# IF YOU ARE IN DOUBT ABOUT THE CONTENTS OF THIS SUPPLEMENT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISORS

The Directors of the Company, whose names appear in the Prospectus under the section "DIRECTORY", accept responsibility for the information contained in this document. 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 document is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### SUPPLEMENT

#### Trium Sustainable Innovators North American Equity Fund

(A Fund of Trium UCITS Platform plc, an open-ended investment company with variable capital constituted as an umbrella fund with segregated liability between its Funds)

The date of this Supplement is 30 November 2022

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This Supplement contains specific information in relation to the Trium Sustainable Innovators North American Equity Fund (the "Fund"), a sub-fund of Trium UCITS Platform plc (the "Company"). It forms part of and must be read in the context of and together with the Prospectus of the Company dated 30 June 2020.

The Fund may use Financial Derivative Instruments (FDI) for hedging purposes and/or efficient portfolio management purposes. Further information relating to the expected effect of the use of such instruments is set out in the Prospectus at the section entitled "Use of Financial Derivative Instruments".

As distributions may be made out of the capital of the Fund, there is a greater risk that capital will be eroded and 'income' will be achieved by foregoing the potential for future capital growth of your investment and the value of future returns may also be diminished. This cycle may continue until all capital is depleted. Please note that distributions out of the Fund's capital may have different tax implications to distributions of income and you are recommended to seek advice in this regard. Where dividends are paid out of the capital of the Fund, investors may not receive back the full amount invested. Distributions made during the life of the Fund must be understood as a type of capital reimbursement.

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

INTRODUCTION
This Supplement comprises information relating to the Shares of the Fund to be issued in accordance with the Prospectus and this Supplement.
The general details set out in the Prospectus apply to the Fund save where otherwise stated in this Supplement. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.
Investors should read the section "Risk Factors" before investing in the Fund. An investment in the Fund should not constitute substantial proportion of an investment portfolio and may not be appropriate for all investors.
DEFINITIONS
"Business Day" means any day, other than a Saturday or a Sunday, on which banks are generally open for business in Dublin, London and New York, and/or such other place or such other day(s) as the Directors may determine and notify to Shareholders in advance.
"Dealing Day" means (unless otherwise determined by the Directors and notified in advance to Shareholders and provided that there is one Dealing Day per fortnight) every Business Day, except where the determination of the Net Asset Value has been temporarily suspended in the circumstances set out in the Prospectus.
"Dealing Deadline" means 1:00 p.m. (Irish time) on the relevant Dealing Day or such other time, provided it is before the relevant Valuation Point as the Directors may, in exceptional circumstances, with the approval of the Depositary, determine and notify to Shareholders in advance.
"Investment Manager" means Trium Capital LLP.
"Valuation Point" means 10:00 p.m. (Irish time) on the relevant Dealing Day or such other time as the Directors may, with the approval of the Depositary determine, and notify to Shareholders in advance.

## **Investment Objective**

The investment objective of the Fund is to seek to achieve capital appreciation over the long term (as further described below under the heading "Investment Policy").

THE FUND

There can be no assurance that the Fund will achieve its investment objective or that it will not incur a loss. The investment objective has been established based on market conditions and available investment opportunities existing at the date of this Supplement.

#### **Investment Policy**

The Fund will invest primarily in the equities of high quality companies listed on the stock exchanges of the United States of America and Canada. The Fund will have a long term investment outlook as the Investment Manager will seek to invest in companies that it expects to perform well over a longer period (including, for example, companies with a strong balance sheet, transparent and reliable reporting, and a thoughtful approach to resource management). The Investment Manager will seek to hold equities for as long as, in the Investment Manager's opinion, the investment case based on the below characteristics for that equity remains positive and therefore turnover in the portfolio is expected to be comparatively low.

The Fund will have a concentrated portfolio, generally comprising the equities of between 20-30 companies. The Investment Manager will typically invest in companies with a market capitalisation of at least USD 3 billion (as at the time of investment).

The Fund may purchase securities denominated in any major convertible currency. The Fund may also hold ancillary liquid assets, such as short term deposits. Further, the Fund may use forward foreign exchange contracts and currency swaps for Class hedging purposes and/or efficient portfolio management purposes, as described in the section entitled "Use of FDI, Leverage and Risk Management" in this Supplement.

The Fund is actively managed without reference to any benchmark, meaning that the Investment Manager has full discretion over the composition of the Fund's portfolio, subject to the stated investment objectives and policies.

#### Investment Strategy

The Investment Manager will assess the companies in which it invests using a broad range of available data deemed relevant for assessing the risk-return profile of a specific investment. This includes, but is not limited to, the relevant company's public reporting, third party market and company research, and other publicly available information. The companies will feature one or more of the following characteristics:

- (a) consistent and growing revenues;
- (b) clear product differentiation and a sustainable competitive advantage;
- (c) operations in specific industries, with long term sustainable growth drivers (including, for example, demographics, water scarcity and green technology);
- (d) business model characteristics which provide good visibility for the construction of long term financial projections;
- (e) excellent track record driven by appropriate corporate governance and ability to constantly innovate;
- (f) a management focused upon the successful reinvestment of profits into value enhancing projects; and
- (g) steady cash flow generation and strong balance sheets.

While the Investment Manager's focus will be on companies listed in the United States of America and Canada on the relevant markets set out in Schedule 1 of the Prospectus, the Investment Manager is not expected to concentrate investments in any one industrial sector or limit the amount which may be invested in either country. The Investment Manager will aim to be fully invested at all times. However, in certain situations the Investment Manager may, on an exceptional basis, reduce the Fund's exposure to equities and raise cash levels up to 10% of its Net Asset Value. Such situations may include (i) where the Investment Manager considers that there are not sufficient suitable investment opportunities; (ii) to protect the value of the Fund and maintain liquidity at times in falling or volatile markets; (iii) to facilitate the Fund's ability to meet redemption requests; and (iv) where the Fund has received subscriptions that are awaiting investment.

The Investment Manager will also take into account environmental, social and governance (ESG) factors when analysing companies for investment (and set out further below and in Annex II hereto), such analysis of ESG factors being an integral part of the Investment Manager's research and valuation process. Such Screening and analysis will take into account the company's exposure to growth markets linked to the transition towards a sustainable economy, including but not limited to clean technology. When assessing the sustainability risk associated with underlying investments, the Investment Manager is assessing the risk that the value of such underlying investments could be materially negatively impacted by an environmental, social or governance event or condition (an "ESG Event"). This approach will significantly reduce the investment universe of the Fund as described below.

Using a three step process, sustainability risk is identified, monitored and managed by the Investment Manager in the following manner:

- (i) Quantitative Screening: The Investment Manager adopts a quantitative screening process in order to screen the relevant investments against sustainability risk and to identify whether the investment is vulnerable to such risk. This process incorporates applying both an exclusion policy (whereby the Investment Manager excludes sectors with high greenhouse gas emissions and companies which derive a significant portion of their revenues from activities that could create significant harm to ESG related factors). The Investment Manager will also assess certain criteria based on adverse sustainability indicators (as further outlined below).
- (ii) Corporate Analysis: The Investment Manager identifies and analyses what it considers to be material ESG risks (using criteria outlined below) and opportunities on all three ESG pillars (i.e. environmental, social and governance factors) in order to determine the top 50 potential investee companies. As part of this step, an assessment of how ESG risks and opportunities are managed by a company is conducted, focusing on whether the ESG programmes and practices of the company have the potential to materially impact a company's fundamentals.

Regarding environmental criteria, the Investment Manager focuses on the environmental footprint of a company (i.e. the direct impact of the company's operations on environmental factors) and the environmental handprint of a company (i.e. the company's indirect impact on environmental factors, through its clients' operations). Regarding social criteria, the Investment Manager performs analysis on key stakeholders to determine whether a company has a healthy and harmonious relationship with such key stakeholders. This includes focus on the client and end-user relationship, workforce management and relationships with public authorities, regulators, universities, and trade associations. Regarding governance criteria, the Investment Manager focuses on appropriate governance and control processes of a company so as to ensure a strong alignment of shareholder and management. It also focuses on the diversity of the relevant board in terms of skills and background, management track record and the quality of financial reporting.

From the aforementioned corporate analysis, the Investment Manager will determine an internal ESG rating for each potential investee company. The ESG rating is based on certain sustainability indicators, including environmental footprint, customer centricity, workforce management, other stakeholders, quality of the board, quality of the management and the quality of the company's accounts and reporting. In addition, the Investment Manager complements its internal ESG rating with data from third party ESG service providers (as set out in Annex II hereto).

(iii) **Portfolio Construction**: The Investment Manager will then focus on valuation of the company. In particular, the Investment Manager will estimate the company's cost of capital used in their discounted cash flow valuation by integrating the abovementioned internal ESG rating. This means that companies with a stronger ESG profile will benefit from a lower cost of capital and hence achieve a higher fair value.

As a result of the above-mentioned analysis, the Fund's investment universe is reduced by the 20% of the worst securities (i.e. securities which are deemed not to comply with the Fund's ESG strategy) (including the two following filters: exclusion committee and extra-financial rating). At least 90% of the portfolio's assets are analysed through the ESG approach.

During the life of the investment, sustainability risk is monitored through review of ESG data published by the issuer (where relevant) or selected Data Providers to determine whether the level of sustainability risk has changed since the initial assessment has been conducted. This review is conducted on at least an annual basis. Where the sustainability risk associated with a particular investment has increased beyond the ESG risk appetite for the relevant Fund, the Investment Manager will consider selling or reducing the Fund's exposure to the relevant investment, taking into account the best interests of the Shareholders of the Fund.

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

The requirements of Article 8 of the SFDR are applicable to the Fund. In implementing the investment strategy of the Fund, the Investment Manager selects investments which it believes contribute to the environmental objectives of climate change mitigation/climate change adaptation.

In assessing whether an investment is considered to be in environmentally sustainable economic activities, the Investment Manager must be satisfied that the relevant economic activity (i) contributes substantially to the environmental objective of climate change mitigation or climate change adaptation, (ii) does not significantly harm any of the environmental objectives outlined in the Taxonomy Regulation; (iii) is carried out in compliance with the minimum safeguards laid down in the Taxonomy Regulation and (iv) comply, as of the date of this Supplement, with the latest versions of technical screening criteria that have been published by the European Commission in respect of climate change mitigation and climate change adaptation (as applicable).

Due to lack of reliable, timely and verifiable data which is publicly reported by issuers or investee companies as well as the delay in the publication of finalised legislation setting down applicable technical screening criteria as at the date of this Supplement, both of which are required in order to assess the extent to which the Fund is invested in environmentally sustainable economic activities under the EU Taxonomy framework, the Investment Manager has been unable to assess with certainty whether or not the investments underlying the Fund are in environmentally sustainable economic activities. Because of this, the Investment Manager cannot currently provide an accurate commitment as to the proportion of investments of the Fund in environmentally sustainable economic activities. Accordingly, it is expected that the minimum proportion of investments of the Fund in environmentally sustainable economic activities aligned with the EU Taxonomy (including in transitional and enabling activities) shall be 2.3% of the net assets of the Fund.

This will be kept under active review and once sufficient reliable, timely and verifiable data from issuers or investee companies becomes available [and finalised legislation setting down applicable technical screening criteria is published], this Supplement shall be revised to provide an indication of the proportion of investments of the Fund which are in environmentally sustainable economic activities under the EU Taxonomy framework.

The "do no significant harm" principle applies only to those investments of the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining proportion of the Fund do not take into account the EU criteria for environmentally sustainable economic activities.

#### **Investment Restrictions**

The general investment restrictions set out under the heading "Investment Restrictions" in the Prospectus (and those contained in Annex II hereto) shall apply to the Fund.

The Fund will not invest its assets in units or shares of other UCITS or other collective investment schemes.

The Directors may from time to time, impose such further investment restrictions as shall be compatible with or in the interests of Shareholders in order to comply with the laws and regulation of the countries where Shareholders are located.

### Use of FDI, Leverage and Risk Management

Subject to the Regulations and to the conditions and limits stipulated by the Central Bank from time to time, the Fund may invest in certain FDI dealt on a Regulated Market listed in Schedule I of the Prospectus and/or traded over-the-counter for hedging purposes and/or efficient portfolio management purposes only. The Investment Manager may conduct currency hedging transactions in respect of the Fund's hedged Classes using currency forward contracts. The benefit and cost of such transactions shall accrue solely to the investors in that hedged Share Class and the Net

Asset Value per Share of that hedged Class shall be increased/reduced as the case may be by the benefit/cost of any such hedging transactions. A further detailed description of the relevant FDI and their commercial purpose is set out in the Prospectus under the heading "Use of Financial Derivative Instruments". The Fund may only utilise FDI which are referred to in this investment policy and in the Company's risk management process. Further information is set out in the Prospectus in the section entitled "Class Currency Hedging".

To the extent that the Fund uses FDI, it may be leveraged through its use of those FDI, however such leverage will not exceed 100 per cent of the Fund's Net Asset Value. The Fund will employ the commitment approach to measure global exposure and to ensure that the Fund's use of FDI is within the Central Bank's limits. The Fund will not use direct financial leverage to increase exposure in excess of the Fund's Net Asset Value.

The FDI in which the Fund may invest are described below:

Foreign Exchange Forwards for Share Class Hedging

The Investment Manager may conduct currency hedging transactions in respect of the Hedged Classes using forward foreign exchange contracts in respect of a Hedged Class that is not denominated in the Base Currency of the Fund. The benefit and cost of such transactions shall accrue solely to the investors in that Hedged Class and the Net Asset Value per Share of that Hedged Class shall be increased/reduced as the case may be by the benefit/cost of any such hedging transactions.

A forward contract locks-in the price at which an asset may be purchased or sold on a future date. In currency forward contracts, the contract holders are obligated to buy or sell the currency at a specified price, at a specified quantity and on a specified future date. A currency swap is similar to a currency forward, but has the additional aspect of a linked spot foreign exchange transaction.

The Company uses a risk management process that enables it to accurately measure, monitor and manage the various risks associated with the FDI used by it. The Company will provide to Shareholders on request supplementary information relating to the risk management methods employed by the Company, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of FDI used for hedging purposes.

Risks associated with the use of FDI are detailed in the Prospectus at the section entitled "Risk Factors".

#### **Base Currency**

The Base Currency of the Fund is USD. Certain of the Fund's assets may be denominated in currencies other than the Base Currency of the Fund. The Investment Manager does not currently intend to hedge the currency exposure of the assets of the Fund although it may in future.

#### Securities financing transactions

The Fund does not invest in securities financing transactions or total return swaps. As such the provisions of Regulation (EU) No 2015/2365 of the European Parliament and Council (known as the Securities Financing Transactions Regulation) do not apply to the Fund.

### Profile of a Typical Investor

The Fund is considered to be suitable for investors seeking capital growth over the long term investment and who understand and are prepared to accept that the value of the Fund may rise and fall more frequently and to a greater extent than other types of investment.

### **RISK FACTORS**

Investment in the Fund carries with it a degree of risk including, but not limited to, the risks described in the

"Investment Risks and Special Considerations" section of the Prospectus. The Investment Manager considers that the investment risks that are indicated below are relevant to an investment in the Fund. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisors before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

The general risk factors as set out in the Prospectus shall apply. In addition to the risk factors described in the Prospectus, prospective investors should consider the following risks (in addition to the risks outlined in Annex II hereto).

#### **Equities**

The value of equities will vary with the performance of the issuer and with movements in the equities markets, which may be caused by a number of factors including, but not limited to, the activities and financial condition of individual companies, geographic markets, industry market conditions, interest rates and the general economic environment. Such variation in value may be considerable. The Fund may suffer losses if it invests in the equities of issuers whose performance diverges from the Investment Manager's expectation or if equity markets generally move in a single direction.

#### Concentration of Investments

Subject to the requirements of the Regulations, the Fund may, at certain times, hold a small number of investments, which may lead to significant losses where it holds a large position in a particular investment that declines in value.

#### Currency Exposure

The Base Currency of the Fund is USD. Certain of the Fund's assets may be denominated in currencies other than the Base Currency of the Fund. The Investment Manager does not currently intend to hedge the currency exposure of the assets of the Fund although it may in future.

#### Share Class Hedging Risk

In order to mitigate against the risk of movements in the currency of a Share Class not denominated in the Base Currency (a Non-Base Currency Share Class) against the currency of the portfolio constituents (where they are different to that of the relevant Non-Base Currency Share Class), the Investment Manager may conduct currency hedging transactions in respect of the Hedged Share Classes. No assurance can be given that such hedging activities will be entirely effective in achieving the purpose for which they have been entered into. While currency hedging reduces risks and losses in adverse market circumstances, it can also reduce and may completely offset gains in market circumstances that would otherwise have been beneficial had the position not been hedged. Consequently, the performance of a Non-Base Currency Share Class may differ from that of the Fund as a result of the foreign exchange hedging transactions.

#### **DISTRIBUTIONS**

This section should be read in conjunction with the provisions set out in the Prospectus under the headings "Distribution Policy" and "Taxation".

The Directors have designated certain Classes as distributing share classes (the **Distributing Classes**, and each a **Distributing Class**), as outlined in Annex I below. Dividends in respect of each Distributing Class will be declared and distributed annually each January at the Directors' discretion. Dividends in respect of each such Distributing Class from time to time will be paid in accordance with the dividend policy adopted by the Directors (and may be paid out of the capital of the Fund where there is insufficient net income or revenue available, in order to enable the Class to distribute regular dividends), broad details of which are set out in the Prospectus. Full details of the Fund's dividend policy in respect of such distributing Shares are available from the Investment Manager on request. No dividends are currently payable in respect of any other Class of Shares of the Fund.

#### **FEES AND EXPENSES**

The Fund shall bear its attributable portion of the fees and operating expenses of the Company. The fees and operating expenses of the Company are set out in the section "Fees and Expenses" in the Prospectus.

#### Management Fee

Under the Management Agreement, the Manager is entitled to a fee in respect of its management, distribution and other shareholder relations services to the Fund (the "**Management Fee**"). The Management Fee for the Fund will be 0.05% per annum of the Net Asset Value of the Fund.

The Management Fee shall accrue and be calculated daily and shall be payable monthly in arrears.

Where the Manager's expenses are attributable to the Company as a whole, they will be borne on a pro rata basis by the Fund.

#### **Investment Management Fee**

The Investment Management Fee, which is payable to the Manager, varies according to the Class of Share and is calculated as a percentage of the daily Net Asset Value of the relevant Class. Details of the Investment Management Fee applicable to each Class are set out in the table below.

Class	Annual Investment
	Management Fee
Class F Shares	0.35 per cent.
Class A Shares	1.50 per cent.
Class I Shares	0.75 per cent.
Class S Shares	0.50 per cent.
Class M Shares	N/A

The Manager will pay, out of the Investment Management Fee, the fees of the Investment Manager. The Investment Manager is not paid directly by the Fund. In addition, the Manager shall be entitled to be reimbursed out of the assets of the Fund, its and the Investment Manager's reasonable and properly vouched out-of-pocket expenses.

#### Administrator's Fee

The Administrator shall be entitled to receive out of the assets of the Fund an annual fee which will not exceed the amount of the Net Asset Value of the Fund (plus VAT, if any), as stated in the table below accrued and calculated on each Valuation Point and payable monthly in arrears.

Administrator's Fee	Net Asset Value of the Fund	
0.06%	First USD 100 million	
0.05%	Next USD 100 million	
0.04%	On all amounts above USD 200 million +	

The Administrator shall also be entitled to reimbursement of all reasonable and vouched out-of-pocket expenses (plus any applicable taxes) it incurs out of the assets of the Fund.

#### **Depositary Fee**

The Depositary shall be entitled to receive out of the assets of the Fund an annual trustee fee which will not exceed the amount of the Net Asset Value of the Fund (plus VAT, if any), as stated in the table below accrued and calculated on each Valuation Point and payable monthly in arrears.

Depositary Fee	Net Asset Value of the Fund	
0.0225%	First USD 100 million	
0.0175%	Next USD 100 million	
0.0125%	On all amounts above USD 200 million +	

The Depositary shall also be entitled to be repaid out of the assets of the Fund for all of its reasonable disbursements incurred on behalf of the Fund, including the safe-keeping fees and expenses of any sub-depositary (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Depositary or any sub-depositary and any applicable taxes it incurs on behalf of the Fund. Such custody fees shall accrue and be payable monthly in arrears.

The Depositary shall also be entitled to reimbursement of all reasonable and vouched out-of-pocket expenses (plus any applicable taxes) it incurs out of the assets of the Fund.

#### **Establishment Costs**

The cost of establishing the Fund, obtaining authorisation from any authority, filing fees, the preparation and printing of this Supplement, marketing costs and the fees of all professionals relating to it will be borne by the Fund and amortised over the first three years of the Fund's operation (or such other period as may be determined by the Directors at their discretion) on such terms and in such manner as the Directors may at their discretion determine. Such costs are not expected to exceed EUR 22,000.

#### **Initial Sales Charge**

The Fund will not apply an initial sales charge.

#### **Redemption Charge**

The Fund will not apply a Redemption Charge.

#### Capped Fees and Expenses

The aggregate amount of fees and expenses incurred by the Fund per annum in relation to each Class, including management, administration, depositary and custody fees and expenses (but excluding the Investment Manager's fee) shall be capped at the applicable rate per annum of the Net Asset Value of the relevant Class of Shares as set out in the table below. Such fees and expenses are payable monthly in arrears and are calculated as at each Valuation Point. Any fees and expenses that exceed such capped rate shall be borne by the Investment Manager.

Class	Capped Expenses
Class F Shares	0.25 per cent.
Class A Shares	0.25 per cent.
Class I Shares	0.25 per cent.
Class S Shares	0.25 per cent.
Class M Shares	N/A

Further details of the Fees and Expenses to be borne by the Fund are set out in the Prospectus

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#### SUBSCRIPTIONS

#### **How to Purchase Shares**

Full details on how to purchase Shares are set out in the "Administration of the Company: Subscription Procedure" section of the Prospectus.

Details in relation to the Class Currency, investment management fee, Initial Offer Price, minimum initial investment, minimum holding and any relevant initial sales charge are set out in Annex I to this Supplement.

Initial Offer Period

The Initial Offer Period for those Classes that are marked with an asterisk (\*) in the table below will close at 5:00 p.m. (Dublin time) on 9 December 2022 unless extended or shortened by the Directors. For all other Shares in the Fund the initial offer period is closed and these Shares are available on each Dealing Day at Net Asset Value per Share

The Initial Offer Period for any Class of Shares in the Fund may be shortened or extended in accordance with the Central Bank's requirements. The Central Bank will be notified in advance of any shortening or extension if subscriptions for Shares have been received or otherwise on an annual basis.

Initial Offer Price

During the relevant Initial Offer Period, Shares may be subscribed for at an Initial Offer Price of 100 units of the currency of the relevant Class, except for any JPY denominated Shares which may be subscribed for at an Initial Offer Price of JPY 10,000 per Share.

Subscription monies should be paid to the account specified in the Application Form so as to be received in cleared funds by the deadline outlined for payment in the Prospectus.

Following the close of the Initial Offer Period

Following the close of the Initial Offer Period, all applications for Shares must be received by the Dealing Deadline in the manner set out in the "Administration of the Company: Subscriptions Following the Initial Offer Period" and "Subscription Procedure" sections of the Prospectus. Subscription monies should be paid to the account specified in the Application Form so as to be received in cleared funds by the deadline outlined for payment in the Prospectus.

#### **REDEMPTIONS**

Shares in the Fund may be redeemed on every Dealing Day at the Net Asset Value per Share of the relevant Class subject to the procedures, terms and conditions set out in the "Administration of the Company: How to Redeem Shares" sections of the Prospectus.

#### **TAXATION**

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**UK Reporting Funds** 

A number of Classes may be certified as UK reporting funds. Share Classes that have been certified as UK reporting funds will be listed in HM Revenue and Custom's published list of reporting funds which can be found at <a href="https://www.gov.uk/government/publications/offshore-funds-list-of-reporting-funds">https://www.gov.uk/government/publications/offshore-funds-list-of-reporting-funds</a>.

This section should be read in conjunction with the provisions set out in the Prospectus under the sub-section "Taxation in the UK" under heading "Taxation".

#### INFORMATION REQUIRED IN RESPECT OF GERMAN TAX REPORTING

The Fund intends to continuously invest more than 51 per cent. of its Net Asset Value into equity participations within the meaning of Section 2 para. 8 of the German Investment Tax Act (**Equity Participations**), applicable as of 1 January 2018. However, in acting in the best interest of the Shareholders, protecting their investments, the Investment Manager, in cases of market distortions, market frictions or other stress scenarios (requiring immediate action to be taken), is entitled to reduce the Equity Participation below the minimum threshold.

Equity Participations are:

- (a) listed shares on a stock exchange or regulated market;
- (b) shares in a corporation, which is not listed and is not a real estate company (as defined in Sect. 1 para. 19 N° 22 German Capital Investment Act) and is either:
  - a. domiciled and subject to corporate income tax without being exempted from it in a member state of the European Union or an a contracting state of the treaty of the European Economic Area or
  - b. domiciled and subject to corporate income tax of at least 15 per cent. in a third country;
- (c) units in funds investing in Equity Participations in an amount of 51 per cent. or more.

When determining the respective participation under the provisions above, a higher Equity Participation as referred to in sub-section (c) above may be taken into account but only to the extent that the relevant fund's investment guidelines provide for or the fund publishes on each valuation day a higher percentage of Equity Participations.

# INFORMATION REQUIRED, TO THE EXTENT APPLICABLE, FOR DISTRIBUTION OF FOREIGN COLLECTIVE INVESTMENT SCHEMES TO QUALIFIED INVESTORS IN SWITZERLAND:

THE REPRESENTATIVE IN SWITZERLAND IS ARM SWISS REPRESENTATIVES SA, ROUTE DE CITÉ-OUEST 2, 1196 GLAND, SWITZERLAND. THE PAYING AGENT IN SWITZERLAND IS BANQUE CANTONALE DE GENÈVE, 17, QUAI DE L'ILE, 1204 GENEVA, SWITZERLAND. THIS OFFERING MEMORANDUM, THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ALL OTHER DOCUMENTS USED FOR MARKETING PURPOSES, INCLUDING THE ANNUAL AND SEMI-ANNUAL REPORT, IF ANY, CAN BE OBTAINED FREE OF CHARGE FROM THE REPRESENTATIVE IN SWITZERLAND. THE PLACE OF PERFORMANCE AND JURISDICTION IS THE REGISTERED OFFICE OF THE REPRESENTATIVE IN SWITZERLAND WITH REGARDS TO THE SHARES DISTRIBUTED IN AND FROM SWITZERLAND. CQS (UK) LLP (AS THE DISTRIBUTOR IN SWITZERLAND) AND ITS AGENTS DO NOT PAY ANY RETROCESSIONS TO THIRD PARTIES IN RELATION TO THE DISTRIBUTION OF THE SHARES OF THE FUND IN OR FROM SWITZERLAND. CQS (UK) LLP (AS THE DISTRIBUTOR IN SWITZERLAND) AND ITS AGENTS DO NOT PAY ANY REBATES AIMING AT REDUCING FEES AND EXPENSES PAID BY THE FUND AND INCURRED BY THE INVESTORS.

### Annex I

### Classes Available in the Fund

## This Annex I should be read in conjunction with the FEES AND EXPENSES section above.

The following Classes of Shares are available for issue in the Fund.

Share Class			Eligibility Criteria
	Non-Distributing	Distributing Shares	
	Shares	(together, the "Distributing Classes")	
Founders' Class	Class F CHF	Class FD CHF Shares*	Founders' Class Shares are available
Shares	Shares	Class FD EUR Shares*	to those applicants qualified to invest in the Fund requesting a subscription of
	Class F EUR	Class FD GBP Shares*	EUR 1,000,000 (or the foreign currency
	Shares	Class FD NOK Shares*	equivalent) or more.
	Class F GBP Shares	Class FD JPY Shares*	Save to the extent set out in the
	Class F NOK	Class FD SEK Shares*	paragraph below, the Directors will
	Shares*	Class FD USD Shares*	close the Founders' Class to further subscription on the earlier of:
	Class F JPY		Subscription the earlier or.
	Shares*	Class FD CHF Shares	(a) the date on which the aggregate
	Class F SEK	Hedged*	value of initial subscriptions (i.e. excluding any subsequent
	Shares*	Class FD EUR Shares Hedged*	subscription from an existing holder
	Class F USD Shares	Class FD GBP Shares	of Shares in the Class) equals EUR
	Silales	Hedged*	150,000,000 (the " <b>FC Limit</b> ") (or such higher amount as the
	Class F CHF	Class FD NOK Shares	Directors may determine in their
	Shares Hedged	Hedged*	absolute discretion); and
	Class F EUR	Class FD JPY Shares	(b) the date falling two years from the
	Shares Hedged	Hedged*	date of this Supplement (the "FC
	Class F GBP	Class FD SEK Shares	<b>Deadline</b> ") (or such later date as the Directors may determine in their
	Shares Hedged	Hedged*	absolute discretion).
	Class F NOK		The Disasters will easily decree was not
	Shares Hedged* Class F JPY Shares		The Directors will scale-down <i>pro rata</i> any initial subscription(s) which would
	Hedged*		result in the FC Limit being exceeded
	Class F SEK		on any Dealing Day.
	Shares Hedged *		Where permitted by a pre-existing
			agreement between the Investment
			Manager and a Founders' Class
			Shareholder, the Directors may allow an additional subscription for Founders'
			Class Shares from that Founders' Class
			Shareholder despite such subscription
			resulting in the aggregate Net Asset Value of the Founders' Class Shares
			being in excess of the FC Limit and/or
			being on a date falling after the FC Deadline.
			Doddino.
Class A Shares	Class A CHF	Class AD CHF Shares*	Class A Shares are available to those
	Shares*	Class AD EUR Shares*	applicants qualified to invest in the Fund requesting a subscription of EUR 1,000
	Class A EUR	Class AD GBP Shares*	(or the foreign currency equivalent) or
	Shares		more.

Class A GBP Shares* Class A NOK Shares* Class A JPY Shares* Class A SEK Shares* Class A USD Shares* Class A CHF Shares Hedged* Class A EUR Shares Hedged Class A GBP Shares Hedged* Class A NOK Shares Hedged* Class A NOK Shares Hedged* Class A JPY Shares Hedged*	Class AD NOK Shares* Class AD JPY Shares* Class AD SEK Shares* Class AD USD Shares* Class AD CHF Shares Hedged* Class AD EUR Shares Hedged* Class AD GBP Shares Hedged* Class AD NOK Shares Hedged* Class AD JPY Shares Hedged* Class AD JPY Shares Hedged* Class AD SEK Shares Hedged*	

Share Class			Eligibility Criteria
	Non-Distributing	Distributing Shares	
	Shares	(together, the "Distributing Classes")	
Class I Shares	Class I CHF Shares* Class I EUR Shares Class I GBP Shares Class I NOK Shares* Class I JPY Shares* Class I SEK Shares* Class I USD Shares Class I USD Shares Hedged* Class I EUR Shares Hedged Class I GBP Shares Hedged Class I NOK Shares	, , ,	Class I Shares are available to those applicants qualified to invest in the Fund requesting a subscription of EUR 1,000 (or the foreign currency equivalent) or more.
	Hedged* Class I JPY Shares Hedged*	Hedged*	

	Class I SEK Shares Hedged*		
Class S Shares	Class S CHF Shares* Class S EUR Shares* Class S GBP Shares* Class S NOK Shares* Class S JPY Shares* Class S SEK Shares* Class S USD Shares* Class S USD Shares Hedged* Class S EUR Shares Hedged* Class S GBP Shares Hedged* Class S NOK Shares Hedged* Class S S SEK Shares Hedged* Class S S SER Shares Hedged* Class S S SER Shares Hedged* Class S JPY Shares Hedged* Class S JPY Shares Hedged* Class S SEK Shares Hedged*	Class SD CHF Shares* Class SD EUR Shares* Class SD GBP Shares* Class SD NOK Shares* Class SD JPY Shares* Class SD SEK Shares* Class SD USD Shares* Class SD CHF Shares Hedged* Class SD EUR Shares Hedged* Class SD GBP Shares Hedged* Class SD NOK Shares Hedged* Class SD JPY Shares Hedged* Class SD JPY Shares Hedged* Class SD SEK Shares Hedged* Class SD SEK Shares Hedged*	Class S Shares are available to those applicants qualified to invest in the Fund requesting a subscription of EUR 30,000,000 (or the foreign currency equivalent) or more.
Class M Shares	Class M CHF Shares* Class M EUR Shares* Class M GBP Shares* Class M NOK Shares* Class M JPY Shares* Class M SEK Shares* Class M USD Shares* Class M USD Share Hedged	Class MD CHF Shares* Class MD EUR Shares* Class MD GBP Shares* Class MD NOK Shares* Class MD JPY Shares* Class MD SEK Shares* Class MD USD Shares*	Class M Shares are available to (or for the beneficial entitlement of) the members, directors or officers, employees and consultants of the Investment Manager and their connected persons.

Class M EUR Share	
Hedged*	
Class M GBP Share	
Hedged	
-	

### Minimum Investments and Shareholding

Share Classes	Minimum Initial Investment Amount (or its currency equivalent)	Minimum Shareholding (or its currency equivalent)
Class F Shares	EUR 1,000,000	EUR 1,000,000
Class A Shares	EUR 1,000	EUR 1,000
Class I Shares	EUR 1,000	EUR 1,000
Class S Shares	EUR 30,000,000	EUR 30,000,000
Class M Shares	EUR 0	EUR 0

The Directors, in their absolute discretion, may for each relevant Class of Share waive such Minimum Initial Investment Amount and/or Minimum Shareholding.

#### Annex II

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.

Product name: Trium Sustainable Innovators North American Equity Fund

Legal entity identifier: 213800VJ5TWZ7NFNYZ54

# Environmental and/or social characteristics





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

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

The Fund invests in a selection of securities which comply with environmental, social and governance responsibility criteria including low carbon intensity, social diversity, and respect of responsible business conduct (as further outlined in the Supplement and this Annex).

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

In line with the SFDR, in assessing the contribution the Fund's investments make, the potential for adverse impacts and confirming they cause no significant harm to the environmental and social characteristics outlined above, the Investment Manager takes into account a number of indicators. An illustrative list of such indicators follows:

- Greenhouse gas (GHG) Emission related and carbon footprint indicators (Scope 1, Scope
   2, and scope 3 GHG Emissions & GHG intensity of investments)
- Emissions of pollutants

- Environmentally sensitive generation/use/reuse of energy, water and waste
- Social & Employee, Respect for Human Rights, Anti-Corruption / Bribery matters (such as gender equality, protection of human rights etc. and anti-corruption/bribery)
- What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?

The environmental and/or social characteristics promoted by the Fund comprise of environmental sustainability and improvements in a socially responsible manner congruent with good corporate governance.

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?

In identifying investments which allow the Fund to promote these environmental or social characteristics not cause significant harm to any environmental or social sustainable investment objective, the Investment Manager adopts the following strategies:

Exclusion of sectors and companies, quantitative and absolute

- which have a high GHG emission intensity (such as fossil fuels, energy, forestry/paper products, construction and real estate, mining/extraction, transportation, telecommunications, and utilities);
- 2. whose scope 1 + scope 2 emissions exceeds 50 tons per USD million of sales;
- 3. whose board of directors is not at least 20% female;
- 4. which are involved (>0% of turnover) in the production and/or distribution of (i) banned weapons, according to the Convention on the Prohibition of the Use, Stockpiling, Production and Transfer of Anti-Personnel Mines and on their Destruction ("Ottawa Treaty"), the Convention on the Prohibition of Cluster Munitions ("Oslo Convention") and/or (ii) B and C-Weapons pursuant to the UN Biological Weapons Convention and UN Chemical Weapons Convention;
- 5. which derive a significant portion (>5%) of their revenues from activities susceptible to create significant harm (including legal weapons/armour manufacture, tobacco, or adult entertainment) or >15% in the case of revenues from alcohol products or activities in the fossil fuel sector, including coal; and
- 6. that have been found guilty of violations of the Ten Principles of the UN Global Compact or the OECD Guidelines for Multinational Enterprises.

The Fund may make investments which contravene exclusions 1, 2 and 3 above up to a maximum of 10% of Net Asset Value of the Fund for each exclusion.

For the avoidance of doubt, the Investment Manager shall make no investments which contravene exclusions 4, 5 and 6 above.

#### ESG Risks and Opportunities

- ESG risks (weaknesses, threats, and externalities) faced by each investee company are assessed, along with their strategies for managing/mitigating same. Only investee companies in respect of which there is deemed to be a low likelihood of a material adverse impact of ESG on valuation are chosen.
- ESG opportunities (activities that fulfil a sustainable objective) are assessed in respect of each investee company. The Fund shall seek to have significant exposure to investments using clean technology and resource efficiency. Investment that fulfils sustainable objective ("Sustainable Investments") shall form at least 20% of the Funds Investment portfolio.

Social considerations and corporate governance

The Investment Manager performs an analysis of each investee company's relationships with key stakeholders (employees, customers, suppliers, regulators etc) to check if the investee company has sustainable, value driven and harmonious relationships with same.

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

As noted above the Investment Manager takes into account a number of indicators. An illustrative list of such indicators follows:

- Greenhouse gas (GHG) Emission related and carbon footprint indicators (Scope 1, Scope
   2, and scope 3 GHG Emissions & GHG intensity of investments)
- Emissions of pollutants,
- Environmentally sensitive generation/use/reuse of energy, water and waste
- Social & Employee, Respect for Human Rights, Anti-Corruption / Bribery matters (such as gender equality, protection of human rights etc. and anti-corruption/bribery)

The Investment Manager builds a proprietary ESG rating of investee company based on the results of the foregoing ESG analysis and complements this with ESG data from service providers, such as MSCI ESG, RepRisk, Bloomberg ESG, and ISS (the "ESG service providers"). The rating flows into the calculation of the cost of capital which is a constituent of the investee company's valuation.

The Investment Manager provides periodic reporting showing the exposure to adverse sustainability indicators on both a portfolio level (ESG factsheet, quarterly) and position level (semi-annually).

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

As noted above the Investment Manager completely excludes from the investment universe any companies that have been found guilty of violations of the Ten Principles of the UN Global Compact or the OECD Guidelines for Multinational Enterprises.



# Does this financial product consider principal adverse impacts on sustainability factors?

- X Yes, in line with the SFDR, in assessing the contribution the Fund's investments make, the potential for adverse impacts and confirming they cause no significant harm to the environmental and social characteristics outlined above, the Investment Manager takes into account a number of indicators. An illustrative list of such indicators follows:
  - Greenhouse gas (GHG) Emission related and carbon footprint indicators (Scope 1, Scope
     2, and scope 3 GHG Emissions & GHG intensity of investments)
  - Emissions of pollutants
  - Environmentally sensitive generation/use/reuse of energy, water and waste
  - Social & Employee, Respect for Human Rights, Anti-Corruption / Bribery matters (such as gender equality, protection of human rights etc. and anti-corruption/bribery).

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, anticorruption and antibribery matters.



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

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

#### What investment strategy does this financial product follow?

The Investment Manager will assess the companies in which it invests using a broad range of available data deemed relevant for assessing the risk-return profile of a specific investment. This includes, but is not limited to, the relevant company's public reporting, third party market and company research, and other publicly available information. The companies will exhibit/posses:

- consistent and growing revenues;
- clear product differentiation and a sustainable competitive advantage;
- operations in specific industries, with long term sustainable growth drivers (including, for example, demographics, water scarcity and green technology);
- business model characteristics which provide good visibility for the construction of long term financial projections;
- excellent track record driven by appropriate corporate governance and ability to constantly innovate:
- a management focused upon the successful reinvestment of profits into value enhancing projects; and
- steady cash flow generation and strong balance sheets

Please refer to above section of this Supplement titled "Investment strategy" above for more details

What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?

Sustainability risk is identified, monitored and managed by the Investment Manager in the following manner:

- (iv) Quantitative Screening: The Investment Manager adopts a quantitative screening process in order to screen the relevant investments against sustainability risk and to identify whether the investment is vulnerable to such risk. This process incorporates applying both an exclusion policy (whereby the Investment Manager excludes sectors with high greenhouse gas emissions and companies which derive a significant portion of their revenues from activities that could create significant harm to ESG related factors). The Investment Manager will also assess certain criteria based on adverse sustainability indicators (as further outlined above).
- (v) Corporate Analysis: The Investment Manager identifies and analyses what it considers to be material ESG risks (using criteria outlined above) and opportunities on all three ESG pillars (i.e. environmental, social and governance factors) in order to determine the top 50 potential investee companies. As part of this step, an assessment of how ESG risks and opportunities are managed by a company is conducted, focusing on whether the ESG programmes and practices of the company have the potential to materially impact a company's fundamentals.

Regarding environmental criteria, the Investment Manager focuses on the environmental footprint of a company (i.e. the direct impact of the company's operations on environmental factors) and the environmental handprint of a company (i.e. the company's indirect impact on environmental factors, through its clients' operations). Regarding social criteria, the Investment Manager performs analysis on key stakeholders to determine whether a company has a healthy and harmonious relationship with such key stakeholders. This includes focus on the client and end-user

relationship, workforce management and relationships with public authorities, regulators, universities, and trade associations. Regarding governance criteria, the Investment Manager focuses on appropriate governance and control processes of a company so as to ensure a strong alignment of shareholder and management. It also focuses on the diversity of the relevant board in terms of skills and background, management track record and the quality of financial reporting.

From the aforementioned corporate analysis, the Investment Manager will determine an internal ESG rating for each potential investee company. The ESG rating is based on certain sustainability indicators, including environmental footprint, customer centricity, workforce management, other stakeholders, quality of the board, quality of the management and the quality of the company's accounts and reporting. In addition, the Investment Manager complements its internal ESG rating with data from third party ESG service providers (as set out in Annex II hereto).

(vi) Portfolio Construction: The Investment Manager then focus on valuation of the company. In particular, the Investment Manager will estimate the company's cost of capital used in their discounted cash flow valuation by integrating the abovementioned internal ESG rating. This means that companies with a stronger ESG profile will benefit from a lower cost of capital and hence achieve a higher fair value.

As a result of the above-mentioned analysis, the Fund's investment universe is reduced by the 20% of the worst securities (i.e. securities which are deemed not to comply with the Fund's ESG strategy) (including the two following filters: exclusion committee and extra-financial rating). At least 90% of the portfolio's assets are analysed through the ESG approach and thereby contribute to the environmental/social objective.

During the life of the investment, sustainability risk is monitored through review of ESG data published by the issuer (where relevant) or selected Data Providers to determine whether the level of sustainability risk has changed since the initial assessment has been conducted. This review is conducted on at least an annual basis. Where the sustainability risk associated with a particular investment has increased beyond the ESG risk appetite for the relevant Fund, the Investment Manager will consider selling or reducing the Fund's exposure to the relevant investment, taking into account the best interests of the Shareholders of the Fund.

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

As noted above, as a result of the above-mentioned analysis, the Fund's investment universe is reduced by the 20% of the worst securities (i.e. securities which are deemed not to comply with the Fund's ESG strategy) (including the two following filters: exclusion committee and extra-financial rating).

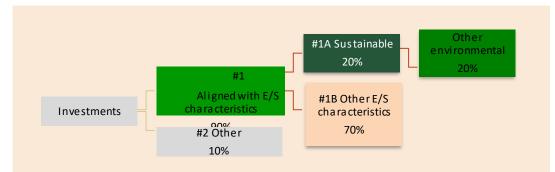
What is the policy to assess good governance practices of the investee companies?

The Investment Manager performs analysis on key stakeholders to determine whether a company has a healthy and harmonious relationship with such key stakeholders. This includes focus on the client and end-user relationship, workforce management and relationships with public authorities, regulators, universities, and trade associations. Regarding governance criteria, the Investment Manager focuses on appropriate governance and control processes of a company so as to ensure a strong alignment of shareholder and management. It also focuses on the diversity of the relevant board in terms of skills and background, management track record and the quality of financial reporting.





- The Fund commits to making a minimum of 20% of investments in sustainable investments.
- The Fund operates a series of limitations/exclusions, both quantitative and absolute, as noted above.
- Over 90% of investments are subjected to the ESG screening process detailed above.



**#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.

The category **#1 Aligned with E/S characteristics** covers:

- The sub-category **#1A Sustainable** covers sustainable investments with environmental or social objectives.
- The sub-category #1B Other E/S characteristics covers investments aligned with the environmental or

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

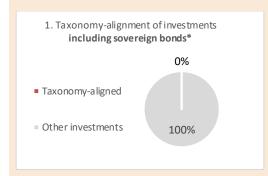
The Fund only use for the purposes of currency hedging in respect of a Hedged Class that is not denominated in the Base Currency of the Fund.

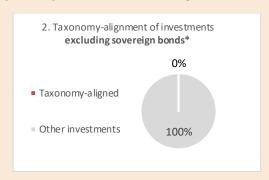


# To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Fund does not make a commitment to having a minimum share of its investments with an environmental objective that are aligned with the Taxonomy Regulation.

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? The Fund does not make a commitment to having a minimum share of its investments in transitional and enabling activities.



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

The Fund does not make a commitment to having a minimum share of its investments with an environmental objective that are not aligned with the Taxonomy Regulation.





The Fund does not a commitment to having a minimum share of its investments with a social objective.



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

The Fund will hold less than 10% in investments which do not contribute an environmental/social objective and the prupose of these is to provide liquidity. These investments will conform with the minimum environmental or social safeguards as none of these will contravene the section entitled "Exclusion of sectors and companies, quantitative and absolute" above.



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?

The Fund does not have a specific designated reference index is to compare sustainability performance.

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: <a href="https://trium-capital.com/investors/strategies/trium-sustainable-innovators-strategies">https://trium-capital.com/investors/strategies/trium-sustainable-innovators-strategies</a>