

## SANLAM BIFM GLOBAL FIXED INCOME FUND

### Supplement to the Prospectus dated 9 March 2021 for Sanlam Global Funds plc (a Retail Investor Alternative Investment Fund)

This Supplement contains specified information in relation to Sanlam BIFM Global Fixed Income Fund (the “**Fund**”), a Fund of Sanlam Global Funds plc (the “**Company**”), an open-ended umbrella type investment company with segregated liability between Funds.

The Company is a Retail Investor Alternative Investment Fund authorised by the Central Bank of Ireland (the “**Central Bank**”) to which the Companies Act 2014 and chapter 1 of the AIF Rulebook applies. There are eighteen other Funds of the Company in existence, namely:

ABSA Africa Dynamic Income Fund  
ABSA Global Access Fund  
ABSA Global Best Blend Fund  
ARX Pangaia Global Managed Fund  
Counterpoint Global Equity Fund  
Counterpoint Global Owner Managed Flexible Fund  
Excalibur Global Managed Fund  
Independent Global Flexible Fund  
Mpile Global Equity Fund  
Northstar Global Flexible Fund  
Sanlam BIFM Emerging Markets Equity Fund  
Sanlam BIFM World Equity Fund  
Sanlam Global Balanced Fund  
Sanlam Global Equity Fund  
Sanlam Global Liquidity Fund  
Sanlam Private Wealth Global Balanced Fund  
Sanlam US Dollar Liquidity Fund  
Visio Global Healthcare Fund

**This Supplement forms part of and should be read in conjunction with the Prospectus dated 9 March 2021 and the latest audited financial statements of the Company.**

The Directors of the Company, whose names appear in the “Directors of the Company” section of the Prospectus, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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

Dated: 9 March 2021

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## **Investment Objective and Policies**

### **Investment Objective**

The investment objective of the Fund is to provide long-term capital growth.

There is no guarantee that the Fund will meet its objective.

### **Policy and Guidelines**

The Fund intends to pursue its investment objective primarily by (i) investing up to 100% of the Fund's Net Asset Value in some or all of the classes of shares of the Sanlam Global Bond Fund and/or the Global High Yield Bond Fund (the "**Underlying Funds**") which in the opinion of the Investment Manager will enable the Fund to achieve its investment objective; or by (ii) investing in a series of other collective investment schemes through a fund of funds method, where such collective investment schemes are in line with the investment objective of the Fund and subject to the investment restrictions below and set out in the Prospectus of the Fund. Investment will only be made in a fund (including exchange traded funds) which will be a Category 1 or Category 2 investment fund that is open-ended and may be listed or unlisted. A Category 1 investment fund shall be one of the following: investment funds established in a Member State of the European Union which are authorised under Directive 2009/65/EC; investment funds established in a Member State of the European Economic Area which are authorised under domestic legislation implementing Directive 2009/65/EC; investment funds established in Guernsey and authorised as Class A Schemes; investment funds established in Jersey as Recognised Funds; investment funds established in the Isle of Man as Authorised Schemes; or Retail Investor AIFs authorised by the Central Bank. A Category 2 investment fund is one of the following: authorised in a Member State of the European Union; established in Guernsey and authorised as Class B Schemes; established in Jersey which are not Recognised Funds; established in the Isle of Man as unauthorised schemes; authorised by the US Securities and Exchanges Commission under the Investment Companies Act 1940; or such other funds which the Central Bank may specify upon application. The AIFM will confirm to the Central Bank that any new Category 2 investment funds will comply, in all material respects with the requirements applicable to a Retail Investor Alternative Investment Fund pursuant to the AIF Rulebook.

The Sanlam Global Bond Fund is a sub-fund of Sanlam Universal Funds plc, an open-ended investment company which is authorised in Ireland as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertaking for Collective Investment and Transferable Securities Regulations 2011 (the "**Regulations**"). The Global High Yield Bond Fund is a sub-fund of PIMCO Funds: Global Investors Series plc, an umbrella type open-ended investment company which is authorised in Ireland as an undertaking for collective investment in transferable securities pursuant to the Regulations.

The Fund may in circumstances of extreme volatility or if market factors require and if considered appropriate to the investment objective, invest in cash and/or cash equivalents (including but not limited to cash deposits, commercial paper and certificates of deposit) subject to the risk spreading rules set out in the "Investment Restrictions" section of the Prospectus.

Where the Investment Manager follows the approach outlined at (ii) above, the Investment Manager may select sub-funds managed by other managers to the Fund's portfolio from time to time which in the opinion of the Investment Manager will enable the Fund to achieve its investment objective and the investment policies of which are consistent with that objective, subject to the restrictions below and set out in the Prospectus. Such investment will be limited to a maximum of 30% of the net asset value of the Fund in the first such other fund and 20% of the net asset value of the Fund per fund thereafter. The Sanlam Global Bond Fund will not be leveraged. The Global High Yield Bond Fund may, through the use of derivatives (whether for hedging or investment purposes), give rise to an additional leveraged exposure.

Up to 10% of the Net Asset Value of the Fund may be invested in unregulated funds which may not provide a level of investor protection equivalent to schemes authorised under Irish laws and subject to Irish regulations and conditions.

The Fund may also invest up to 10% of its Net Asset Value in debt securities issued by governments or by their agencies, instrumentalities or political subdivisions, or by corporate entities, all of which may be high

yield, high risk fixed or floating income securities rated lower than BBB by S&P and Baa by Moody's or, if unrated, considered to be of equivalent quality.

The Fund may also invest up to 10% of its Net Asset Value in ancillary liquid assets.

### **Investment Restrictions**

The general investment restrictions contained in the "Investment Restrictions" section of the Prospectus shall apply.

In addition, the following investment restriction shall apply to the Fund:

- (a) Short selling of securities in the Fund is not permitted.
- (b) Where the Fund invests in shares of an Underlying Fund or any other collective investment scheme managed by the same management company or by an associated or related company, the manager of the scheme in which the investment is being made must waive the preliminary/initial/redemption charge which it would normally charge.
- (c) Any commission received by the Investment Manager in consideration of an investment in an Underlying Fund will be paid into the Fund.
- (d) The Underlying Funds or other collective investment schemes in which the Fund invests are themselves prohibited from investing more than 30% of their net assets in other investment funds. Any such investments must not be made for the purpose of duplicating management and/or investment management fees.

### **Rating**

Any sub-fund in which the Fund invests must retain a credit rating of at least investment grade from Moody's or Standard and Poor's

### **Investment Advisor**

The AIFM has appointed Botswana Insurance Fund Management ("**BIFM**") to act as non-discretionary investment advisor of the Fund (in this capacity the "**Investment Advisor**"). The Investment Advisor will provide non-discretionary investment advice in relation to the investments of the Fund. BIFM is a company incorporated in Botswana and having its registered office at 3rd Floor, Block A, Fairgrounds Office Park, Fairgrounds, Gaborone, Botswana. BIFM provides asset allocation, discretionary investment management and management of manager services to the BIFM Group's Botswana and international assets.

### **Investment Manager**

The AIFM has appointed Sanlam Investment Management (Pty) Limited to act as Investment Manager of the Fund. Sanlam Investment Management (Pty) Limited is a company incorporated in South Africa and having its registered office and place of business at 55 Willie van Schoor Avenue, Bellville 7530, South Africa. It provides, inter alia, discretionary portfolio management services and investment advisory services for private as well as for institutional clients in all areas of international securities business. Sanlam Investment Management (Pty) Limited is regulated by the Financial Sector Conduct Authority in South Africa and is a wholly owned subsidiary of Sanlam Limited.

### **Distributor**

The sole distributor appointed to the Fund is BIFM (in this capacity the "**Distributor**"). The Distributor will promote the distribution and marketing of the Shares of the Fund. BIFM is a company incorporated under the laws of Botswana, having its registered office at 3rd Floor, Block A, Fairgrounds Office Park, Fairgrounds, Gaborone, Botswana. BIFM provides asset allocation, discretionary investment management and management of manager services to the BIFM Group's Botswana and international asset.

## **Facilities Agent**

BIFM will act as the facilities agent of the Fund and will provide general facilities to Botswana investors as required by the Collective Investments Undertaking Act: Regulation 55(a)(vii) under the laws of Botswana (in this capacity the "**Facilities Agent**"). BIFM is a company incorporated under the laws of Botswana, having its registered office at 3rd Floor, Block A, Fairgrounds Office Park, Fairgrounds, Gaborone, Botswana. The list of services to be provided by the facilities agent, include facilities to enable:

- (a) The instruments constituting the undertaking, the prospectus, the annual and half yearly reports to be examined, free of charge, and copies be obtained if required,
- (b) Unit holders to obtain the price, payment of dividends and redemption or repurchase proceeds,
- (c) Botswana investors to lodge any complaint relating to the operation of the Fund, for forwarding to the head office of the operator.

## **SFDR Information**

For the purposes of Article 6 of SFDR, the AIFM, in consultation with the Investment Manager, has made a determination based on the Fund's investment strategy that Sustainability Risks are not currently relevant to the investment decisions being made in respect of the Fund and has further determined that Sustainability Risks are currently not likely to have a material impact on the returns of the Fund. The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

## **Listing**

Class A Shares, Class B Shares, Class C Shares, issued in respect of the Fund have been admitted to listing on the Official List and traded on the Main Securities Market of the Irish Stock Exchange plc trading as Euronext Dublin ("Euronext Dublin"). Effective 27 November 2017, the listing of the Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class G Shares in the Fund was transferred from the Main Securities Market to the Global Exchange Market ("**GEM**") of Euronext Dublin.

An application to list Class D and Class G Shares of the Fund on GEM has been made to Euronext Dublin and subsequently approved. This shall become effective upon the launch of the Class D Shares and Class G Shares.

The Prospectus for the Company and this Supplement constitute listing particulars for the purpose of listing the Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class G Shares on the Euronext Dublin. No application has been made to list the Shares on any other stock exchange.

## **GEM is not a "regulated market" as defined under the Directive on Markets in Financial Instruments 2014/65/EU.**

Neither the admission of the Shares to listing on the Official List and trading on the Global Exchange Market of Euronext Dublin nor the approval of this Supplement pursuant to the listing requirements of Euronext Dublin shall constitute a warranty or representation by Euronext Dublin as to the competence of service providers to or any other party connected with the Fund, the adequacy of information contained in this Supplement or this Prospectus or the suitability of the Fund for investment purposes.

As at the date of this Supplement, no Director nor their spouses nor their infant children or any person closely associated have any interest in the Shares of the Fund or any options in respect of such capital.

As at the date of this document the Fund does not have any loan capital (including term loans) outstanding or created but unissued or any outstanding mortgages, charges, debentures or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptance (other than normal trade bills) or acceptance credits, hire purchase or finance lease commitments, guarantees or other contingent liabilities which are material in nature.

## **Borrowings**

In accordance with the general provisions contained in the "Borrowing and Lending Powers" section of the

Prospectus, the Fund may borrow up to 10% of its net assets on a temporary basis. Borrowing for any other purpose is not permitted.

**Risk Factors**

The general risk factors set out in the "Risk Factors" section of the Prospectus apply to the Fund. In addition, the assets of any Fund of the Company may be exposed to any other Fund of the Company. At the date of this Supplement, the Directors are not aware of any such existing or contingent liability. The following risk factors also apply to the Fund, either directly or indirectly through its investment in the Underlying Funds:

### *Liquidity Risk*

In extreme market conditions, it may be difficult for the Fund to realise an investment on short notice without suffering a discount to market value.

### *Political and/or Regulatory Risks*

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

### *Risks associated with Financial Derivative Instruments*

Derivatives (such as options, futures, forward exchange contracts and swaps) are highly specialised instruments that require investment techniques and risk analyses different from those associated with equities and debt securities. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into and the ability to assess the risk that a derivative transaction adds to a portfolio.

Where the Fund enters into swap arrangements and derivative techniques, it will be exposed to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, the Fund could experience delays in liquidating the position and may incur significant losses. There is also a possibility that ongoing derivative transactions will be terminated unexpectedly as a result of events outside the control of the Investment Managers, for instance, bankruptcy, supervening illegality or a change in the tax or accounting laws relative to those transactions at the time the agreement was originated. Any investment in financial derivative instruments will be fully covered, either by similar underlying investments or cash, as appropriate in the relevant circumstances.

The swap market has grown substantially in recent years with a large number of banks and investment banking firms acting both as principals and as agents utilising standardised documentation. As a result, the swap market has become liquid but there can be no assurance that a liquid secondary market will exist at any specified time for any particular swap. Financial derivative instruments do not always perfectly or even highly correlate or track the value of the securities, sales or indices they are designed to track.

### *Investments in Collective Investment Schemes*

The Fund may invest a substantial portion of its assets in CIS and investors should be aware of the potential exposure to the asset classes of those underlying CIS in the context of all of their investments.

### *Interest Rate Risk*

The fixed and floating rate securities in which the Fund may invest are interest rate sensitive, which means that their value and, consequently, the Net Asset Value of the Fund will fluctuate as interest rates fluctuate. An increase in interest rates will generally reduce the value of the fixed income securities.

### *Investments*

The investments made are not equivalent to placing funds on deposit with a bank or deposit taking company. The value of investments and the income from them can appreciate or depreciate and an investor may not get back the amount he invested.

### *Sovereign Debt*

Certain developing countries are especially large debtors to commercial banks and foreign governments. Investment in debt obligations ("**Sovereign Debt**") issued or guaranteed by developing governments or their agencies and instrumentalities ("governmental entities") involves a high degree of risk. The governmental entity that controls the repayment of Sovereign Debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. A governmental entity's willingness or ability to repay principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the governmental entity's policy towards the International Monetary Fund and the political constraints to which a governmental entity may be subject. Governmental entities may also be dependent on expected disbursements from foreign governments, multilateral agencies and others abroad to reduce principal and interest arrears on their debt. The commitment on the part of these governments, agencies and others to make such disbursements may be conditioned on a governmental entity's implementation of economic reforms and/or economic performance and the timely service of such debtor's obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due may result in the cancellation of such third parties' commitments to lend funds to the governmental entity, which may further impair such debtor's ability or willingness to service its debt on a timely basis. Consequently, governmental entities may default on their Sovereign Debt. Holders of Sovereign Debt, including the Fund, may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities. There is no bankruptcy proceeding by which Sovereign Debt on which a governmental entity has defaulted may be collected in whole or in part.

#### *Fixed Income Transferable Securities*

Debt securities are subject to both actual and perceived measures of creditworthiness. The "downgrading" of a rated debt security or adverse publicity and investor perception, which may not be based on fundamental analysis, could decrease the value and liquidity of the security, particularly in a thinly traded market.

#### *Delayed Delivery Transactions*

When investing in fixed income transferable securities, the Fund may purchase "To Be Announced" securities ("**TBA**s"). This refers to the common trading practice in the mortgage-backed securities market in which a security is to be bought from a mortgage pool (Ginnie Mae, Fannie Mae or Freddie Mac) for a fixed price at a future date. At the time of purchase the exact security is not known, but the main characteristics of it are specified. Although the price has been established at the time of purchase, the principal value has not been finalised. Purchasing a TBA involves a risk of loss if the value of the security to be purchased declines prior to the settlement date. Risks may also arise upon entering into these contracts from the potential inability of counterparties to meet the terms of their contracts. Although the Fund will generally enter into TBA purchase commitments with the intention of acquiring securities, the Fund may also dispose of a commitment prior to settlement if it is deemed appropriate to do so. Proceeds of TBA sales are not received until the contractual settlement date. During the time a TBA sale commitment is outstanding, equivalent deliverable securities, or an offsetting TBA purchase commitment (deliverable on or before the sale commitment date), are held as cover for the transaction. If the TBA sale commitment is closed through the acquisition of an offsetting purchase commitment, the Fund realises a gain or loss on the commitment without regard to any unrealised gain or loss on the underlying security. If the Fund delivers securities under the commitment, the Fund realises a gain or loss from the sale of the securities upon the unit price established at the date the commitment was entered into.

#### *Financial Markets, Counterparties and Service Providers*

Firms may be exposed to finance sector companies which act as a service provider or as a counterparty for financial contracts. In times of extreme market volatility, such companies may be adversely affected, with a consequent adverse affect on the activities of the Fund.

#### *Feeder Fund Risk and Fund of Fund Risks*

The Fund may invest up to 100% of its Net Asset Value in one or more of the Underlying Funds. The value of and income from Shares in the Fund will, therefore, be linked to the performance of such Underlying



Funds. In addition, the Fund will rely on the calculation and publication of the net asset values of the Underlying Funds in the calculation of its Net Asset Value. Accordingly, any delay, suspension or inaccuracy in the calculation of the net asset value of an Underlying Fund will directly impact on the calculation of the Net Asset Value of the Fund.

#### *Risks associated with investing in Underlying Funds*

The Fund may invest in Underlying Funds and as a shareholder of the Underlying Funds, the Fund will bear, along with other shareholders, its portion of the fees and expenses of the Underlying Funds, including management fees, performance fees and/or other fees. These fees will be in addition to the management fees and other fees and expenses which the Fund bears directly with its own operation and as a result the operating expenses of the Fund may be higher than those of traditional investment funds.

It is anticipated that the indirect fees that the Fund may bear by virtue of its investment in the Underlying Funds should not exceed 0.35%.

The Fund may invest in Underlying Funds which may be invested wholly independently of one another and may at times hold economically offsetting positions. To the extent that such Underlying Funds do, in fact, hold such positions, the Fund, considered as a whole, cannot achieve any gain or loss despite incurring expenses.

Furthermore, while the Directors or their delegate will exercise reasonable care to comply with the investment restrictions applicable to the Fund, the manager of and/or service providers to the Underlying Funds in which the Fund may invest may not be obliged to comply with such investment restrictions in their management / administration of such funds. No assurance can be given that the investment restrictions of the Fund with respect to individual issuers or other exposures will be adhered to by such Underlying Funds or that, when aggregated, exposure by such Underlying Funds to individual issuers or counterparties will not exceed the investment restrictions applicable to the Fund. If the investment restrictions applicable to the investments directly made by the Fund are exceeded for reasons beyond the control of the Fund or as a result of the exercise of subscription rights, the Directors shall adopt as a priority objective the remedying of that situation, taking due account of the interests of the Shareholders of the Fund.

The Fund may gain indirect exposure to derivative instruments through its investment in the Underlying Funds in which it invests. An Underlying Fund may have leveraged exposure due to its underlying components and their respective trading strategies. While leverage presents opportunities for increasing total return, it may potentially increase losses. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent leverage is employed. The cumulative effect of leverage in a market that moves adversely to a leveraged investment could be a substantial loss, which would be greater than if leverage was not used.

#### *Illiquidity of Underlying Funds and limitations on repurchase requests.*

Certain Underlying Funds may have quarterly or less frequent dealing days than the Fund. This could impair the Fund's ability to distribute redemption proceeds to a Shareholder who wishes to redeem its Shares because of the Fund's inability to realise its investments. In circumstances where the Underlying Funds have less frequent dealing days than the Fund, it may be necessary for the Directors to impose a restriction of up to 10% of the redemption proceeds, as the Fund is unable to realise its investments in the Underlying Funds or where this reflects the redemption policy of the Underlying Funds until such time as the full redemption proceeds from the Underlying Funds are received. This may mean that a Shareholder's redemption request is not met on that Dealing Day and will then be dealt with on a pro-rata basis on the next and subsequent Dealing Days. It may take a considerable length of time from the notification by a Shareholder of a request for redemption to the payment of the remaining redemption proceeds.

#### *Pricing of Underlying Funds*

There may be difficulties in obtaining a reliable price for the net asset value of the Underlying Funds as only estimated and indicative valuations of certain Underlying Funds are available at the Valuation Point for the relevant Dealing Day where a redemption is affected. The Underlying Funds may not have dealing days for

redemptions which are the same as the Dealing Days in the Fund. This will lead to pricing risk because the net asset value of the Underlying Funds (on the basis of which the Fund's NAV is calculated) may increase or decrease between the Fund's Dealing Day and the Underlying Funds dealing day. Accordingly, the value of an Underlying Funds used for the purpose of valuing the Fund, at the Valuation Point for the relevant Dealing Day, may differ from the amount received by the Fund when it redeems its interests in the Underlying Funds.

#### *Charges in respect of investment in Underlying Funds*

The Fund may invest in Underlying Funds as part of its investment policy. Such investments may result in Shareholders of the Fund being subject to two layers of fees – at the Fund level and at Underlying Funds level.

Please see Appendix I below for details of the charges and other costs associated with the Underlying Funds.

#### **Dividend Policy**

It is the Directors' current intention not to distribute the profits of the Fund derived from its investments. All such profits shall be reinvested in the Fund.

#### **Key Information for Buying and Selling**

Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class G Shares in the Fund are available for subscription to investors in Botswana. All share classes are currently in issue and are available for subscription at the Net Asset Value per Share of the relevant Class.

#### **Base Currency**

US Dollars

#### **Business Day**

Any day (except Saturday or Sunday) on which the banks in Dublin and Botswana are open for business and such other days as the Directors may, with the consent of the Depositary, determine and notify in advance to Shareholders.

#### **Dealing Day**

Any Business Day.

#### **Dealing Deadline**

In respect of a Dealing Day, 4.00 p.m. (Irish time) on the Business Day immediately preceding a Dealing Day.

#### **Minimum Shareholding**

Class A Shares	US\$1,000
Class B Shares	US\$1,000,000
Class C Shares	US\$5,000,000
Class D Shares	US\$50,000,000
Class G Shares	US\$3,000,000

The Directors may in their absolute discretion permit a higher or lower minimum shareholding.

#### **Minimum Initial Investment Amount**

Class A Shares	US\$1,000
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Class B Shares	US\$1,000,000
Class C Shares	US\$5,000,000
Class D Shares	US\$50,000,000
Class G Shares	US\$3,000,000

The Directors may in their absolute discretion permit a higher or lower minimum initial investment amount.

**Minimum Additional Investment Amount**

None

**Preliminary Charge**

None

**Repurchase Fee**

None

**Settlement Date**

In the case of applications, close of business on the Business Day preceding the relevant Dealing Day (or up to two Business Days after the relevant Dealing Day as may be permitted by the AIFM at its absolute discretion). In the case of repurchases, two Business Days after the relevant Dealing Day or, if later, two Business Days after the receipt of the relevant duly signed repurchase documentation.

**Valuation Point**

Midnight (South African time) on each Dealing Day.

**Charges and Expenses**

**Fees of the AIFM, the Depositary, the Administrator, the Investment Advisor, the Investment Manager, and the Distributor.**

The AIFM will be entitled to receive from the Company an annual fee of up to 0.15% of the net assets of the Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class G Shares. These fees will accrue and be calculated on each Dealing Day and be payable monthly in arrears. The AIFM will be responsible for all its own out of pocket costs and expenses.

The Company will pay an annual investment management fee of 1.50% of the net assets of the Class A Shares, 1.00% of the net assets of the Class B Shares, 0.49% of the net assets of the Class C Shares and 0.80% of the Class G Shares. This investment management fee is payable to the Investment Manager and the Investment Advisor (the "**Parties**") in such proportions as agreed between the Parties from time to time. The Parties are not entitled to any fee out of the assets of the Fund in respect of the Class D Shares but will agree a separate fee with each Shareholder of Class D Shares to be paid directly by such Shareholder. The investment management fee will accrue and be calculated on each Dealing Day and be payable monthly in arrears. Parties will be responsible for all their own out of pocket costs and expenses. The Parties will pay out of their fees, the fees of the Distributor.

In respect of the administration services, the Administrator will be entitled to receive out of the assets of the Fund an annual fee which will not exceed 0.03% of the net assets of the Fund in the performance of its duties as Administrator of the Fund. These fees shall accrue and be calculated on each Dealing Day and shall be payable monthly in arrears.

In respect of the registrar and transfer agency services, the Administrator will be entitled to receive from the Company out of the assets of the Fund an annual fee which will not exceed US\$3,000 plus \$1,250 for each additional share class greater than two, together with reasonable costs and expenses incurred by the Administrator in the performance of its duties as Administrator of the Fund. These fees shall accrue and be

calculated on each Dealing Day and shall be payable monthly in arrears. The Administrator shall also be entitled to be reimbursed out of the assets of the Fund all agreed transaction charges (which will be charged at normal commercial rates).

The Depositary will be entitled to receive out of the assets of the Fund an annual trustee fee which will not exceed 0.012% of the net assets of the Fund (plus VAT, if any) together with reasonable costs and expenses incurred by the Depositary in the performance of its duties as Depositary of the Fund. These fees shall accrue and be calculated on each Dealing Day and shall be payable monthly in arrears. The Depositary shall also be entitled to be reimbursed out of the assets of the Fund all agreed safekeeping fees, expenses and transaction charges (which will be charged at normal commercial rates).

The cost of establishing the Fund, obtaining authorisation from any authority, regulatory or other body, listing the Shares on Euronext Dublin, filing fees and the preparation and printing of this Supplement, marketing costs and the fees of all professionals relating to it, which are estimated not to exceed €25,000 will be borne by the Fund and amortised over the five years following the first issue of shares in the Fund. This section should be read in conjunction with the section entitled "Charges and Expenses" in the Prospectus.

## **Material Contracts**

### **Investment Advisory Agreement**

The Investment Advisory Agreement dated 22 February 2019 between the AIFM Sanlam Investment Management (Pty) Limited and the Investment Advisor (the "Investment Advisory **Agreement**") provides that the appointment of the Investment Advisor will continue in force unless and until terminated by the AIFM giving not less than 30 days' written notice to the Investment Advisor and the Investment Manager or by the Investment Advisor and the Investment Manager giving not less than 90 days' written notice to the AIFM. However, in certain circumstances, the Investment Advisory Agreement may be terminated without a minimum period of notice by either the AIFM or the Investment Manager. The Investment Advisory Agreement limits the liability of the Investment Advisor to the AIFM to losses arising by reason of the fraud, bad faith, negligence, wilful default or wilful misfeasance by the Investment Advisor in the performance or non-performance of its duties. The Investment Advisory Agreement also provides that the Investment Advisor shall indemnify the AIFM to the extent that any claims are attributable to the fraud, bad faith, negligence, wilful default or wilful misfeasance by the Investment Advisor in the performance or non-performance of its duties.

### **Investment Management Agreement**

The Investment Management dated 13 August 2004 as amended by Amendment No. 1 dated 29 August 2014 between the AIFM and Sanlam Investment Management (Pty) Limited (the "**Agreement**") provides that the appointment of Sanlam Investment Management (Pty) Limited will continue in force unless and until terminated by the AIFM on giving not less than 30 days' written notice to Sanlam Investment Management (Pty) Limited or by Sanlam Investment Management (Pty) Limited giving not less than 90 days' written notice to the AIFM. However, in certain circumstances the Agreement may be terminated without a minimum period of notice by either party. The Agreement limits the liability of Sanlam Investment Management (Pty) Limited to the AIFM to losses arising by reason of the fraud, bad faith, negligence, wilful default or wilful misfeasance by Sanlam Investment Management (Pty) Limited in the performance or non-performance of its duties. The Agreement also provides that Sanlam Investment Management (Pty) Limited shall indemnify the AIFM to the extent that all claims, direct losses and direct damages are attributable to the fraud, bad faith, negligence, wilful default or wilful misfeasance by Sanlam Investment Management (Pty) Limited in the performance or non-performance of its duties.

### **Distribution Agreement**

The Distribution Agreement dated 30 October 2013 between the AIFM and the Distributor; this Agreement provide that the appointment of the Distributor will continue in force unless and until terminated by either party giving to the other not less than 90 days' notice in writing although in certain circumstances these Agreements may be terminated forthwith by notice in writing by either party to the other: these Agreements contain certain indemnities in favour of the Distributor which are restricted to exclude matters arising by reason of the fraud, bad faith, wilful default or negligence on the part of the Distributor, its servants or agents.