herein or might result in legal, regulatory, pecuniary, taxation or disadvantage to the Company or the relevant Fund or Class or Shareholders as a whole.
- (d) 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 Constitution relating to the Directors:

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

he is a member of any specified company or firm and is to be regarded as interested in any contract or arrangement which may thereafter be made with that company or firm is deemed to be a sufficient declaration of interest in relation to any contract or arrangement so made.

- (h) A Director may not vote in respect of any resolution or any contract or arrangement or any proposal whatsoever in which he has any material interest or a duty which conflicts with the interests of the Company and shall not be counted in the quorum at a meeting in relation to any resolution upon which he is debarred from voting unless the Directors resolve otherwise. However, a Director may vote and be counted in quorum in respect of any proposal concerning any other company in which he is interested directly or indirectly, whether as an officer or shareholder or otherwise, provided that he is not the holder of 5 per cent or more of the issued shares of any class of such company or of the voting rights available to members of such company. A Director may also vote and be counted in the quorum in respect of any proposal concerning an offer of Shares in which he is interested as a participant in an underwriting or sub-underwriting arrangement and may also vote in respect of the giving of any security, guarantee or indemnity in respect of money lent by the Director to the Company or in respect of the giving of any security, guarantee or indemnity to a third party in respect of a debt obligation of the Company for which the Director has assumed responsibility in whole or in respect of the purchase of directors' and officers' liability insurance.
- (i) In accordance with the terms of the Constitution, the Directors may delegate any of their powers or authorities or the exercise of discretion to the Manager or to committees consisting of such Directors as the Board thinks fit.
- (j) The office of a Director shall be vacated in any of the following events namely:
 - (i) if he resigns his office by notice in writing signed by him and left at the registered office of the Company;
 - (ii) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (iii) if he becomes of unsound mind;
 - (iv) 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;
 - (v) 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;
 - (vi) if he is requested by a majority of the other Directors (not being less than two in number) to vacate office; or
 - (vii) if he is removed from office by ordinary resolution of the Company.

9. Directors' Interests

- (a) None of the Directors has or has had any direct interest in the promotion of the Company or in any transaction effected by the Company which is unusual in its nature or conditions or is significant to the business of the Company up to the date of this Prospectus or in any contracts or arrangements of the Company subsisting at the date hereof.
- (b) No present Director or any connected person has any interests beneficial or non-beneficial in the share capital of the Company.

- (c) None of the Directors has a service contract with the Company nor are any such service contracts proposed.

10. Winding Up

- (a) The Company may be wound up if:
 - (i) At any time after the first anniversary of the incorporation of the Company, the Net Asset Value of the Company falls below US\$5 million (or its foreign currency equivalent) on each Dealing Day for a period of six consecutive weeks and the Shareholders resolve by ordinary resolution to wind up the Company;
 - (ii) Within a period of three months from the date on which (a) the Depositary notifies the Company of its desire to retire in accordance with the terms of the Depositary Agreement and has not withdrawn notice of its intention to so retire, (b) the appointment of the Depositary is terminated by the Company in accordance with the terms of the Depositary Agreement, or (c) the Depositary ceases to be approved by the Central Bank to act as a depositary; no new Depositary has been appointed, the Directors shall instruct the Company Secretary to forthwith convene an extraordinary general meeting of the Company at which there shall be proposed an Ordinary Resolution to wind up the Company. Notwithstanding anything set out above, the Depositary's appointment shall only terminate on revocation of the Company's authorisation by the Central Bank or on the appointment of a successor depositary;
 - (iii) The Shareholders resolve by ordinary resolution that the Company by reason of its liabilities cannot continue its business and that it be wound up;
 - (iv) The Shareholders resolve by special resolution to wind up the Company.
- (b) In the event of a winding up, the Company/liquidator shall apply the assets of each Fund in such manner and order as he thinks fit in satisfaction of creditors' claims.
- (c) The Company/liquidator shall apply the assets of each Fund in satisfaction of liabilities incurred on behalf of or attributable to such Fund and shall not apply the assets of any Fund in satisfaction of any liability incurred on behalf of or attributable to any other Fund.
- (d) The assets available for distribution among the Shareholders shall be applied in the following priority:
 - (i) firstly, in the payment to the Shareholders of each Class or Fund of a sum in the Base Currency (or in any other currency selected and at such rate of exchange as determined by the Company/liquidator) as nearly as possible equal to the Net Asset Value of the Shares of the relevant Class or Fund held by such Shareholders respectively as at the date of commencement of winding up;
 - (ii) secondly, in the payment to the holders of non-participating shares preceded capital shares of One Euro each per share out of the assets of the Company not comprised within any Fund provided that if there are insufficient assets to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Funds;
 - (iii) thirdly, in the payment to the Shareholders of each Class or Fund of any balance then remaining in the relevant Fund, in proportion to the number of Shares held in the relevant Class or Fund; and

- (iv) fourthly, any balance then remaining and not attributable to any Fund or Class shall be apportioned between the Funds and Classes pro-rata to the Net Asset Value of each Fund or 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 Fund or Class held by them.
- (e) The Company/liquidator may divide among the Shareholders (pro rata to the value of their respective shareholdings in the Company) in specie the whole or any part of the assets of the Company and whether or not the assets shall consist of property of a single kind provided that the Company shall, if any Shareholder so requests, sell any asset or assets proposed to be so distributed and distribute to such Shareholder the cash proceeds of such sale less the costs of any such sale shall be borne by the relevant Shareholder. The Company/liquidator may, with like authority, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the Company/liquidator shall think fit and the liquidation of the Company may be closed and the Company dissolved, provided that no Shareholder shall be compelled to accept any asset in respect of which there is any liability. Further the Company/liquidator may with like authority transfer the whole or part of the assets of the Company to a company or collective investment scheme (the “Transferee Company”) on terms that Shareholders in the Company shall receive from the Transferee Company shares or units in the Transferee Company of equivalent value to their shareholdings in the Company.
- (f) Notwithstanding any other provision contained in the Constitution of the Company, should the Directors at any time and in their absolute discretion resolve that it would be in the best interests of the Shareholders to wind up the Company, the Company Secretary shall forthwith at the Directors’ request convene an extraordinary general meeting of the Company at which there shall be presented a proposal to appoint a liquidator to wind up the Company and if so appointed, the liquidator shall distribute the assets of the Company in accordance with the Constitution of the Company.

11. Indemnities and Insurance

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

12. General

- (a) The Company does not have, nor has it had since incorporation, any employees.
- (b) The Company does not intend to purchase or acquire nor agree to purchase or acquire any property.
- (c) The rights conferred on Shareholders by virtue of their shareholdings are governed by the Constitution, the general law of Ireland and the Act.
- (d) The Company is not engaged in any litigation or arbitration and no litigation or claim is known by the Directors to be pending or threatened against the Company.
- (e) The Company has no subsidiaries.

- (f) Dividends which remain unclaimed for six years from the date on which they become payable will be forfeited. On forfeiture such dividends will become part of the assets of the Fund to which they relate. No dividend or other amount payable to any Shareholder shall bear interest against the Company.
- (g) No person has any preferential right to subscribe for any authorised but unissued capital of the Company.

13. Complaints Handling

Shareholders may file any complaints about the Company or a Fund free of charge at the registered office of the Manager. Information regarding the Manager's complaints procedures is available to Shareholders free of charge upon request.

14. Remuneration Policy of the Manager

The Manager has established a remuneration policy which is designed to meet the requirements and principles of UCITS V and the ESMA Remuneration Guidelines (the "Remuneration Guidelines") and requires that the Investment Manager has an appropriate remuneration policy in place which is also in compliance with the Remuneration Guidelines.

The Manager's remuneration policy applies to staff whose professional activities might have a material impact on the Company's risk profile.

The payout process requirements in the Remuneration Guidelines have been disapplied in the Manager's remuneration policy. 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 considered to be appropriate to each of the 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. A copy can be requested free of charge from the Manager.

15. 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 Company and the Manager dated 17 December 2021, pursuant to which the latter was appointed as manager in relation to the Company. Under the terms of the Management Agreement, the Manager is appointed to carry out the management, distribution, and administration services in respect of the Company. 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 Management Agreement provides that the appointment of the Manager will continue in force unless and until terminated by either party on 90 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 any loss or damage caused to the Company unless resulting from its negligence, recklessness, wilful misconduct, wilful default or fraud.
- (b) *Investment Management and Distribution Agreement* between the Company, the Manager and Columbia Threadneedle (EM) Investments Limited dated 17 December 2021 and novated to the Investment Manager on 1 March 2023 under which the Investment Manager was appointed as distributor and investment manager of the Company's assets. The Investment Management

and Distribution Agreement may be terminated by any party on 90 days' written notice or forthwith by notice in writing in certain circumstances such as the winding-up, appointment of an examiner or receiver to another party or unremedied material breach after notice. The Investment Manager has the power to delegate its duties in accordance with the Central Bank's requirements. The Agreement provides that the Company shall indemnify the Investment Manager and its delegates, agents and employees against and hold it harmless from any actions, proceedings, damages, claims, costs, demands and expenses including legal and professional expenses brought against or suffered or incurred by the Investment Manager in the performance of its duties other than due to the negligence, fraud, bad faith or wilful default of the Investment Manager in the performance of its obligations.

- (c) *Amended and Restated Administration Agreement* between the Company, the Manager and the Administrator dated 17 December 2021 under which the Administrator was appointed as administrator to manage and administer the affairs of the Company subject to the terms and conditions of the Administration Agreement. The Administration Agreement may be terminated by any party on 90 days' written notice or forthwith by notice in writing in certain circumstances such as the insolvency of a party or unremedied material breach after notice. Subject to the requirements of the Central Bank, the Administrator has the power to delegate any administrative functions it deems necessary to perform its obligations under the Agreement. The Agreement provides that the Company shall out of the Company's assets indemnify the Administrator and its delegates, employees and agents against and hold it harmless from any actions, proceedings, claims, costs, demands and expenses including reasonable legal and professional expenses brought against or suffered or incurred by the Administrator in the performance of its duties other than due to the negligence, fraud, bad faith, recklessness or wilful default of the Administrator in the performance or non-performance of its obligations.
- (d) *Depositary Agreement* between the Company and the Depositary dated 7 October 2016 under which the Depositary was appointed as depositary of the Company's assets subject to the overall supervision of the Directors. The Depositary Agreement may be terminated by either party on 90 days' written notice or by the Company forthwith by notice in writing in certain circumstances such as the Depositary being unable to pay its debts as they fall due or goes into liquidation or receivership or an examiner shall be appointed pursuant to the Act or unremedied breach after notice or certain representations, covenants and warranties cease to be true or accurate provided that the Depositary shall continue to act as depositary until a successor depositary approved by the Central Bank is appointed by the Company or the Company's authorisation by the Central Bank is revoked. The Depositary has the power to delegate the whole or any part of its depositary functions but its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Agreement provides that the Company shall indemnify the Depositary against all actions, proceedings and claims (including claims of any person purporting to be the beneficial owner of any part of the assets) and against all costs, demands and expenses (including legal and professional expenses) arising therefrom which may be brought against, suffered or incurred by the Depositary by reason of the performance of the Depositary's duties under the terms of the Depositary Agreement save where any such actions, proceedings, claims, costs, demands or expenses arise as a result of the Depositary's negligence, fraud, bad faith, wilful default or recklessness in the performance of its duties, the Depositary's intentional failure to properly fulfil its obligations or the loss of financial instruments held in custody pursuant to the Depositary Agreement.

16. Documents Available for Inspection

The following documents are available for inspection free of charge during normal business hours on any Business Day at the registered office of the Company:

- (a) The Constitution of the Company;

- (b) The Act and the UCITS Regulations;
- (c) The Company's certificate of incorporation;
- (d) The Central Bank Rules; and
- (e) A list of the past and current directorships and partnerships held by each Director of the Company over the past five years with an indication as to whether they are still directors or partners.

Copies of the Constitution of the Company and the latest financial reports of the Company, as appropriate, may be obtained, free of charge, upon request at the registered office of the Company.

Appendix I

Investment Restrictions

1.0	Permitted Investments
1.1	Investments of a UCITS are confined to: Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.
1.2	Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
1.3	Money market instruments other than those dealt on a regulated market.
1.4	Units of UCITS.
1.5	Units of alternative investment funds.
1.6	Deposits with credit institutions.
1.7	Financial derivative instruments.
2.0	Investment Restrictions
2.1	A UCITS may invest no more than 10 per cent of net assets in transferable securities and money market instruments other than those referred to in paragraph 1.
2.2	<p>Recently issued transferable securities</p> <p>Subject to paragraph (2) a responsible person shall not invest any more than 10 per cent of the net assets of a Fund in securities of the type to which Regulation 68(1)(d) of the UCITS Regulations apply.</p> <p>Paragraph (1) does not apply to an investment by a responsible person in US securities known as “Rule 144A securities” provided that:</p> <ul style="list-style-type: none"> (a) the relevant securities are issued with an undertaking to register the securities with the SEC within one year of issue; and (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, at which they are valued by the Fund.
2.3	A UCITS may invest no more than 10 per cent 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 per cent is less than 40 per cent.
2.4	Subject to the prior approval of the Central Bank, the limit of 10 per cent (in 2.3) is raised to 25 per cent in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a UCITS invests more than 5 per cent of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80 per cent of the net asset value of the UCITS.

2.5	The limit of 10 per cent (in 2.3) is raised to 35 per cent 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 per cent referred to in 2.3.
2.7	Cash booked in accounts and held as ancillary liquidity shall not exceed 20% of the net assets of the UCITS
2.8	<p>The risk exposure of a UCITS to a counterparty to an OTC derivative may not exceed 5 per cent of net assets.</p> <p>This limit is raised to 10 per cent 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.</p>
2.9	<p>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 per cent of net assets:</p> <ul style="list-style-type: none"> - investments in transferable securities or money market instruments; - deposits, and/or - 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 per cent 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 per cent of net assets may be applied to investment in transferable securities and money market instruments within the same group.
2.12	<p>A UCITS may invest up to 100 per cent of net assets in different transferable securities and money market instruments issued or guaranteed by the European Union or by any Member State or issued or guaranteed by the government or local authorities of any such Member State, non-Member State or public international body of which one or more Member States are members, or issued or guaranteed by the government of the U.S. (including its agencies and instrumentalities), Switzerland, Norway, Canada, Japan, Australia and New Zealand,</p> <p>The individual issuers must be listed in the prospectus and may be drawn from the following list:</p> <p>OECD Governments (provided the relevant issues are investment grade), 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, Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of</p>

	<p>Singapore, Government of the People's Republic of China, Issues backed by the full faith and credit of the U.S. government.</p> <p>The UCITS must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30 per cent of net assets.</p>
3.0	Investment in Collective Investment Schemes ("CIS")
3.1	A UCITS may not invest more than 10 per cent of net assets in any one CIS.
3.2	Investment in non-UCITS may not, in aggregate, exceed 30 per cent of net assets.
3.3	The CIS are prohibited from investing more than 10 per cent of net assets in other open-ended CIS.
3.4	When a UCITS invests in the shares of other CIS that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the UCITS investment in the shares of such other CIS.
3.5	Where by virtue of investment in the units of another investment fund, a Responsible Person, an investment manager or an investment advisor receives a commission on behalf of the UCITS (including a rebated commission), the Responsible Person shall ensure that the relevant commission is paid into the property of the UCITS.
3.6	<p>Investment by a Fund in another Fund of the Company is subject to the following additional provisions:</p> <ul style="list-style-type: none"> - investment must not be made in a Fund which itself holds shares in other Funds within the Company; and - the investing Fund may not charge an annual management fee in respect of that portion of its assets invested in other Funds within the Company. This provision is also applicable to the annual fee charged by the investment manager where such fee is paid directly out of the assets of the Fund.
4.0	Index Tracking UCITS
4.1	A UCITS may invest up to 20 per cent of net assets in shares and/or debt securities issued by the same body where the investment policy of the UCITS is to replicate an index which satisfies the criteria set out in the Central Bank Rules and is recognised by the Central Bank
4.2	The limit in 4.1 may be raised to 35 per cent, and applied to a single issuer, where this is justified by exceptional market conditions.
5.0	General Provisions
5.1	An investment company, Irish collective asset-management vehicle ("ICAV") or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

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

6.0	Financial Derivative Instruments (“FDIs”)
6.1	The UCITS global exposure relating to FDI must not exceed its total net asset value.
6.2	Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations/Central Bank Rules. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank UCITS Regulations/Central Bank Rules.)
6.3	UCITS may invest in FDIs dealt in over-the-counter (OTC) provided that The counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
6.4	Investment in FDIs are subject to the conditions and limits laid down by the Central Bank
7.0	Restrictions on Borrowing and Lending
7.1	A Fund may borrow up to 10 per cent of its Net Asset Value provided such borrowing is on a temporary basis. A Fund may charge its assets as security for such borrowings.
7.2	A Fund may acquire foreign currency by means of a “back to back” loan agreement. Foreign currency obtained in this manner is not classified as borrowing for the purposes of the borrowing restrictions set out at (a) above, except to the extent that such foreign currency exceeds the value of a “back to back” deposit provided that the offsetting deposit equals or exceeds the value of the foreign currency loan outstanding.

The Company will, with respect to each Fund, adhere to any criteria necessary to obtain and/or maintain any credit rating in respect of any Shares or Class in the Company, subject to the UCITS Regulations.

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

Appendix II

Recognised Exchanges

The following is a list of regulated stock exchanges and markets on which a Fund's investments in securities and financial derivative instruments, other than permitted investment in unlisted securities, 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, investments in securities and financial 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 (except Malta); or
 - located in any Member State of the European Economic Area (with the exception of Liechtenstein); or
 - located in any of the following countries:
 - Australia
 - Canada
 - Japan
 - Hong Kong
 - New Zealand
 - Switzerland
 - The United Kingdom
 - United States of America
- (ii) any of the following stock exchanges or markets (as may be renamed from time to time):
- | | | |
|---|---|-----------------------------------|
| Argentina | - | Bolsa de Comercio de Buenos Aires |
| Argentina | - | Bolsa de Comercio de Cordoba |
| Argentina | - | Bolsas y Mercados Argentinos |
| Bahrain | - | Bahrain Stock Exchange |
| Bangladesh | - | Dhaka Stock Exchange |
| Bangladesh | - | Chittagong Stock Exchange |
| Bermuda | - | Bermuda Stock Exchange |
| Bosnia and Herzegovina, (Federation of) | - | Sarajevo Stock Exchange |
| Bosnia and Herzegovina, (Federation of) | - | Banja Luka Stock Exchange |
| Botswana | - | Botswana Stock Exchange |
| Brazil | - | B3 (formerly BM&F Bovespa S.A.) |
| Chile | - | Bolsa de Comercio de Santiago |
| Chile | - | Bolsa Electronica de Chile |
| China | - | Shanghai Stock Exchange |
| China | - | Shenzhen Stock Exchange |
| Colombia | - | Bolsa de Valores de Colombia |
| Costa Rica | - | Bolsa Nacional de Valores |
| Croatia | - | Zagreb Stock Exchange |

Egypt	-	The Egyptian Exchange
Georgia (Rep. of)	-	Georgian Stock Exchange
Ghana	-	Ghana Stock Exchange
India	-	BSE
India	-	National Stock Exchange of India
Indonesia	-	Indonesia Stock Exchange
Israel	-	Tel-Aviv Stock Exchange
Ivory Coast	-	Bourse Régionale des Valeurs Mobilières
Jordan	-	Amman Financial Market
Kazakhstan	-	Kazakhstan Stock Exchange
Kenya	-	Nairobi Stock Exchange
Korea (Rep. Of)	-	Korea Exchange
Kuwait	-	Kuwait Stock Exchange
Latvia	-	NASDAQ OMX Riga
Malaysia	-	Bursa Malaysia
Mauritius	-	Stock Exchange of Mauritius
Mexico	-	Bolsa Mexicana de Valores
Morocco	-	Casablanca Stock Exchange
Namibia	-	Namibian Stock Exchange
Nigeria	-	Nigerian Stock Exchange
Oman	-	Muscat Stock Exchange (Muscat Securities Markets)
Pakistan	-	The Pakistan Stock Exchange
Panama	-	Bolsa de Valores de Panama
Peru	-	Bolsa de Valores de Lima
Philippines	-	Philippine Stock Exchange
Qatar	-	The Qatar Exchange
Saudi Arabia	-	Saudi Stock Exchange (Tadawul)
Senegal	-	Bourse Régionale des Valeurs Mobilières (BRVM)
Serbia	-	Belgrade Stock Exchange
Singapore	-	Singapore Exchange
Slovak Republic	-	Bratislava Stock Exchange
South Africa	-	Johannesburg Stock Exchange
Sri Lanka	-	Colombo Stock Exchange
Taiwan	-	Taiwan Stock Exchange Corporation and Taipei Exchange
Tanzania	-	Dar es Salaam Stock Exchange
Thailand	-	Stock Exchange of Thailand
Tunisia	-	Bourse des Valeurs Mobilières de Tunis
Turkey	-	Borsa Istanbul
Ukraine	-	Ukrainian Exchange
United Arab Emirates	-	Abu Dhabi Securities Exchange
United Arab Emirates	-	Dubai Financial Market
United Arab Emirates	-	NASDAQ Dubai
Uruguay	-	Bolsa de Valores de Montevideo
Vietnam	-	Hanoi Stock Exchange
Vietnam	-	Ho Chi Minh Stock Exchange
Zambia	-	Lusaka Stock Exchange

(iii) any of the following markets:

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

- the market comprising “listed money market institutions”, as described in the FCA’s Interim Prudential Sourcebook for Investment Businesses 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 U.S. government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;
 - The over-the-counter market in the United States regulated by the National Association of Securities Dealers Inc. (also described as the over-the-counter market in the United States conducted by primary and secondary dealers regulated by the Securities and Exchanges Commission and by the National Association of Securities Dealers (and by banking institutions regulated by the U.S. 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);
 - NASDAQ in Europe;
 - the over-the-counter market in Canadian Government Bonds, regulated by Investment Industry Regulatory Organization of Canada (IIROC); and
 - 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 the United Kingdom
 - in Australia on the Australian Securities Exchange
 - in a Member State in the European Economic Area (with the exception of Liechtenstein);
- in Canada on the
- Montreal Exchange;
 - Toronto Stock Exchange;
- in the United States of America, on the
- Chicago Board of Trade;
 - Chicago Board Options Exchange;
 - Chicago Mercantile Exchange;
 - Eurex U.S.;
 - New York Futures Exchange;
 - ICE Futures U.S.; and

- New York Mercantile Exchange;
- in China, on the Shanghai Futures Exchange;
- in India, on the
 - BSE; and
 - National Stock Exchange of India;
- in Hong Kong, on the Hong Kong Futures Exchange;
- in Japan, on the
 - Osaka Securities Exchange;
 - Tokyo Financial Exchange (TFX); and
 - Tokyo Stock Exchange;
- in Singapore, on the Singapore Exchange;
- in Switzerland on the SIX Swiss Exchange.

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

Appendix III

Financial Derivative Instruments

The following information relates to the use of financial derivative instruments, the extent of which will be subject to the investment objective and policies of each Fund.

1. Investment in Financial Derivative Instruments

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

The financial derivative instruments which the Investment Manager may use on behalf of each Fund, and the expected effect of investment in such financial derivative instruments on the risk profile of a Fund are disclosed in the Prospectus. In addition the attention of investors is drawn to the section of the Prospectus headed "Efficient Portfolio Management" and the risks described under the headings "Derivatives and Techniques and Instruments Risk" and "Currency Risk" in the Risk Factors Section of the Prospectus.

2. Efficient Portfolio Management

The following techniques and instruments may be used in relation to each Fund for the purposes of reduction of risk or cost or the generation of additional capital or income for a Fund. A Fund's ability to use these techniques and instruments may be limited by market conditions, regulatory limits and tax considerations and these techniques and instruments may be used only in accordance with the investment objectives of the relevant Fund. The attention of investors is drawn to the section of the Prospectus headed "Efficient Portfolio Management" and the risks described under the headings "Currency Risk" and "Derivatives and Techniques and Instruments Risks" in the Risk Factors Section of the Prospectus.

Derivative Instruments

General/Interest Rate Risks

A Fund may use derivative instruments traded on organised exchanges and over-the-counter markets to attempt to hedge or reduce the overall risk of its investment and to manage interest rate risk.

Exchange Rate Risks

A Fund may employ techniques and instruments intended to provide protection against exchange rate risks, in the context of the management of its assets and liabilities. In this regard, a Fund may:

- (i) utilise OTC contracts;
- (ii) utilise currency options;
- (iii) hedge exposure to one currency by entering into forward currency transactions in a related currency because of the institutional and expected future correlation between the two currencies.

3. Investment in Financial Derivative Instruments

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

In general, financial derivative instruments in which a Fund may invest or use for investment purposes include but are not limited to swaps (including total return swaps, credit default swaps and interest rate swaps), options, forwards, futures, futures contracts on financial instruments and options on such contracts and warrants on any type of financial instrument (including investment certificates), security, basket of securities, currency, interest rate or index. Long and short positions may be employed in the underlying of such instruments which may involve netting of long and short positions on individual transactions. Without prejudice to the generality of the foregoing, a Fund may purchase and write call and put options on securities and baskets of securities (including straddles), securities indexes and currencies and enter into interest rate, currency, equity and bond index futures contracts and use options on such futures contracts (including straddles). A Fund may also enter into swap agreements including, but not limited to, swap agreements on interest rates, currency exchange rates, securities, baskets of securities and securities indices. A Fund may also enter into options on swap agreements with respect to currencies, interest rates, securities, baskets of securities and indices.

Total return swaps are agreements whereby the Fund agrees to pay a stream of payments based on an agreed interest rate in exchange for payments representing the total economic performance, over the life of the swap, of the asset or assets underlying the swap. Through the swap the Fund may take a long or short position in the underlying asset(s), which may constitute a single security or a basket of securities. Exposure through the swap closely replicates the economics of physical shorting (in the case of short positions) or physical ownership (in the case of long positions), but in the latter case without the voting or beneficial ownership rights of direct physical ownership. If a Fund invests in total return swaps or other financial derivative instruments with the same characteristics, the underlying asset or index may be comprised of equity or debt securities, money market instruments or other eligible investments which are consistent with the investment objective and policies of the Fund. The counterparties to such transactions are typically banks, investment firms, broker-dealers, collective investment schemes or other financial institutions or intermediaries. The risk of the counterparty defaulting on its obligations under the total return swap and its effect on investor returns are described under the heading "Derivatives and Techniques and Instruments Risk" in the Risk Factors Section of the Prospectus. It is not intended that the counterparties to total return swaps entered into by a Fund assume any discretion over the composition or management of the Fund's investment portfolio or over the underlying of the financial derivative instruments, or that the approval of the counterparty is required in relation to any portfolio transactions by the Fund.

Futures would be used to gain exposure to positions in a more efficient manner. For example a single stock future could be used to provide a Fund with exposure to a single security. Index futures could also be used to manage risk, for example an index future to hedge the risk of a security or group of securities held within the underlying index or with a high correlation with the underlying index.

Options would be held as long positions (buying calls and puts). Calls would be held to give exposure to underlying securities or indices. Puts would be held to hedge position exposure, for example index puts to hedge market risk in a single security or group of securities. Options on currencies may also be used in order to protect the Company from foreign exchange risks.

Warrants would be held to gain exposure to underlying securities for the purpose of efficient portfolio management.

Forward currency contracts would be used to hedge against currency risk that has resulted from positions held in a Fund that are not in the base currency of the Fund. The Fund, may, for example, use

forward currency contracts by selling forward a foreign currency against base currency of the Fund to protect the Fund from foreign exchange risk that has risen from holding assets in that currency.

Certain Funds may enter into one or more swap agreements. Swap agreements are two-party contracts entered into primarily by institutional investors for periods ranging from a day to many years. In a standard swap transaction, two parties agree to exchange the returns earned on specific assets, such as the return on, or increase in value of, a particular dollar amount invested at a particular interest rate, in a particular foreign currency, or in a “basket” of securities representing a particular index

Total return swaps would be used to enable a Fund to gain exposure to securities or indices. A total return swap would be used if it provided exposure to a security or index position in a more cost efficient manner.

Exchange rate swaps may be used in order to protect a Fund against foreign exchange risks. Exchange rate swaps could be used by the Fund to protect assets held in foreign currencies from foreign exchange risk

Interest rate swaps may be used to obtain or preserve a desired return or spread at a lower cost than through a direct investment in an instrument that yields the desired return or spread. Swaps also may protect against changes in the price of securities that an investor anticipates buying or selling at a later date. In a standard interest rate swap transaction, two parties agree to exchange their respective commitments to pay fixed or floating rates on a predetermined notional amount. The swap agreement notional amount is the predetermined basis for calculating the obligations that the swap counterparties have agreed to exchange. Under most interest rate swap agreements, the obligations of the parties are exchanged on a net basis. The two payment streams are netted out, with each party receiving or paying, as the case may be, only the net amount of the two payments.

Interest rate swap agreements are usually entered into at a zero net market value of the swap agreement commitments. The market values of the underlying commitments will change over time resulting in one of the commitments being worth more than the other and the net market value creating a risk exposure for one counterparty to the other.

Interest rate swap agreements may include embedded interest rate caps, floor and collars. In interest rate cap transactions, in return for a premium, one party agrees to make payments to the other to the extent that interest rates exceed a specified rate, or cap. Interest rate floor transactions require one party, in exchange for a premium to agree to make payments to the other to the extent that interest rates fall below a specified level, or floor. In interest rate collar transactions, one party sells a cap and purchases a floor, or vice versa, in an attempt to protect itself against interest rate movements exceeding given minimum or maximum levels or collar amounts.

Certain Funds will enter into interest rate swap agreements only if the claims-paying ability of the other party or its guarantor is considered to be investment grade by the Investment Manager. Generally, the unsecured senior debt or the claims-paying ability of the other party or its guarantor must be rated in one of the three highest rating categories of at least one of Moody’s, Standard & Poors or Fitch rating agencies at the time of entering into the transaction. If there is a default by the other party to such a transaction, the Company will have to rely on its contractual remedies (which may be limited by bankruptcy, insolvency or similar laws) pursuant to the agreements related to the transaction. In certain circumstances, the Company may seek to minimise counterparty risk by requiring the counterparty to post collateral.

Because a Fund will have varying interest rate risk depending on its portfolio composition at any given time, a Fund may seek to hedge its interest rate risk to a target interest rate risk profile at a given time using interest rate swaps, government securities and bond futures and Eurodollar futures. Interest rate swaps and other hedging instruments may be used to obtain different interest rate profiles and duration targets at any given time.

In the event that a Fund wishes to invest in a derivative that is not mentioned above, the risk management process shall be updated to include references to such derivative and shall be pre-cleared by the Central Bank.

When Issued/Delayed Delivery Securities

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

Repurchase/Reverse Repurchase and Securities Lending Agreements

Subject to the conditions and limits set out in the Central Bank Rules, a Fund may use repurchase agreements, reverse repurchase agreements and/or securities lending agreements to generate additional income and capital for the relevant Fund. Repurchase agreements are transactions in which one party sells a security to the other party with a simultaneous agreement to repurchase the security at a fixed future date at a stipulated price reflecting a market rate of interest unrelated to the coupon rate of the securities. A reverse repurchase agreement is a transaction whereby a Fund purchases securities from a counterparty and simultaneously commits to resell the securities to the counterparty at an agreed upon date and price. A securities lending agreement is an agreement under which title to the “loaned” securities is transferred by a “lender” to a “borrower” with the borrower contracting to deliver “equivalent securities” to the lender at a later date.

Investment Techniques and Instruments

Permitted Financial Derivative Instruments (“FDI”)

1. A Fund may invest in FDI provided that:
 - 1.1 the relevant reference items or indices consist of one or more of the following: instruments referred to in Regulation 68(1)(a) – (f) and (h) of the UCITS Regulations including financial instruments having one or several characteristics of those assets, financial indices interest rates’ foreign exchange rates or currencies; and
 - 1.2 the FDI do not expose the Fund to risks which it could not otherwise assume (e.g. gain exposure to an instrument/issuer/currency to which the Fund cannot have a direct exposure);
 - 1.3 the FDI do not cause the Fund to diverge from its investment objectives;
 - 1.4 the reference in 1.1 above to financial indices shall be understood as a reference to indices which fulfil the following criteria and the provisions of the Central Bank Rules:
 - (a) they are sufficiently diversified, in that the following criteria are fulfilled:

- (i) the index is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;
 - (ii) where the index is composed of assets referred to in Regulation 68(1) of the UCITS Regulations its composition is at least diversified in accordance with Regulation 71 of the UCITS Regulations;
 - (iii) where the index is composed of assets other than those referred to in Regulation 68(1) of the UCITS Regulations, it is diversified in a way which is equivalent to that provided for in Regulation 71 of the UCITS Regulations;
- (b) they represent an adequate benchmark for the market to which they refer, in that the following criteria are fulfilled;
 - (i) the index measures the performance of a representative group of underlyings in a relevant and appropriate way;
 - (ii) the index is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers following criteria which are publicly available;
 - (iii) the underlyings are sufficiently liquid, which allows users to replicate the index, if necessary;
- (c) they are published in an appropriate manner, in that the following criteria are fulfilled;
 - (i) their publication process relies on sound procedures to collect prices and to calculate and to subsequently publish the index value, including pricing procedures for components where a market price is not available;
 - (ii) material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

Where the composition of assets which are used as underlyings by FDI does not fulfil the criteria set out in (a), (b) or (c) above, those FDI shall, where they comply with the criteria set out in Regulation 68(1)(g) of the UCITS Regulations, be regarded as FDI on a combination of the assets referred to in Regulation 68(1)(g)(i) of the UCITS Regulations, excluding financial indices; and

- 1.5 where a Fund enters into a total return swap or invests in other financial derivative instruments with similar characteristics, the assets held by the Fund must comply with Regulations 70, 71, 72, 73 and 74 of the UCITS Regulations.

2. Credit Derivatives

Credit Derivatives are permitted where:

- (i) they allow the transfer of the credit risk of an asset as referred to in paragraph 1(i) above, independently from the other risks associated with that asset;
- (ii) they do not result in the delivery or in the transfer, including in the form of cash, of assets other than those referred to in Regulations 68(1) and (2) of the UCITS Regulations;
- (iii) they comply with the criteria for OTC derivatives set out in paragraph 4 below; and
- (iv) their risks are adequately captured by the risk management process of the Fund, and by its internal control mechanisms in the case of risks of asymmetry of information between the Fund and the counterparty to the credit derivative resulting from potential access of the counterparty to non-public information on firms the assets of which are used as underlyings by credit derivatives. The Fund must undertake the risk assessment with the highest care when the counterparty to the FDI is a related party of the Fund or the credit risk issuer.

3. FDI must be dealt in on a market which is regulated, operates regularly, is recognised and is open to the public in a Member State or a non-Member State. Restrictions in respect of individual stock exchanges and markets may be imposed by the Central Bank on a case by case basis.

4. Notwithstanding paragraph 3, a Fund may invest in FDI dealt in over-the-counter (“OTC derivatives”) provided that:

4.1 the counterparty is: (a) a credit institution listed in Regulation 7(a) – (c) of the Central Bank Regulations; (b) an investment firm authorised in accordance with the Markets in Financial Instruments Directive; (c) a group company of an entity issued with a bank holding company licence from the Federal Reserve of the United States of America where that group company is subject to bank holding company consolidated supervision by the Federal Reserve; or (d) such other categories of counterparties as are permitted by the Central Bank;

4.2 where a counterparty within sub-paragraphs (b) or (c) of paragraph (i): (a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Responsible Person in the credit assessment process; and (b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in subparagraph (a) of this paragraph (ii) this shall result in a new credit assessment being conducted of the counterparty by the Responsible Person without delay;

4.3 in the case of subsequent novation of the OTC derivative contract, the counterparty is one of: the entities set out in paragraph (i) or; a CCP authorised, or recognised by ESMA, under EMIR or, pending recognition by ESMA under Article 25 of EMIR, an entity classified as a derivatives clearing organisation by the Commodity Futures Trading Commission or a clearing agency by the SEC (both CCP);

4.4 risk exposure to the counterparty does not exceed the limits set out in Regulation 70(1)(c) of the UCITS Regulations. In this regard, the Fund shall calculate the counterparty exposure using the positive mark-to-market value of the OTC derivative contract with that counterparty. The Fund may net FDI positions with the same counterparty, provided that the Fund is able to legally enforce netting arrangements with the counterparty. Netting is only permissible with respect to OTC derivative instruments with the same counterparty and not in relation to any other exposures the

Fund may have to that counterparty. The Fund may take account of collateral received by the Fund in order to reduce the exposure to the counterparty, provided that the collateral meets with the requirements specified in paragraphs (3), (4), (5), (6), (7), (8), (9) and (10) of Regulation 24 of the Central Bank Regulations; and

4.5 the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

5. Risk exposure to an OTC derivative counterparty may be reduced where the counterparty will provide the Fund with collateral. The Fund may disregard the counterparty risk on the condition that the value of the collateral, valued at market price and taking into account appropriate discounts, exceeds the value of the amount exposed to risk at any given time.
6. Collateral received must at all times meet with the requirements set out in the Central Bank Rules.
7. Collateral passed to an OTC derivative counterparty by or on behalf of a Fund must be taken into account in calculating exposure of the Fund to counterparty risk as referred to in Regulation 70(1)(c) of the UCITS Regulations. Collateral passed may be taken into account on a net basis only if the Fund is able to legally enforce netting arrangements with this counterparty.
8. A Fund using the commitment approach must ensure that its global exposure does not exceed its total Net Asset Value. The Fund may not therefore be leveraged in excess of 100 per cent of its Net Asset Value. A Fund using the VaR approach must employ back testing and stress testing and comply with other regulatory requirements regarding the use of VaR.

Each Fund must calculate issuer concentration limits as referred to in Regulation 70 of the UCITS Regulations on the basis of the underlying exposure created through the use of FDI pursuant to the commitment approach.

9. The risk exposures to a counterparty arising from OTC FDI transactions and efficient portfolio management techniques must be combined when calculating the OTC counterparty limit as referred to in Regulation 70(1)(c) of the UCITS Regulations.
10. A Fund must calculate exposure arising from initial margin posted to, and variation margin receivable from, a broker relating to exchange-traded or OTC derivative, which is not protected by client money rules or other similar arrangements to protect the Fund against the insolvency of the broker, within the OTC derivative counterparty limit referred to in Regulation 70(1)(c) of the UCITS Regulations.
11. The calculation of issuer concentration limits as referred to in Regulation 70 of the UCITS Regulations must take account of any net exposure to a counterparty generated through a securities lending or repurchase agreement. Net exposure refers to the amount receivable by a UCITS less any collateral provided by the UCITS. Exposures created through the reinvestment of collateral must also be taken into account in the issuer concentration calculations.

12. When calculating exposures for the purposes of Regulation 70 of the UCITS Regulations, a Fund must establish whether its exposure is to an OTC counterparty, a broker or a clearing house.
13. Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments or collective investment schemes, when combined, where relevant, with positions resulting from direct investments, may not exceed the investment limits set out in Regulations 70 and 73 of the UCITS Regulations. When calculating issuer-concentration risk, the FDI (including embedded FDI) must be looked through in determining the resultant position exposure. This position exposure must be taken into account in the issuer concentration calculations. Issuer concentration must be calculated using the commitment approach when appropriate or the maximum potential loss as a result of default by the issuer if more conservative. It must also be calculated by all Funds, regardless of whether they use VaR for global exposure purposes. 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 Regulation 71(1) of the UCITS Regulations.
14. A transferable security or money market instrument embedding a FDI shall be understood as a reference to financial instruments which fulfil the criteria for transferable securities or money market instruments set out in the Central Bank Rules and which contain a component which fulfils the following criteria:
 - (a) by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or money market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, and therefore vary in a way similar to a stand-alone derivative;
 - (b) its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract;
 - (c) it has a significant impact on the risk profile and pricing of the transferable security or money market instrument.
15. A transferable security or a money market instrument shall not be regarded as embedding a FDI where it contains a component which is contractually transferable independently of the transferable security or the money market instrument. Such a component shall be deemed to be a separate financial instrument.

Cover requirements

16. A Fund must, at any given time, be capable of meeting all its payment and delivery obligations incurred by transactions involving FDI.
17. Monitoring of FDI transactions to ensure they are adequately covered must form part of the risk management process of the Fund.
18. A transaction in FDI which gives rise, or may give rise, to a future commitment on behalf of a Fund must be covered as follows:

- (a) in the case of FDI which automatically, or at the discretion of the Fund, are cash settled, a Fund must hold, at all times, liquid assets which are sufficient to cover the exposure; and
- (b) in the case of FDI which require physical delivery of the underlying asset, the asset must be held at all times by a Fund. Alternatively a Fund may cover the exposure with sufficient liquid assets where:
 - (i) the underlying assets consist of highly liquid fixed income securities; and/or
 - (ii) the Fund considers that the exposure can be adequately covered without the need to hold the underlying assets, the specific FDI are addressed in the risk management process, which is described below, and details are provided in the Prospectus.

Risk management process and reporting

19. A Fund must provide the Central Bank with details of its proposed risk management process vis a vis its FDI activity. The initial filing is required to include information in relation to:

- permitted types of FDI, including embedded derivatives in transferable securities and money market instruments;
- details of the underlying risks;
- relevant quantitative limits and how these will be monitored and enforced; and
- methods for estimating risks.

Material amendments to the initial filing must be notified to the Central Bank in advance. The Central Bank may object to the amendments notified to it and amendments and/or associated activities objected to by the Central Bank may not be made.

20. The Company must submit a report to the Central Bank on its FDI positions on an annual basis. The report, which must include information which reflects a true and fair view of the types of FDI used by the Funds, the underlying risks, the quantitative units and the methods used to estimate those risks, must be submitted with the annual report of the Company. The Company must, at the request of the Central Bank, provide this report at any time.

Techniques and Instruments, including Repurchase/Reverse Repurchase Agreements and Securities Lending, for the purposes of efficient portfolio management

21. A Fund may employ techniques and instruments relating to transferable securities and money market instruments subject to the UCITS Regulations and to conditions imposed by the Central Bank. The use of these techniques and instruments should be in line with the best interests of the Fund.
22. Techniques and instruments which relate to transferable securities or money market instruments and which are used for the purpose of efficient portfolio management shall be understood as a reference to techniques and instruments which fulfil the following criteria:
 - (a) they are economically appropriate in that they are realised in a cost-effective way;
 - (b) they are entered into for one or more of the following specific aims:
 - (i) reduction of risk;
 - (ii) reduction of cost;

- (iii) generation of additional capital or income for the Fund with a level of risk which is consistent with the risk profile of the Fund and the risk diversification rules set out in Regulation 71 of the UCITS Regulations;
 - (c) their risks are adequately captured by the risk management process of the Fund, and
 - (d) they cannot result in a change to the Fund's declared investment objective or add substantial supplementary risks in comparison to the general risk policy as described in its sales documents.
23. Financial derivative instruments used for efficient portfolio management, in accordance with paragraph 21, must also comply with the provisions of the Central Bank Rules.

Repurchase/Reverse Repurchase Agreements and Securities Lending

24. Repurchase/reverse repurchase agreements and securities lending ("efficient portfolio management techniques") may only be effected in accordance with normal market practice.
25. All assets received by a Fund in the context of efficient portfolio management techniques should be considered as collateral and should comply with the criteria set down in paragraph 26 below.
26. Collateral must, at all times, meet with the following criteria:
- (a) **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 UCITS Regulations.
 - (b) **Valuation:** Collateral that is 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.
 - (c) **Issuer credit quality:** Collateral received should be of high quality. The Fund shall ensure that:
 - (i) where the issuer was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Responsible Person in the credit assessment process; and
 - (ii) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in sub-paragraph (i) this shall result in a new credit assessment being conducted of the issuer by the Fund without delay;
 - (d) **Correlation:** Collateral received should be issued by an entity that is independent from the counterparty. There should be a reasonable ground for the Fund to expect that it would not display a high correlation with the performance of the counterparty.
 - (e) **Diversification (asset concentration):**
 - (i) Subject to sub-paragraph (ii) below, collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure

to a given issuer of 20 per cent of the Fund's Net Asset Value. When Funds are exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20 per cent limit of exposure to a single issuer. By way of derogation, the 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, a third country, or a public international body to which one or more Member States belong, in which case the Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30 per cent of the Fund's Net Asset Value.

- (ii) It is intended that a 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, a third country, or a public international body to which one or more Member States belong. The Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30 per cent of the Fund's Net Asset Value. If the Fund intends to be fully collateralised in securities issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong, the ICAV shall disclose this fact in the Prospectus. The Member States, local authorities, third countries, or public international bodies or issuing or guaranteeing securities which the Fund is able to accept as collateral for more than 20 per cent of its Net Asset Value shall be drawn from the following list:

OECD Governments (provided the relevant issues are investment grade), Government of the People's Republic of China, Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, IMF, Euratom, The Asian Development Bank, ECB, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, EU, 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 and Straight-A Funding LLC; and

- (f) **Immediately available:** Collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.
- 27. Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.
- 28. Collateral received on a title transfer basis should be held by the trustee. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated and unconnected to the provider of the collateral.
- 29. Non-cash collateral cannot be sold, pledged or re-invested.
- 30. Cash collateral may not be invested other than in the following:

- (a) deposits with a credit institution referred to in Regulation 7 of the Central Bank Regulations;
 - (b) high-quality government bonds;
 - (c) reverse repurchase agreements provided the transactions are with a credit institutions referred to Regulation 7 of the Central Bank Regulations and the Fund is able to recall at any time the full amount of cash on an accrued basis;
 - (d) short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).
31. Invested cash collateral should be diversified in accordance with the diversification requirement applicable to non-cash collateral. Invested cash collateral may not be placed on deposit with the counterparty or with any entity that is related or connected to the counterparty.
32. A Fund receiving collateral for at least 30 per cent of its assets should have an appropriate stress testing policy in place to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy should 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.
33. A Fund should have in place a clear haircut policy adapted for each class of assets received as collateral. When devising the haircut policy, a Fund should take into account the characteristics of the assets such as the credit standing or the price volatility, as well as the outcome of the stress tests performed in accordance with paragraph 32. This policy should be documented and should justify each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets.
34. Where a counterparty to a repurchase or a securities lending agreement which has been entered into by a Fund: (a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Responsible Person in the credit assessment process; and (b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in sub-paragraph (a) this shall result in a new credit assessment being conducted of the counterparty by the Fund without delay.
35. A Fund should ensure that it is able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered.
36. A Fund that enters into a reverse repurchase agreement should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value of the Fund.

37. A Fund that enters into a repurchase agreement should ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.
38. Repurchase/reverse repurchase agreements or securities lending do not constitute borrowing or lending for the purposes of Regulation 103 and Regulation 111 respectively of the UCITS Regulations.
39. A Fund should disclose in the prospectus the policy regarding direct and indirect operational costs/fees arising from efficient portfolio management techniques that may be deducted from the revenue delivered to the Fund. The Fund should disclose the identity of the entity(ies) to which the direct and indirect costs and fees are paid and indicate if these are related parties to the management company or the trustee.
40. All the revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs, should be returned to the Fund.

Appendix IV

Sub-Delegates to be appointed by State Street Bank and Trust

Market	Custodial Institution
Albania	Raiffeisen Bank sh.a.
Argentina	Citibank, N.A.
Australia	The Hongkong and Shanghai Banking Corporation Limited
Austria	Deutsche Bank AG (operating through its Frankfurt branch with support from its Vienna branch) UniCredit Bank Austria AG
Bahrain	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Bangladesh	Standard Chartered Bank
Belgium	BNP Paribas Securities Services, S.C.A., France (operating through its Paris branch with support from its Brussels branch)
Benin	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Bermuda	HSBC Bank Bermuda Limited
Federation of Bosnia and Herzegovina	UniCredit Bank d.d.
Botswana	Standard Chartered Bank Botswana Limited
Brazil	Citibank, N.A.
Bulgaria	Citibank Europe plc, Bulgaria Branch UniCredit Bulbank AD
Burkina Faso	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Canada	State Street Trust Company Canada
Chile	Banco de Chile
People's Republic of China	Providing custodial services for the China A-share market, China B-share market, and China InterbankBond Market: HSBC Bank (China) Company Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited) Providing custodial services for the China A-share market and China Interbank Bond Market: China Construction Bank Corporation
China Connect	Citibank N.A. The Hongkong and Shanghai Banking Corporation Limited Standard Chartered Bank (Hong Kong) Limited
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria
Costa Rica	Banco BCT S.A.
Croatia	Privredna Banka Zagreb d.d. Zagrebacka Banka d.d.
Cyprus	BNP Paribas Securities Services, S.C.A., Greece (operating through its Athens branch)

Czech Republic	Československá obchodní banka, a.s. UniCredit Bank Czech Republic and Slovakia, a.s.
Denmark	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Copenhagen branch)
Egypt	Citibank, N.A.
Estonia	AS SEB Pank
Eswatini	Standard Bank Eswatini Limited
Finland	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Helsinki branch)
France	BNP Paribas Securities Services, S.C.A.
Republic of Georgia	JSC Bank of Georgia
Germany	State Street Bank International GmbH Deutsche Bank AG
Ghana	Standard Chartered Bank Ghana PLC
Greece	BNP Paribas Securities Services, S.C.A.
Guinea-Bissau	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Hong Kong	The Hongkong and Shanghai Banking Corporation Limited
Hungary	Citibank Europe plc Magyarországi Fióktelepe UniCredit Bank Hungary Zrt.
Iceland	Landsbankinn hf.
India	Deutsche Bank AG Citibank, N.A.
Indonesia	Deutsche Bank AG
Ireland	State Street Bank and Trust Company, United Kingdom branch
Israel	Bank Hapoalim B.M.
Italy	Intesa Sanpaolo S.p.A.
Ivory Coast	Standard Chartered Bank Côte d'Ivoire S.A.
Japan	Mizuho Bank, Ltd. The Hongkong and Shanghai Banking Corporation Limited
Jordan	Standard Chartered Bank
Kazakhstan	JSC Citibank Kazakhstan
Kenya	Standard Chartered Bank Kenya Limited
Republic of Korea	Deutsche Bank AG The Hongkong and Shanghai Banking Corporation Limited
Kuwait	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Latvia	AS SEB banka
Lithuania	AB SEB bankas
Malawi	Standard Bank PLC
Malaysia	Deutsche Bank (Malaysia) Berhad Standard Chartered Bank Malaysia Berhad
Mali	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Mauritius	The Hongkong and Shanghai Banking Corporation Limited

Mexico	Banco Nacional de México S.A.
Morocco	Citibank Maghreb S.A.
Namibia	Standard Bank Namibia Limited
Netherlands	BNP Paribas Securities Services, S.C.A., France (operating through its Paris branch with support from its Amsterdam branch)
New Zealand	The Hongkong and Shanghai Banking Corporation Limited
Niger	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Nigeria	Stanbic IBTC Bank Plc.
Norway	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Oslo branch)
Oman	HSBC Bank Oman S.A.O.G. (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Pakistan	Deutsche Bank AG
Panama	Citibank, N.A.
Peru	Citibank del Perú, S.A.
Philippines	Deutsche Bank AG
Poland	Bank Handlowy w Warszawie S.A.
Portugal	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Lisbon branch)
Qatar	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Romania	Citibank Europe plc, Dublin – Romania Branch
Russia	AO Citibank
Saudi Arabia	HSBC Saudi Arabia Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited) Saudi British Bank (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Senegal	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Serbia	UniCredit Bank Serbia JSC
Singapore	Citibank N.A.
Slovak Republic	UniCredit Bank Czech Republic and Slovakia, a.s.
Slovenia	UniCredit Banka Slovenija d.d.
South Africa	FirstRand Bank Limited Standard Bank of South Africa Limited
Spain	Deutsche Bank S.A.E.
Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited
Republic of Srpska	UniCredit Bank d.d.
Sweden	Skandinaviska Enskilda Banken AB (publ)
Switzerland	Credit Suisse (Switzerland) Ltd. UBS Switzerland AG
Taiwan - R.O.C.	Standard Chartered Bank (Taiwan) Limited

Tanzania	Standard Chartered Bank (Tanzania) Limited
Thailand	Standard Chartered Bank (Thai) Public Company Limited
Togo	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Tunisia	Union Internationale de Banques
Turkey	Citibank A.Ş. Deutsche Bank A.Ş.
Uganda	Standard Chartered Bank Uganda Limited
Ukraine	JSC Citibank
United Arab Emirates – Dubai Financial Market	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
United Arab Emirates – Dubai International Financial Center	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
United Arab Emirates – Abu Dhabi	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
United Kingdom	State Street Bank and Trust Company, United Kingdom branch
United States	State Street Bank and Trust Company
Uruguay	Banco Itaú Uruguay S.A.
Vietnam	HSBC Bank (Vietnam) Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Zambia	Standard Chartered Bank Zambia Plc.
Zimbabwe	Stanbic Bank Zimbabwe Limited (as delegate of Standard Bank of South Africa Limited)

Appendix V

Available Share Classes

As at the date of this Prospectus, the Initial Offer Period for the following Shares has closed and these Shares are therefore available for subscription at the Net Asset Value per Share (plus any distributor fee/sales commission and/or subscription fee that may be payable and reflecting any dilution adjustment which may be made on any particular Dealing Day):

Polen Capital Emerging Markets Growth Fund

Class B EUR Accumulating Shares
Class B USD Income Shares
Class B USD Accumulating Shares
Class E USD Accumulating Shares
Class R USD Accumulating Shares
Class W USD Accumulating Shares
Class W EUR Accumulating Shares

Polen Capital Emerging Markets Small Company Growth Fund

Class B USD Accumulating Shares
Class F USD Accumulating Shares

Polen Capital Asia ex-Japan Growth Fund

Class B USD Accumulating Shares
Class F EUR Accumulating Shares
Class F USD Accumulating Shares
Class W USD Accumulating Shares

Appendix VI

Part A - Sustainability disclosures

(1) Introduction

The Company is subject to Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial sector (the “Sustainable Finance Disclosure Regulation” or “SFDR”).

Pursuant to the requirements of SFDR, the Manager is obliged to disclose the manner in which sustainability risks are integrated into the investment process and the result of the assessment of the likely impacts of sustainability risks on the returns of each Fund. Sustainability risk is defined in SFDR as an environmental, social or governance (“ESG”) event or condition that, if it occurs, could cause an actual or potential material negative impact on the value of an investment.

(2) Integration of sustainability risks

a) Manager disclosure

The Manager is required, under Article 6 of SFDR, to describe the manner in which sustainability risks are integrated into its decision making process.

The Manager delegates investment management of the Funds to the Investment Manager (which in turn has appointed Polen Capital UK LLP as sub-investment manager in respect of Polen Capital Emerging Markets Growth Fund, Polen Capital Emerging Markets Small Company Growth Fund and Polen Capital Asia ex-Japan Growth Fund). The Manager relies on the sustainability risk policy of the Investment Manager (and the Sub-Investment Manager, as appropriate) in respect of each Fund.

As such, the Manager has adopted the Investment Manager’s (and the Sub-Investment Manager’s, as appropriate) policy on the integration of sustainability risks.

Information on the Investment Manager’s approach to sustainability risk is also available at www.polencapital.com.

b) Integration by the Sub-Investment Manager of sustainability risks and the likely impacts of sustainability risk on each Fund

The management of sustainability risk forms an important part of the due diligence process implemented by the Sub-Investment Manager.

When assessing the sustainability risk associated with underlying investments, the Sub-Investment Manager is assessing the risk that the value of such underlying investments could be materially negatively impacted by a business matter as classified by the Sub-Investment Manager as 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 Sub-Investment Manager in the following manner:

- i. Prior to acquiring investments on behalf of a Fund, the Sub-Investment Manager conducts fundamental analysis to assess several proprietary business matters that it classifies as environmental, social or governance matters to

inform its views on the adequacy of ESG programmes and practices of an issuer and the ability of an issuer to manage the sustainability risk it faces. The Sub-Investment Manager also reviews research and ESG ratings from a third-party provider as an additional risk management measure. The information gathered and views formed from the fundamental analysis conducted will be taken into account by the Sub-Investment Manager in deciding whether the investment meets its expectation for long-term sustainability, including financial sustainability. The Sub-Investment Manager reviews third-party ESG ratings but does not use these ratings to include or exclude a potential investment.

- ii. During the life of the investment, sustainability risk is monitored through ongoing fundamental analysis of the above-referenced business matters and a review of third-party ESG ratings to determine whether the level of sustainability risk has meaningfully changed since the initial assessment has been conducted. The third-party ESG ratings review is conducted semi-annually. The Sub-Investment Manager will evaluate how the investee company is responding to any increased risk perceived and will assess the potential impact of the increased risk on the investment's ability to perform in line with the Sub-Investment Manager's expectations.

The Sub-Investment Manager does not believe that the sustainability risk (being the risk that the value of a Fund could be materially negatively impacted by an ESG Event) faced by the Funds is significant.

c) Principal adverse impacts of sustainability factors on investment decisions

The Manager is required, under Article 4 of SFDR, to make certain disclosures on its website explaining whether it considers principal adverse impacts of investment decisions on sustainability factors ("PAI").

As the Manager delegates investment management of the Funds to the Investment Manager (which in turn has appointed Polen Capital UK LLP as sub-investment manager in respect of Polen Capital Emerging Markets Growth Fund, Polen Capital Emerging Markets Small Company Growth Fund and Polen Capital Asia ex-Japan Growth Fund), the Manager relies on the Investment Manager's and Sub-Investment Manager's approach to considering the PAI.

All investment decisions in respect of a Fund are made by the Investment Manager. In this regard, as part of the investment strategy of a Fund, the Investment Manager does consider the PAI of their investment decisions in respect of a Fund. PAI are described in the SFDR as those impacts of investment decisions that "result in negative effects on sustainability factors". Sustainability factors are defined in the SFDR as "environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters". The Investment Manager seeks to identify PAI as part of the investment process, both during the pre-investment assessments but also as part of its ongoing monitoring of investments. This involves the Investment Manager carrying out its own analysis of a Fund's portfolio against the relevant PAI indicators as well as engaging with third party data vendors who seek to accumulate data that is available for the investee companies. The Investment Manager uses a combination of methods to help mitigate PAI, including engagement with investee companies (including engaging with investee company management on proxy voting issues) and the implementation of an explicit exclusions list where appropriate, as outlined in Part B to this Appendix.

In considering PAI as part of its overall sustainability policy, the Investment Manager considers whether all mandatory PAI indicators outlined in Annex I of Commission Delegated Regulation 2022/1288 (as may be amended, updated or supplemented from time to time) are relevant to

the investment strategy. Those PAI indicators which are deemed not relevant to the investment strategy or where the Investment Manager does not have access to sufficient data for evaluating those PAIs will not be reported against in the annual financial statement of the Company or considered on an ongoing basis.

(3) Categorisation of the Funds

The Manager, in consultation with the Investment Manager, considers Polen Capital Asia ex-Japan Growth Fund to fall within the scope of Article 8 of SFDR as it promotes environmental or sustainable characteristics.

The remaining Funds are considered by the Manager, in consultation with the Investment Manager, not to fall within the scope of either Article 8 or Article 9 of SFDR.

Detailed disclosures for the Fund falling within the scope of Article 8 of SFDR are set out in the Part B to this Appendix.

(4) EU Taxonomy

Disclosures made pursuant to Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment and amending Regulation 2019/2088 (the “Taxonomy Regulation”), as may be amended from time to time are set out in Part C to this Appendix.

Part B - Disclosures required by SFDR

Product name: Polen Capital Asia ex-Japan Growth Fund (the "Fund")

Legal entity identifier: 213800RSSW9W1GQH9293

Environmental and/or social characteristics

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.

Does this financial product have a sustainable investment objective?



Yes

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:** _____

%



No



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**

What environmental and/or social characteristics are promoted by this financial product?

The environmental and/or social characteristics promoted by the Fund are climate change initiatives, initiatives to improve environmental footprints and positive agendas of stakeholders that may be involved in, or impacted by, an investee company.



Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

No specific index is designated as a reference benchmark for the purpose of attaining the environmental or social characteristics promoted by the Fund.

● ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicators used to measure the attainment of the promoted characteristics are the Fund's carbon footprint, exposure to companies active in the fossil fuel sector, exposure to controversial weapons, and violations of UN Global Compact principles ("UNGC") and Organisation for Economic Cooperation and Development ("OECD") Guidelines for Multinational Enterprises.

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?

N/A

● ***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?***

N/A

How have the indicators for adverse impacts on sustainability factors been taken into account?

N/A

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights?

N/A

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 _____



No

Yes the Fund considers principal adverse impacts (“PAI”) on sustainability factors.

PAI on sustainability factors are considered by the Sub-Investment Manager in respect of the Fund as the Sub-Investment Manager seeks to identify PAI as part of the investment process, both during the pre-investment assessments but also as part of its ongoing monitoring of investments. This involves the Sub-Investment Manager carrying out its own analysis of the Fund’s portfolio against the relevant PAI indicators and/or engaging with third party data vendors who seek to accumulate data that is available for the investee companies. The Sub-Investment Manager uses a combination of methods to help mitigate PAI including for example engagement with investee companies to understand how their approach to the PAI and their plans for the future in this area, voting, via voting proxy forms, as a stakeholder on behalf of the Company in the investee companies on issues that related to the PAI in a way that the Sub-Investment Manager believes assists with mitigating PAI indicators and the implementation of an explicit exclusions list as outlined below.

In considering PAI as part of the overall Sustainability Policy, the Sub-Investment Manager considers whether all mandatory PAI indicators outlined in Annex I of Commission Delegated Regulation 2022/1288 (as may be amended, updated or supplemented from time to time) are relevant to the investment strategy. Those PAI indicators which are deemed not relevant to the investment strategy or where the Sub-Investment Manager does not have access to sufficient data for evaluating those PAIs will not be reported against in the annual financial statement of the Company or considered on an ongoing basis.

Information on PAI of sustainability factors is outlined in the annual report of the Company.

What investment strategy does this financial product follow?

The Fund follows the following strategies in order to promote the environmental and/or social characteristics:

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

- Inclusion of certain investments in the portfolio that the Sub-Investment Manager believes promote the environmental and/or social characteristics; and
- Exclusion of certain investments from the portfolio.

Inclusion of certain investments in the portfolio that the Sub-Investment Manager believes promote the environmental and/or social characteristics.

In seeking to identify companies that promote the environmental and/or social characteristics outlined above, the Sub-Investment Manager commits to identifying and assessing several proprietary business matters as part of the select of companies; by way of example this includes analysis of greenhouse gas emission reduction initiatives, climate change-related risks and company preparedness, and how companies attract, retain and grow key stakeholder bases.

The Sub-Investment Manager uses a qualitative approach to assess prior to investment and monitoring over the life of an investment, the proprietary business matters to determine if the promotion of social and/or environmental characteristics are being met on a regular basis through using publicly available information identified and considered by the Sub-Investment Manager for such assessments and monitoring. This publicly available information may consist of for example financial statements are reports filed by a company, investor events and meetings hosted by a company, industry information, and any other such information, including information obtained from engagement with third party data vendors / consultants, that the Sub-Investment Manager has identified that it feels is material to such assessments and monitoring. In addition, as part of assessing and monitoring compliance with the proprietary business matters that are utilised by the Sub-Investment Manager in determining if the promotion of the social and/or environmental characteristics are being met, the Sub-Investment Manager engages with companies it has invested in on behalf of the Fund that provide access to it, to discuss and encourage progress on initiatives that it feels can meaningfully improve how the Sub-Investment Manager believes a company is managing within one or more of the proprietary business matters that are indicative to it of promoting the Fund's social and/or environmental characteristics. As part of this engagement process the Sub-Fund will also assess if the company continues to be in compliance with the social and/or environmental characteristics being promoted by the Fund.

The information gathered by the Sub-Investment Manager in the process outlined above in respect of the sustainability approach relates to the environmental and social characteristics (and proprietary

business matters) that the Sub-Investment Manager is assessing investee companies against. For example purposes only, in the context of a “social” characteristic in respect of a relevant investee company, as part of the Sub-Investment Manager’s qualitative assessment and monitoring, one of the areas that an investee company will be reviewed against is their ability to attract and retain talent. As part of this and on the basis of the example outlined above, the Sub-Investment Manager will examine how it believes the investee company is fairing in this area. In this regard, the Sub-Investment Manager may seek to gain information on the investee company’s (through the publicly available information and engagement) head count growth, attrition rates and general compensation levels. After the Sub-Investment Manager carries out their qualitative analysis, the Sub-Investment Manager will determine whether to invest in a company. The qualitative analysis approach taken by the Sub-Investment Manager is a binding strategy and implemented for each investee company over the life of the Fund.

Exclusion of certain investments from the portfolio

In seeking to promote the environmental and/or social characteristics outlined above, the Sub-Investment Manager excludes various companies from the Fund’s portfolio as part of the investment strategy of the Fund. The Sub-Investment Manager’s exclusionary process is based on the Sub-Investment Manager’s assessment and judgment of the proprietary business matters, and an investee company will be excluded based on the Sub-Investment Manager’s view that it is currently too difficult to determine that such investee company is and/or will be promoting what the Sub-Investment Manager considers relevant environmental and/or social characteristics through effectively balancing the interests of its customers, employees, suppliers and other business partners, shareholders, communities, and the environment. Examples of the investments that the Sub-Investment Manager does not currently invest directly in, based on the Sub-Investment Manager’s assessment and judgment outlined above, include, but are not limited to, the following:

Investments in companies whose revenues are made up of at least 25% of the following:

- adult entertainment production,
- small arms,
- tobacco production,
- thermal coal, and
- controversial weapons.

(each an “Excluded Investment” and together the “Excluded Investments”)

In addition, the Sub-Investment Manager will exclude investment in companies that it believes do not follow good governance practices through the Sub-Investment Manager’s analysis of several proprietary governance-related matters it considers within the investment process, as further outlined below.

The Sub-Investment Manager may vary or amend the Excluded Investments from time-to-time, as part of the ongoing monitoring and assessment by the Sub-Investment Manager of the proprietary business matters, should their assessment lead to different conclusions in line with the promotion of environmental and/or social characteristics. This is not a change to the sustainability policy or investment process of the Fund, but rather, as a result of the Sub-Investment Manager's ongoing monitoring and assessment of proprietary business matters, this may result in companies being included in the Fund's portfolio that were once excluded on the basis that they were previously categorised as an Excluded Investment and are no longer considered by the Sub-Investment Manager as an Excluded Investment. In the same context, this may also result in companies being excluded from the Fund's portfolio and being categorised as Excluded Investments where previously they may have been considered for investment purposes by the Sub-Investment Manager.

The application of Excluded Investments is a binding strategy and implemented in respect of the investment universe at the beginning of the investment process and applies over the life of the Fund.

Good Governance

As part of the sustainability policy, the Sub-Investment Manager commits to only investing in companies that it believes follow good governance practices such as sound management structures, employee relations, remuneration of staff and tax compliance and excluding companies from the Fund's portfolio that it believes do not follow good governance practices.

In order to invest in companies that follow good governance practices and exclude companies that do not follow good governance practices the Sub-Investment Manager identifies, assesses and monitors several proprietary business matters that it believes are important to assessing whether a company has good governance in its view, including but not limited to what it considers sound management structures, management of employee relations, management of remuneration of staff, and tax compliance.

The Sub-Investment Manager monitors on a regular basis that a company that it has invested in maintains good governance practices through engagement with such companies that provide access to it to discuss and encourage progress on initiatives that it feels can meaningfully improve governance practices. In addition, the Sub-Investment Manager may monitor a company's maintenance of good governance practices through using publicly available information identified and considered material by the Sub-Investment Manager. This publicly available information may consist of for example financial statements and reports filed by a company, investor events and meetings hosted by a company, industry information, and any other such information that the Sub-Investment Manager has identified that it feels is material to such monitoring.

What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?

The entire investment process described above contains the binding elements of the investment strategy used to select investments to attain each of the environmental or social characteristics promoted by the Fund.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

● ***What is the policy to assess good governance practices of the investee companies?***

The Sub-Investment Manager commits to only investing in companies that it believes follow good governance practices such as sound management structures, employee relations, remuneration of staff and tax compliance and excluding companies from the Fund's portfolio that it believes do not follow good governance practices.

In order to invest in companies that follow good governance practices and exclude companies that do not follow good governance practices the Sub-Investment Manager identifies, assesses and monitors several proprietary business matters that it believes are important to assessing whether a company has good governance in its view, including but not limited to what it considers sound management structures, management of employee relations, management of remuneration of staff, and tax compliance.

The Sub-Investment Manager monitors on a regular basis that a company that it has invested in maintains good governance practices through engagement with such companies that provide access to it to discuss and encourage progress on initiatives that it feels can meaningfully improve governance practices. In addition, the Sub-Investment Manager may monitor a company's maintenance of good governance practices through using publicly available information identified and considered material by the Sub-Investment Manager. This publicly available information may consist of for example financial statements and reports filed by a company, investor events and meetings hosted by a company, industry information, and any other such information that the Sub-Investment Manager has identified that it feels is material to such monitoring.

What is the asset allocation planned for this financial product?

The minimum proportion of the investments of the Fund used to meet the environmental or social characteristics promoted by the Fund in accordance with the binding elements of the investment strategy is 90%. These investments include equities and equity related securities. The remaining investments of the Fund consist of ancillary liquid assets, including cash and cash equivalents and Money Market Instruments where the Sub-Investment Manager deems an appropriate investment opportunity is not available and financial derivative instruments such as currency swaps and currency forwards for hedging currency exposure of certain share classes. These assets are neither aligned with the environmental or social characteristics, nor are they sustainable

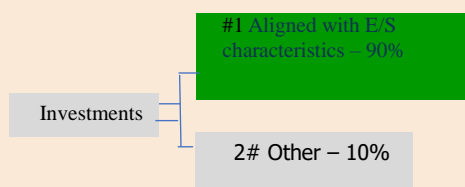


Asset allocation describes the share of investments in specific assets.

investments. There are no minimum environmental or social safeguards.

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



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

Currency exposure may arise from unhedged equity positions or a currency strategy and are limited to developed markets or major emerging markets. No ESG screens are applied to currencies. The Fund does not use derivatives to attain the environmental and/or social characteristics that the Fund promotes.



To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

At the date of this document, investments in environmentally sustainable economic activities within the meaning of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 (the “Taxonomy Regulation”) (i.e. taxonomy aligned investments) shall be 0%.

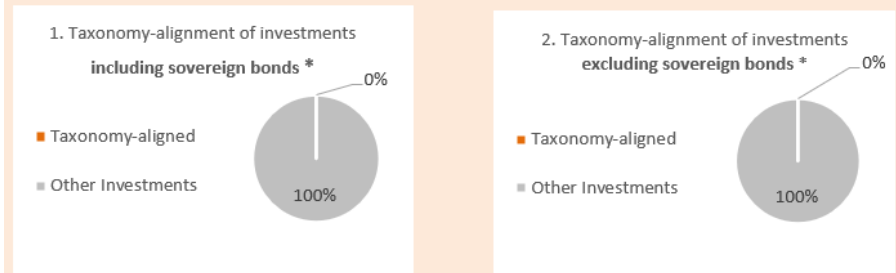
● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

- ☐ Yes _____
- ☐ In fossil gas ☐ In nuclear energy
- ☒ No

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

N/A



are sustainable investments with an environmental objective that **do not take into account** the criteria for environmentally sustainable economic activities under the EU Taxonomy.



What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

N/A



What is the minimum share of socially sustainable investments?

N/A



What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?

The investments included under #2 Other above consist of ancillary liquid assets, including cash and cash equivalents and Money Market Instruments where the Sub-Investment Manager deems an appropriate investment opportunity is not available and financial derivative instruments such as currency swaps and currency forwards for hedging currency exposure of certain share classes. These assets are neither aligned with the environmental or social characteristics, nor are they sustainable investments. There are no minimum environmental or social safeguards.



Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

No specific index is designated as a reference benchmark to determine whether the Fund is aligned with the environmental and/or social characteristics that it promotes.

● ***How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?***

N/A

● ***How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?***

N/A

● ***How does the designated index differ from a relevant broad market index?***

N/A

● ***Where can the methodology used for the calculation of the designated index be found***

N/A



Where can I find more product specific information online?

More product-specific information can be found on the website:

More product-specific information can be found on the website here:
www.polencapital.com.

Part C – EU Taxonomy Disclosures

(i) Disclosure applicable to Funds which are considered not to fall within the scope of Article 8 or Article 9 of SFDR.

The investments underlying Polen Capital Emerging Markets Growth Fund and Polen Capital Emerging Markets Small Company Growth Fund do not take into account the EU criteria for environmentally sustainable economic activities under the Taxonomy Regulation.

(ii) Disclosure applicable to Funds which are considered to fall within the scope of Article 8 of SFDR (i.e. Polen Capital Asia ex-Japan Growth Fund)

At the date of this Prospectus, investments in environmentally sustainable economic activities within the meaning of the Taxonomy Regulation (i.e. taxonomy aligned investments) shall be 0%.

It should be noted that the “do no significant harm” principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of the Fund do not take into account the EU criteria for environmentally sustainable economic activities.

Please refer to Part B above for more information about the promotion by Polen Capital Asia ex-Japan Growth Fund of the environmental and social characteristics.