

## SANLAM PRIVATE WEALTH GLOBAL BALANCED 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 Private Wealth Global Balanced 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 Global Fixed Income Fund  
Sanlam BIFM World Equity Fund  
Sanlam Global Balanced Fund  
Sanlam Global Equity Fund  
Sanlam Global Liquidity 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 Fund will invest in financial derivative instruments ("FDIs") for efficient portfolio management, currency hedging and investment purposes. The Fund will not be leveraged by its use of derivative instruments.**

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 capital growth.

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

### **Policy and Guidelines**

In order to meet its investment objective, the Fund will invest in the following asset classes namely; equities (including equity linked securities such as common stock, and preference shares), bonds (fixed and/or floating; government and/or corporate; rated and unrated), property related securities (which may include real estate investment trusts (REITS)), cash and cash equivalents (including but not limited to commercial paper, certificates of deposit, letters of credit and treasury bills) (the "**Asset Classes**"). The cash and cash equivalents may be held in currencies other than the base currency of the Fund.

The ability to trade REITS in the secondary market may be more limited than other stocks. For the avoidance of doubt, investment in an open-ended REIT will be classified as investment in a collective investment scheme, while investment in a closed ended listed REIT will be classified as investment in a transferable security.

The Fund is not focused on any specific geographical area, industry or sector and may invest in companies across the full spectrum of market capitalisations. With the exception of permitted investments in unlisted securities, investments by the Fund will be restricted to securities listed or traded on Recognised Markets (as set out in Appendix I of the Prospectus).

More than 10% of the market value of the equity securities in the Fund may be invested in securities traded on markets or exchanges not having full membership of the World Federation of Stock Exchanges, provided that those markets and exchanges are listed in Appendix I of the Prospectus and a comprehensive due diligence, as required by the South African Financial Services Board, has been carried out by the AIFM.

The Fund may invest up to 100% of its Net Asset Value in the units and/or shares of Underlying Funds, subject to the maximum exposure of any one Underlying Fund not exceeding 20% of the Fund's Net Asset Value. 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.

"Underlying Fund" means a fund (including exchange traded funds) which will be open-ended and may be listed or unlisted (as defined by the Central Bank) and which will be domiciled in the case of a regulated fund in a Member State, Guernsey, Jersey, Isle of Man and/or the United States or in the case of an unregulated fund will be domiciled in Bermuda, BVI, Cayman or Singapore. An Underlying Fund will follow an investment strategy that seeks to provide capital appreciation to its investors through direct investment in transferable securities as described above. Underlying Funds may not be leveraged. Underlying funds will comply in all material respects with the AIF Rulebook issued by the Central Bank and will comply with all South African requirements that would allow it to be solicited directly in South Africa.

### ***Efficient Portfolio Management***

Where an Investment Manager considers that it is in the best interests of the Fund to reduce the risk to the assets of the Fund, that Investment Manager may utilise any of the following instruments for the purpose of efficient portfolio management, namely currency forwards, interest rate swaps and currency swaps subject to the relevant restrictions outlined in the Prospectus and may enter into securities lending subject to the conditions and within the limits laid down by the Central Bank. The term "efficient portfolio management" refers to transactions that are entered into with the aim of reducing risk, reducing cost or generating additional capital for the Fund with an appropriate level of risk, taking into account the risk profile of the Fund. This section should be read in conjunction with

the section entitled "Efficient Portfolio Management" in the Prospectus.

### *Swaps*

Generally, a swap is a contractual agreement between two counterparties in which the cash flows from two reference assets are exchanged as they are received for a predetermined time period, with the terms initially set so that the present value of the swap is zero. Swaps may extend over substantial periods of time, and typically call for the making of payments on a periodic basis. In most swap contracts, the notional principal of the swap is not exchanged but is used to calculate the periodic payments. Swaps are usually traded OTC.

Swaps may be funded or unfunded and used to exchange future payments in one currency for payments in another currency in order to transform the currency denomination of assets and liabilities (for example interest rate swaps and currency swaps) or to secure a profit or avoid a loss by reference to fluctuations in the value or price of an asset of any description or other factor designated for that purpose in the contract.

Interest rate swaps and currency swaps will be utilised by the Fund to hedge against the movements of the interest rate and foreign exchange markets.

### *Forwards*

A forward contract locks in the price at which an index or asset may be purchased or sold on a future date. In forward currency contracts, the contract holders are obligated to buy or sell from another a specified amount of one currency at a specified price (exchange rate) with another currency on a specified future date. Forward contracts cannot be transferred but they can be 'closed out' by entering into a reverse contract.

Currency forwards will be utilised by the Fund to hedge against currency risk that has resulted from assets held by the Fund that are not in the Base Currency. The Fund, may, for example, use forward currency contracts by selling forward a foreign currency against the Base Currency to protect the Fund from foreign exchange rate risk that has risen from holding assets in that currency.

### Investment Strategy

The asset allocation process includes the assimilation of research data from various sources on topics such as global economic conditions, asset class valuations, and political and social trends. The Investment Manager will consider this information to help determine the appropriate asset allocation for the Fund across the range of asset classes disclosed in the investment policy above.

The Investment Manager looks to invest across a range of different classes. These asset class weightings will be determined by consideration of the performance and investment objectives of the Fund, and the Investment Manager's views on the expected risk and return for each asset class. Asset allocation views will be expressed according to longer term strategic views as well as shorter term tactical views ranging from 6 to 12 months.

Long term (3-5yr) strategic views are developed based on the longer term characteristics and behaviour of the different asset classes, as well as, their co-behaviour in a blended portfolio. Shorter term tactical views will also be developed, ranging from 6 to 12 months, which could offset the longer term allocation both positively or negatively in terms of the weighting to each of the allocated asset classes. These shorter term views take into account the Investment Manager's views on the expected risk and return for each asset class, within a framework of macroeconomic and operational research, discussion and debate.

The foregoing reflects the Investment Manager's current asset allocation strategy but investors should

be aware that the Investment Manager may modify or change elements of its strategy from time to time.

The asset selection process includes the use of market screening tools such as Thompson Reuters, Bloomberg and Morningstar which compare the asset universe by quantitative factors such as performance and risk. Once initial analysis of opportunities are run and the assets for consideration identified, the Investment Manager will conduct further work on shortlisting the specific assets within the various asset classes as disclosed in the Investment Policy above. This will include a quantitative and qualitative analysis on factors such as balance sheet analysis (risk/ capital adequacy etc.), cashflow analysis (liquidity adequacy as well as cash contingencies and commitments etc.), and of course valuation considerations including the analysis of the income statement and the nature of various income streams. Importantly the overall interface of all parts of the financial statements and these interlinking with extensive research will then be used to decide on purchases and sales and the structure of the Fund.

The Investment Manager follows a value based, bottom up approach to stock selection. The investment team conducts comprehensive fundamental research on companies identified for further scrutiny by an in-house screening process. The fundamental research process includes the use of proprietary historical and forward looking company financial models as well as management visits. Investment ideas are then generated by the team and price targets established. These price targets form the basis of the stock selection.

This asset allocation process identifies which opportunities (e.g. direct investment in global equities and other specific assets or indirect investment through investment in the Underlying Funds and/or other collective investment schemes) will assist the Fund in providing long term capital growth for Shareholders. The asset selection tools outlined above will assist the Investment Manager in determining which assets are to be invested in to achieve the investment objective disclosed above in such proportions as the Investment Manager shall deem appropriate from time to time to reflect a global outlook and avoid excess concentration in any region.

### **Leverage and Global Exposure**

The Fund will not be geared or leveraged, the commitment method and the gross method i.e. "the sum of the absolute value of all positions" per Article 7 of the Commission Delegated Regulation (EU) No. 231/2013 will be utilised to measure this. The Fund will calculate global exposure using the commitment method in accordance with Article 8, 9, 10 and 11 of Commission Delegated Regulation (EU) No. 231/2013.

### **Investment Restrictions**

The general investment restrictions contained in the "Investment Restrictions" section of the Prospectus shall apply. In addition, the following investment restrictions shall apply to the Fund:

- (a) Short selling of securities is not permitted.
- (b) The Fund will not be geared or leveraged through investment in any security.
- (c) At least 90% of the debt securities will have a minimum credit rating of BBB- or Baa3 (as rated by Standard & Poor's, Moody's or Fitch).
- (d) At least 90% of the money market instruments will have a minimum credit rating of A2 or P2 or F2 (as rated by Standard & Poor's, Moody's or Fitch).
- (e) Over the counter derivative instruments including currency forwards, interest rate swaps and currency swaps are permitted for efficient portfolio management, currency hedging and investment purposes. The Fund must ensure that over the counter derivative instruments are not used to leverage or gear the portfolio.

- (f) The Fund will not invest more than 20% of its Net Asset Value in any one Underlying Fund.
- (g) The Fund will not invest in other fund of fund schemes or in other feeder schemes.
- (h) 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 and any management fee which it would normally charge.
- (i) The Fund will not invest in exchange traded funds which are capable of obtaining leveraged exposure to underlying assets.
- (j) The Fund will not invest in Underlying Funds, organised as a foreign collective investment scheme in hedge funds in accordance with the requirements of the South African legislation governing Foreign Collective Investment Schemes in Hedge Funds.
- (k) The Fund may only invest in collective investment schemes which ordinarily invest in securities as defined in the South African Collective Investment Schemes Control Act No.45 2002 governing Collective Investment Schemes in Securities.
- (l) Any commission received by the Investment Manager or the AIFM in consideration of an investment in an Underlying Fund will be paid into the Fund.
- (m) The Fund will not invest in securities that compel the Fund to accept physical delivery of a commodity.

### **Investment Manager**

The AIFM has appointed the following as Investment Manager to the Fund:

Sanlam Private Wealth (Pty) Ltd (the “**Investment Manager**”) is a company incorporated in South Africa, and is authorised and regulated by the Financial Sector Conduct Authority in South Africa. The Investment Manager’s registered office is The Vineyard Office Estate Farm 1, Building B, 99 Jip de Jager Drive, Welgemoed, 7530, South Africa.

The Investment Manager manages assets in excess of R41.8 billion.

### **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**

The Class A (USD) Shares, Class B (USD) Shares and Class C (USD) Shares have been admitted to the Official List and to trading on the Global Exchange Market (“**GEM**”) of Euronext Dublin and dealings in the Shares commenced on 19 March 2015 for Class B (USD) Shares, on 12 June 2015 for Class A (USD) Shares and 13 November 2017 for Class C (USD) Shares respectively. 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 the Official List and to trading on the Global Exchange Market of the Euronext Dublin nor the approval of this Supplement pursuant to the listing requirements of the

Euronext Dublin shall constitute a warranty or representation by the 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 share capital 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. Such borrowings are permitted only to meet the Fund's obligations in relation to (i) the administration of the Fund relating to purchase or sale transactions; and/or (ii) the redemption or cancellation of Shares in the Fund. Borrowings in relation to (i) above are only permitted for a period of up to 8 calendar days, and 61 calendar days in respect of (ii) in order to comply with the South African Financial Services Board and to allow for the Fund to be distributed to South African retail investors. However, at all times borrowings on behalf of the Fund will be in accordance with the requirements of the Central Bank.

### **Risk Factors**

The general risk factors set out in the "Risk Factors" section of the Prospectus apply to the Fund. In addition, the following risk factors apply to the Fund:

#### *Segregated Liability between the Funds*

Liabilities of one Fund will not impact on nor be paid out of the assets of another Fund. While the provisions of the Companies Act 2014 provide for segregated liability between Funds, these provisions have yet to be tested in foreign courts, in particular, in satisfying local creditors' claims. Accordingly it is not free from doubt that the assets of any Fund may be exposed to the liabilities of other Funds of the Company. As of the date hereof, the Directors are not aware of any existing or contingent liability of any Fund of the Company.

#### *Investment Risk*

The price of shares and the income from them may fall as well as rise and investors may not get back the amount they have invested and accordingly an investment should be viewed as medium to long term. In addition to market factors, changes in exchange rates may cause the value of shares to go up or down.

Persons interested in purchasing shares should inform themselves as to (a) the legal requirements within their own countries for the purchase of shares, (b) any foreign exchange restrictions which may be applicable, and (c) the income and other tax consequences of purchase and repurchase of shares.

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

Investment in certain securities markets involves a greater degree of risk than usually associated with investment in the securities of other major securities markets. Potential investors should consider all risks before investing in the Fund.

#### *Currency Risk*

The net asset value per share will be computed in the base currency of the Fund, whereas the Fund's investments may be acquired in a wide range of currencies, some of which may be affected by currency movements of a more volatile nature than those of developed countries and some of which may not be freely convertible. It may not be possible or practical to hedge against the consequent currency risk exposure and in certain instances the Investment Manager may consider it desirable not to hedge against such risk. The Investment Manager may enter into cross currency hedging transactions.

#### *Over-the-Counter Markets Risk*

Where the Fund acquires securities on over-the-counter markets, there is no guarantee that the Fund will be able to realise the fair value of such securities due to their tendency to have limited liquidity and comparatively high price volatility.

#### *Taxation*

Potential investors attention is drawn to the taxation risk associated with investing in the Fund. See section headed "Taxation" in the Prospectus.

#### *Risks associated with Financial Derivative Instruments*

Derivatives (such as options, futures, forward exchange contracts and swaps) are highly specialised instruments that require investment 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.

#### *Feeder Fund Risk and Fund of Funds Risk*

The Fund may invest up to a maximum of 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.

#### *Duplication of Costs*

It should be noted that the Fund incurs the costs of its own management and other service providers as set out under the Charges and Expenses section below. In addition, to the extent the Fund invests in open-ended collective investment schemes, it will bear its proportion of the fees paid by such schemes to their investment manager and other service providers. There may also be performance fees payable at the underlying scheme level. The semi-annual and annual reports of the Company shall provide information on the specific open-ended collective investment schemes which the Fund invests in including their regulatory status and the specific fees paid by the Fund to such schemes. The management fees payable in relation to the Underlying Funds will not exceed 2% of the Net Asset Value of the Fund.

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

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.

#### *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.

### **Dividend Policy**

It is not the intention of Directors to declare a dividend on either the Class A (USD) Shares, Class B (USD) Shares or Class C (USD) Shares at the current time.

The Directors reserve the right to change the dividend policy of the Fund. Full details of any such change will be disclosed in an updated supplement for the Fund and Shareholders will be notified in advance.

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

Class A (USD), Class B (USD) Shares and Class C (USD) Shares in the Fund are currently in issue and are available for subscription to investors in certain of the Member States and South Africa. Class B (USD) Shares are only available to such investors who have a separate investment mandate with the Investment Manager.

An application to buy any Shares should be made on the Application Form available from the AIFM and be submitted to the Company c/o the Administrator, in writing or sent by facsimile, to be received by the Administrator on or prior to the Dealing Deadline for the relevant Dealing Day.

**Base Currency**

US Dollars

**Business Day**

Any day (except Saturday or Sunday) on which the banks in Dublin 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.

**Valuation Point**

Midnight (South African time) on each Dealing 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 (USD)	US\$10,000
Class B (USD)	US\$100,000
Class C (USD)	US\$10,000

The Directors may, in their absolute discretion permit a higher or lower Minimum Shareholding and Shareholders shall be notified in advance of any such change.

No Shareholder shall be entitled to realise part only of his holding of Shares of any class in the Fund (subject to the discretion of the Directors) if such realisation would result in his holding of Shares of such class after such realisation being below the Minimum Shareholding.

**Minimum Initial Investment Amount**

Class A (USD)	US\$10,000
Class B (USD)	US\$100,000
Class C (USD)	US\$10,000

The Directors may, in their absolute discretion permit a higher or lower Minimum Initial Investment Amount.

**Minimum Additional Investment Amount**

None

**Preliminary Charge**

5% of the Net Asset Value per Share (plus VAT, if any). The AIFM may waive in whole or in part the Preliminary Charge.

**Repurchase Fee**

No Repurchase Fee will be charged in respect of any of the Share classes of the Fund.

**Settlement Date**

In the case of applications, close of business on the Business Day preceding the relevant Dealing Day (or up to four Business Days after the relevant Dealing Day as may be permitted by the Directors at their absolute discretion). In the case of repurchases, four Business Days after the relevant Dealing Day or, if later, four Business Days after the receipt of the relevant duly signed repurchase documentation and in any case within 14 calendar days of the Dealing Deadline.

## **Charges and Expenses**

### **Fees of the AIFM, the Depositary, the Administrator, the Investment Manager, and the Distributors**

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 (USD) Shares, Class B (USD) Shares and Class C (USD) 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 (USD) Shares, 1.00% of the net assets of the Class C (USD) Shares and 0% of the net assets of the Class B (USD) Shares to the Investment Manager. The investment management fee will accrue and be calculated on each Dealing Day and be payable monthly in arrears. The Investment Manager will be responsible for its own out of pocket costs and expenses.

The Investment Manager will pay out of its fees, the fees of the Distributor.

In respect of the administration services provided to the Fund, 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 and its 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.]

In respect of the registrar and transfer agency services provided to the Fund, 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\$2,500 plus US\$1,000 for each additional share class greater than four, 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 0.015% of the net assets of the Fund, 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 the Euronext Dublin, filing fees and the preparation and printing of this Supplement, marketing costs and the fees of all professionals relating to it, did not exceed €25,000 and such costs will be borne by the Fund and amortised over the five years of the Fund's operation (or such shorter period as may be determined by the Directors at their discretion) 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 Management Agreement**

The Investment Management Agreement dated 10 March 2015 as novated by way of a novation agreement dated 1 March 2017 between the AIFM and the Investment Manager the ("**Agreement**") provides that the appointment of the Investment Manager will continue in force unless and until terminated by the AIFM on giving not less than 90 days' written notice to the Investment Manager or by the Investment Manager 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 the Investment Manager to the AIFM to losses arising by reason of the fraud, bad faith, negligence, wilful default or wilful misfeasance by the Investment Manager in the performance or non-performance of its duties. The Agreement also provides that the Investment Manager shall indemnify the AIFM to the extent that any claims, costs, direct damages, direct losses or reasonable expenses are attributable to the fraud, bad faith, negligence, wilful default or wilful misfeasance by the Investment Manager in the performance or non-performance of its duties.