

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

If you are in any doubt about the contents of this Supplement or the Prospectus you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

GW&K EMERGING MARKETS EQUITY FUND

(A sub-fund of GW&K Investment Funds plc, an umbrella fund with segregated liability between sub-funds constituted as an investment company with variable capital under the laws of Ireland with registration number 437987 on 16 April 2007 and authorised by the Central Bank of Ireland as a UCITS pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended.)

SUPPLEMENT NO. 2

DATED: 15 December 2021

Investment Manager

GW&K INVESTMENT MANAGEMENT, LLC

This Supplement forms part of, and should be read in the context of and together with, the Prospectus dated 15 December 2021 (the “Prospectus”) in relation to the Company and contains information relating to the GW&K Emerging Markets Equity Fund (the “Fund”) which is a separate portfolio of the Company.

An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Please see the Investment Risks section both of this supplement and of the Prospectus.

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DEFINITIONS

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

“Base Currency”	Means the base currency of the Fund, being: <ul style="list-style-type: none">(i) <u>prior to 1 January 2022</u>, Euro;(ii) <u>from 1 January 2022 onwards</u>, U.S. Dollars; unless otherwise determined by the Directors and notified in advance to Shareholders;
“Benchmark”	means the MSCI (“MSCI”) Emerging Markets Index (“Index”). The Index is a market capitalization weighted index of over 1300 companies representative of the market structure of emerging countries in Europe, Latin America, Africa, Middle East and Asia. The Index excludes closed markets and those shares in otherwise free markets that are not purchasable by foreigners. MSCI constructs global equity benchmark indices that contribute to the investment process by serving as relevant and accurate performance benchmarks and effective research tools, and as the basis for various investment vehicles.
“Business Day”	means a day (except Saturdays, Sundays and public holidays in the Republic of Ireland) on which the Irish Stock Exchange and the New York Stock Exchange are open for normal trading business (provided such day is not a bank holiday in the Republic of Ireland) or such other day or days as may be specified by the Directors and agreed with the Administrator;
“Danish Krone” and “kr”	means each the lawful currency of Denmark;
“Dealing Day”	means every Business Day, or such other day or days as the Directors may from time to time determine and notify in advance to Shareholders and the Administrator, shall be designated a Dealing Day provided that there shall be at least one Dealing Day per fortnight;
“Dealing Deadline”	means 10:00 am (Irish time) on each Dealing Day or such other time as the Directors may from time to time determine;
“SFDR”	means Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector;
“Valuation Day”	means such Business Day or Business Days as the Directors may from time to time determine, being a day on which the Net Asset Value shall be determined. Unless otherwise determined, each Business Day shall be a Valuation Day;
“Valuation Point”	means 12:00 noon (Irish time) on the Valuation Day.

PROFILE OF A TYPICAL INVESTOR

Investors in the Fund are typically defined benefit and defined contribution pension schemes that are tax-exempt in their jurisdiction of organization and other institutional investors who have awarded fully discretionary investment management contracts of between 3-5 year duration (subject to satisfactory service and investment performance). In addition, investors may include banks, insurance companies, multi-managers and other firms who outsource investment management mandates to third-party specialists on a sub-advisory basis. Such investors typically have relatively long-term time horizons and an informed understanding of market volatility and their own portfolio risk budgets, although during times of prolonged market stress, such investors may shift their focus to capital preservation. Their investments in the Fund are likely to be part of a diversified investment strategy across a range of different asset classes and investment strategies.

INVESTMENT OBJECTIVES AND POLICIES

Investment Objective

The investment objective of the Fund is to provide investors with a rate of return (after fees and expenses and before taxes) which exceeds the return of the Benchmark. As at the date of this Supplement, the exchanges on which the Benchmark's investments are traded include: Argentina, Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, Saudi Arabia, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates.

As may the Benchmark, the Fund may invest in Russian securities listed on Recognised Market but not more than 20% of the Fund's Net Asset Value will be invested in Russian securities. In this regard, see "Investment Risks" on risks in investment in Russian securities.

There can be no assurance that the investment objective of the Fund will be achieved.

Investment Policies

The Fund is actively managed and will invest in a portfolio of securities and cash in order to achieve its investment objective. The Fund's focus will be on global companies listed on Recognised Markets that are generally included in the Benchmark which the Investment Manager considers to have the potential to grow earnings over the medium to long-term.

In accordance with Article 8 of SFDR, any fund which promotes environmental and/or social characteristics, provided that the companies in which the investments are made follow good governance practices, but does not have a stated sustainable investment objective, should include information on how those characteristics are met. The disclosures below are therefore set forth in accordance with Article 8 (sometimes referred to as "light green investment") as it pertains to the application of ESG criteria, the environmental or social characteristics promoted by the Fund and the Fund's investment process.

The Fund promotes environmental and social characteristics through the application of ESG factors combined with sustainability risk. ESG factors combined with sustainability risk are a critical component of the Investment Manager's research and investment process for the Fund and each investment is assessed against ESG factors as part of the investment process. The Investment Manager evaluates company's ESG policies and procedures, including whether a company pursues: i) policies and programs that protect and preserve the environment, ii) programs that contribute to positive, sustainable outcomes for communities, and iii) sound and prudent fiscal policies that support a long-term view of service to citizens. The investment strategy also incorporates the evaluation of ESG criteria through a portfolio screening process that incorporates both qualitative and quantitative factors. This screening process, which is in addition to more traditional financial analysis, incorporates ESG factors into analyst due diligence, direct company engagement, collective engagement, customized proxy voting, and carbon intensity analysis as part of the research process. The Fund's research and investment process may result in the exclusion of a company that does not meet certain ESG and sustainability screening factors regardless of the performance of the company.

The Fund will usually hold between 70 and 120 securities and its main investments will include equities, securities convertible into equities, securities with equity characteristics, including, but not limited to, American Depositary Receipts, Global Depositary Receipts, participation notes, local access products, IPO investments and preferred stocks and warrants (which are considered as equity equivalents). The Fund will not have any particular sectoral or industry focus.

For illustrative purposes, "local access products" include equity linked notes, participation certificates, or low exercise price call warrants. These instruments are typically written against underlying shares physically held by the broker under their global registration.

At any point in time, the Fund will be invested in at least 10 countries. The Fund will be managed by reference to the Benchmark and the Investment Manager expects that the majority of the Fund's equity securities will be components of the Benchmark. As an active investment manager, the Investment Manager expects to use its discretion to invest in companies, sectors or markets not included in the Benchmark from time to time, in order to take advantage of specific investment opportunities. The investment strategy will restrict the extent to which the portfolio holdings may deviate from the Benchmark. While the deviation may nonetheless be material, this restriction could limit the extent to which the Fund can outperform the Benchmark. The Fund's aggregate exposure to countries which are not part of the Benchmark shall not exceed 20% of the Fund's Net Asset Value.

In order to invest in companies in China, the Fund invests through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect mutual market access model ("Stock Connect") from time to time. Investors should have regard to the section headed "Investment Risks – Stock Connect" in the Prospectus for further detail in respect of Stock Connect.

No more than 10% of the Fund's Net Asset Value may be invested in cash except during period of high cash flows.

At least 51% of the Fund's Net Asset Value will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

Exposure to securities financing transactions

The Fund's exposure to total return swaps, repurchase agreements and stocklending transactions is as set out below (in each case as a percentage of Net Asset Value):

	Expected	Maximum
Total Return Swaps	N/A	N/A
Repurchase Agreements	N/A	N/A
Stock Lending	0%	20%

The Fund may invest up to 10% of its net assets in Transferable Securities and Money Market Instruments which are not listed or dealt on a Recognised Market.

The Fund may invest up to 10% of its net assets in recently issued Transferable Securities or unlisted securities, provided that at the time of the investment, the Investment Manager has reasonable grounds to believe that the relevant securities will be admitted to official listing on a Recognised Market within 12 months of the investment by the relevant Fund. This restriction will not apply in relation to investment by a Fund in certain US securities known as Rule 144A securities which are listed or traded on Recognised Markets or provided that such securities are issued with an undertaking to register with the US Securities & Exchanges Commission within one year of issue; and the securities are not illiquid securities, i.e. they may be realised by a Fund within seven days at the price, or approximately at the price, at which they are valued by the Fund.

The Investment Manager may invest in participation notes, futures and other financial derivative instruments to reduce risk or gain exposure to a particular market for the underlying physical investments. The use of such derivatives is not expected to impact the risk profile of the Fund. Derivatives are not used speculatively or for gearing purposes, and will be limited such that no more than 5% of the Fund's Net Asset Value will be exposed to any one counterparty, or 10% for credit institutions (which are authorised in the EEA, within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or in Jersey, Guernsey, the Isle of Man, Australia or New Zealand), subject to an aggregate exposure to any one issuer (through direct

investment or through derivatives) of 20% of the Fund’s Net Asset Value and an overall exposure limit of 100% of the Fund’s Net Asset Value. The Investment Manager will regularly monitor derivative positions to attempt to ensure that the Fund can meet all its derivative contract obligations from the appropriate amounts of cash or physical assets held. In addition to using financial derivative instruments for investment purposes, the Fund may utilise FDI for efficient portfolio management purposes (i.e. the reduction of risks or costs to the Company or the generation of additional capital or income for the Company), or for hedging against market movements, currency exchange or interest rate risks. The Fund may use various types of financial derivative instruments for these purposes, including, without limitation, futures and forward foreign currency contracts. Such techniques will be used subject to the conditions and limits imposed by the Central Bank under the UCITS Regulations. For more information see the Prospectus at Appendix II, Efficient Portfolio Management.

The Fund may use participation notes mainly for investing purposes as a replacement for direct investment in Transferable Securities in order to avail of cost or liquidity advantages of FDI over Transferable Securities. Participation notes are securities the return of which is linked to the performance of underlying listed shares of a company in a market (for example, the shares in a company incorporated in India and listed on the Bombay Stock Exchange). Foreign investment in the shares of the underlying company is either usually restricted or less efficient. Participation notes give investors the opportunity to receive a return which reflects the performance of the underlying shares, without the investor having to go to the expense or difficulty of directly investing in the underlying shares. Participation notes are OTC FDIs and the counterparty will usually be an investment bank or broker.

The Fund may buy or sell exchange-traded futures (contracts) whose underlyings are relevant equities or equity indices and which are compliant with the investment objective and policies of the Fund and the requirements of the Central Bank. Futures are contracts to buy or sell a standard quantity of a specific asset (or, in some cases, receive or pay cash based on the performance of an underlying asset, instrument or index) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange. The commercial purpose of futures contracts can be to allow investors to hedge against market risk or gain exposure to the underlying market. Since these contracts are marked-to-market daily, investors can, by closing out their position, exit from their obligation to buy or sell the underlying assets prior to the contract’s delivery date. Using futures to achieve a particular strategy instead of using the underlying or related security or index may result in lower transaction costs being incurred.

The Fund will not take short positions.

As permitted in the Prospectus, the Fund may borrow up to 10% of its net asset value for temporary purposes. See the section on “Borrowing Policy” in the Prospectus.

The Fund may also enter into stocklending arrangements as more particularly described in the Prospectus at Appendix II Efficient Portfolio Management.

The Fund may also invest in sovereign debt securities (including bonds which may have a fixed or floating rate and which will be rated investment grade by a recognised rating agency) and unrated or low rated securities as part of its investment in emerging market countries.

The Fund’s investment mix will generally fall within the ranges below:

	Minimum ²	Maximum ²
Cash	0%	10%
Equities ¹	90%	100%

Note 1: Including global equity derivatives.

Note 2: The investment guidelines provide an indication of the intended holdings in the Funds and may be higher or lower from time to time.

In exceptional market conditions, the Fund may have higher levels of cash where, in the Investment Manager’s opinion, more attractive investment opportunities cannot be found. The investment mix can change significantly and sometimes quickly.

There can be no assurance or guarantee that the investment strategy utilised by the Fund will be successful. There is the risk that you may lose money on your investment.

Taxonomy Regulation

Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment ("**Taxonomy Regulation**") establishes criteria for determining whether an economic activity qualifies as environmentally sustainable in the context of particular environmental objectives. As at the date hereof, the only such objectives are climate change mitigation and adaptation (the "**Climate Objectives**"). The Fund may contribute to these Climate Objectives. The Taxonomy Regulation also obliges the Manager to disclose how and to what extent the investments of the Fund are in economic activities that qualify as environmentally sustainable pursuant to those criteria. In order for an investment to qualify as environmentally sustainable under the Taxonomy Regulation as at the date hereof, it must meet a number of different criteria, including that it contributes substantially to a Climate Objective, as measured using the technical criteria underlying the Taxonomy Regulation and that it must not significantly harm any of the environmental objectives set out in the Taxonomy Regulation.

The analysis and disclosure requirements introduced by the Taxonomy Regulation are very detailed and compliance with them requires the availability of multiple, specific data points in respect of each investment which a fund falling under Article 8 of SFDR, such as the Fund, makes. Due to the delay to the publication of the final regulatory technical standards supplementing the Taxonomy Regulation and the industry-wide absence of sufficient reliable, timely and verifiable data to enable the Manager (in conjunction with the Investment Manager) to assess the Fund's investments, the Manager (in conjunction with the Investment Manager) is not currently in a position to ascertain the proportion of the Fund's investments that contribute to environmentally sustainable economic activities. Therefore, for the purposes of the Taxonomy Regulation, at present the Manager (in conjunction with the Investment Manager) cannot definitively disclose whether the investments underlying the Fund will take into account the EU criteria for environmentally sustainable economic activities and, as a result, feels that the most prudent course of action, at present, is to disclose that 0% of the Fund's investments are in environmentally sustainable economic activities for the purposes of the Taxonomy Regulation.

The Manager (in conjunction with the Investment Manager) remains committed to complying with the Taxonomy Regulation and is keeping this situation under active review. When the requirements of the Taxonomy Regulation (as outlined in the regulatory technical standards) are finalised and sufficiently reliable, timely and verifiable data on the Fund's investments become available, the Manager (in conjunction with the Investment Manager) will provide further detail on the extent to which the Fund's investments qualify as environmentally sustainable economic activities, in which case this Supplement will be updated. Investors should also note that the "do no significant harm" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities.

INVESTMENT RESTRICTIONS

The Fund's assets are invested in accordance with the investment restrictions imposed under the UCITS Regulations and summarised in the Investment Restrictions section of the Prospectus.

In addition, the Fund may acquire no more than 10% of the voting shares of any single issuer.

The Management Company may at its absolute discretion from time to time impose such further investment restrictions as shall be compatible with or in the interest of the Shareholders, in order to comply with the laws and regulations of the countries where Shareholders are located, subject always to compliance with the UCITS Regulations and the general principle of diversification of the Fund's assets.

The investment restrictions are deemed to apply at the time of purchase of the investments. If such limits are exceeded for reasons beyond the control of the Fund, or as a result of the exercise of subscription rights, the Fund must adopt, as a priority objective, the remedying of the situation, taking due account of the interests of Shareholders. In the event the investment restrictions of the Fund are amended, notice will be given to Shareholders prior to the implementation of any such changes to enable Shareholders to redeem their Shares prior to implementation of these changes.

ERISA-RELATED RESTRICTIONS

As noted below in “ERISA and Other Benefit Plan Matters”, the Fund may, at various times, be deemed to hold plan assets subject to Title I of ERISA and/or Section 4975 of the Code. During these periods, and notwithstanding anything to the contrary in the Prospectus or elsewhere in this Supplement, the activities of the Fund and the management thereof by the Directors, the Management Company and the Investment Manager will be subject to the following restrictions:

(i) No exculpation or indemnification of any person under the Articles, the Management Agreement or the Investment Management Agreement will be permitted to the extent such exculpation or indemnification would be inconsistent with the requirements of Title I of ERISA.

(ii) Any “soft dollar” arrangements entered into by the Investment Manager will be limited to obtaining research and brokerage services that constitute research and brokerage within the meaning of Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended.

(iii) The Fund will not engage in any principal transactions with the Directors, the Management Company, the Investment Manager or their affiliates and the Fund will not engage in cross trades with other clients of the Investment Manager.

(iv) No Director will vote in respect of any contract or arrangement or any proposal whatsoever in which he has a material interest, regardless of whether or not that interest has been disclosed.

(v) Save where the appointment of the Investment Manager is terminated in accordance with the provisions of the Investment Management Agreement, the Management Company will not appoint any person other than the Investment Manager to manage the assets of the Fund except with the unanimous consent of the Shareholders of the Fund and in accordance with the requirements of the Central Bank.

All Shareholders, regardless of their status under ERISA should review restrictions (i) through (v) above, as they apply to the Fund as a whole and not solely with respect to Shareholders subject to ERISA and/or Section 4975 of the Code.

INVESTMENT RISKS

Please see the Prospectus under the heading “Investment Risks” for a list of further risks inherent in investing in the Fund. Below are some of the risks of investing in the Fund.

Emerging Markets

The Fund may invest a portion of its assets in markets which investors generally consider to be emerging markets. Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or securities markets. Such risks may include (i) increased risk of nationalisation or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity and smaller capitalisation of securities markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on repatriation of invested capital and on the ability to exchange local currencies for US Dollars; (viii) increased likelihood of governmental involvement in and control over the economies; (ix) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the securities markets; (xii) longer settlement periods for securities transactions and less reliable clearance and custody arrangements; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and (xiv) certain considerations regarding the maintenance of Fund securities and cash with non-U.S. brokers and securities depositories.

Emerging Market Debt Securities

A significant portion of the Fund's assets may be invested in emerging market debt securities, including short-term and long-term securities denominated in various currencies, which are unrated or rated in the lower rating categories by the various credit rating agencies. These securities are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally subject to greater risk than securities with higher credit ratings in the case of deterioration of general economic conditions. Additionally, evaluating credit risk for non-U.S. debt securities involves great uncertainty because credit rating agencies throughout the world have different standards, making comparisons across countries difficult. Because investors generally perceive that there are greater risks associated with lower-rated securities, the yields or prices of such securities may tend to fluctuate more than those for higher-rated securities. The market for emerging market debt securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which securities are sold. In addition, adverse publicity and investor perceptions about emerging market debt securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such securities.

The sovereign debt obligations in which the Fund may invest in many cases pertain to countries that are among the world's largest debtors to commercial banks, foreign governments, international financial organisations and other financial institutions. In recent years, the governments of some of these countries have encountered difficulties in servicing their external debt obligations, which led to defaults on certain obligations and the restructuring of certain indebtedness. The Fund may have limited legal recourse in the event of a default with respect to certain sovereign debt obligations it holds. For example, remedies from defaults on certain sovereign debt obligations, unlike those on private debt, must, in some cases, be pursued in the courts of the defaulting party itself or may even be precluded (or limited) under principles of sovereign immunity.

Custody Risk – Russia

There may be some investment in Russian markets, including the Moscow International Currency Exchange, the Russian Trading System (RTS) 1 and/or the Russian Trading System (RTS) 2. There are significant risks inherent in investing in Russian securities in particular with the share registration system. Equity securities in Russia are issued only in book entry form and ownership records are

maintained by registrars who are under contract with the issuers. In order to register an interest of a Fund's shares, an individual must travel to the company's registrar and open an account with the registrar. The individual will be provided with an extract of the share register detailing his interests, but the only document recognised as conclusive evidence of title is the register itself. Although a Russian subcustodian will maintain copies of the registrars records ("Share Extracts") on its premises, such Share Extracts, may not be legally sufficient to establish ownership of securities. The Russian subcustodian may conclude registrar contracts with a number of issuers and the Fund will ensure that no dealings are entered into on its behalf in respect of securities of issuers with which the Russian subcustodian has not previously concluded registrar contracts.

Registrars are not subject to effective government supervision. There is a possibility that the Fund could lose its registration through fraud, negligence, oversight or catastrophe such as a fire. Registrars are not required to maintain insurance against these occurrences and are unlikely to have sufficient assets to compensate the Fund in the event of loss. In other circumstances, such as the insolvency of a sub-custodian or registrar or retroactive application of legislation, the Fund may not be able to establish title to investments made and may suffer loss as a result. In such circumstances, the Fund may find it impossible to enforce its right against third parties. None of the Company, the Investment Manager, the Depositary nor any of their agents make any representation or warranty in respect of, or in guarantee of, the operations or performance of any registrar.

Political and Economic Risk – Russia

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

Exchange Fluctuations and Currency Hedging

The Net Asset Value per Share of the Class A Shares will be quoted in Euro, the Net Asset Value per Share of the Class D Shares and Class E Shares will be quoted in Pound Sterling, the Net Asset Value per Share of the Class C Shares will be quoted in U.S. Dollars and the Net Asset Value per Share of the Class F Shares will be quoted in Danish Krone. However, the Investment Manager may make investments in a wide range of currencies. There are special risks associated with international investing, including currency exchange rate fluctuations, conversion risks and other economic, political and social risks, as well as the lesser degree of public information required to be provided by many non-U.S. companies. The value of each non-Base Currency Share Class as expressed in the currency of that Class will be subject to FX fluctuation risk in relation to the Base Currency.

Investors should note that the non-Base Currency Share Classes will not be hedged back to the Base Currency.

The Investment Manager may hedge the currency exposure arising from the Fund's investments in assets denominated in currencies other than the Base Currency but currently does not intend to do so.

Hedging involves special risks including the possible default by the counterparty to the transaction, illiquidity of the FX agreement in the event the need arises to close the FX agreement before its forward date, and the risk of error in establishing the Hedging Transaction. Hedging involves costs and liabilities which will be borne for the Fund. With regard to the risk of failure or default by the counterparty to such a transaction, the Fund will have contractual remedies pursuant to the agreements related to the transaction (which may or may not be meaningful depending on the financial position of the defaulting counterparty). Where it enters into such FX hedging, the Investment Manager will seek to minimize the Fund's counterparty risk through the selection of financial institutions and types of transactions employed. However, the Fund's operational mechanisms may involve counterparty and other risk elements that may create unforeseen exposures.

It is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-Base Currency currencies because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. To the extent unhedged, the value of the Fund's assets will fluctuate with Base Currency exchange rates as well as the price changes of the Fund's investments in the various local markets and currencies. Thus, an increase in the value of the Base Currency compared to the other currencies in which the Company makes its investments will reduce the effect of increases and magnify the effect of decreases in the prices of the Fund's securities in their local markets. Conversely, a decrease in the value of the Base Currency will have the opposite effect on the Fund's non- Base Currency securities. The Investment Manager also may use forward contracts to hedge against currency fluctuations, but does not currently intend to do so. There can be no assurance that such hedging transactions will be effective, and such techniques entail costs and additional risks.

ERISA Risks

It is anticipated that, at various times, the assets of the Fund may be deemed to be "plan assets" subject to Title I of ERISA and/or Section 4975 of the Code. During these periods, the Investment Manager will be a fiduciary with respect to plans or accounts subject to Title I of ERISA and/or Section 4975 of the Code investing in the Fund directly or indirectly through a "benefit plan investor" as defined by Section 3(42) of ERISA and will be prohibited from causing the Fund to engage in certain transactions. While the Investment Manager believes that it can effect the Fund's investment strategies utilizing various statutory and class exemptions to ERISA's prohibited transaction regime, there may be particular transactions which ERISA and/or the Code will prevent the Fund from entering into or investments which the Fund must sell before it might otherwise do so.

Sustainability Risks

The SFDR defines sustainability risk as an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Investment Manager has assessed and continues to assess on an ongoing basis the impact of sustainability risk on the performance of the Fund. In order to assist it in managing these risks and seeking to mitigate the potential for adverse impacts on the Fund, the Investment Manager has established a framework for sustainable investing, with the intention of strengthening long-term returns, through the application of the ESG factors to all investments as set out above.

Assessment of sustainability risks can be complex and require subjective judgement, which may be based on data which is difficult to obtain, incomplete, estimated, out of date or otherwise materially inaccurate. Even when identified, there can be no guarantee that the methodology and models used to analyze the data/information will correctly assess the impact of sustainability risks on the Fund's investments. Sustainability risks that may impact investments include, but are not limited to:

- (i) changes in ESG related laws or regulations that can subject a company to possible fines, sanctions, or elevated costs to achieve compliance;
- (ii) changes in laws or regulations that incentivize a company to provide misleading information about its ESG standards or activities; and
- (iii) reputational damage caused by failure to comply with environmental, social or governance standards may give rise to a fall in demand for a business' products and services, or the loss of future opportunities for that business

Further, sustainability risk factors are often broken out into environmental, social and governance topics. Common examples include:

Environmental

- Impact on climate change
- Loss of biodiversity

- Pollution of water and other marine resources
- Impact of environmental pollution

Social

- Failure to comply with international standards for child or forced labour, or workplace discrimination
- Absence of adequate health and safety protections in workplaces, poor product safety standards and lack of adequate training
- Bias in remuneration or other working conditions, absence of diversity
- Restriction of trade union activities and other basic freedoms
- Failure to reflect the interests of communities in which businesses operate
- Lack of sufficient data and IT security measures
- Board composition that lacks sufficient independence and tenure

Corporate Governance

- Abusive tax practices
- Lack of anti-corruption measures
- Lack of consideration of sustainability risks by management
- Management remuneration focused on short term goals
- Failure to apply equivalent standards to affiliates or entities in supply chain
- Absence of protections for whistle-blowers
- Failure to vindicate employee rights

The failure to operate in accordance with ESG criteria can lead to an issuer being excluded from the Fund's portfolio. The Investment Manager believes that sustainability risks can lead to a deterioration in the financial profile, profitability or reputation of an underlying investment and thus may impact its market price or liquidity. The Investment Manager believes that sustainability and ESG issues impact investment value and that better long-term investment outcomes can be achieved through the incorporation of positive ESG factors. However, there is no guarantee that sustainable investing will ensure better returns. In particular, by limiting the range of investable assets of the Fund to investments in this manner, the Investment Manager may or may not forego the opportunity to invest in securities which otherwise may outperform over time. The Investment Manager believes a company's ESG practices are fundamental in maintaining a competitive advantage by strengthening operational metrics and lowering the cost of capital. It also believes that best in class corporate ESG policies generate a positive impact on society and improve the long-term sustainability of returns. Sustainability risks are deemed relevant factors for all investments of the Fund. The extent to which any given sustainability risk may affect a current or prospective investment is determined through a combination of quantitative and qualitative analysis.

Further details in relation to the above matters may be included in future updates to this Supplement to the extent required by any future regulatory technical standards to be published by the EU Commission in accordance with the procedures set out in Article 8(3) of SFDR. Further information in relation to the Investment Manager's approach to sustainable investment may be found on the Investment Manager's website at www.gwkinvest.com.

In accordance with the discretion granted pursuant to Article 4(1)(b) of SFDR, the Investment Manager does not currently consider the adverse impacts of investment decisions on sustainability factors in respect of the Fund or issue a statement on its website in relation to the due diligence policies with respect to those impacts. This is pending the adoption of final regulatory technical standards by the European Commission pursuant to Article 4(6) of SFDR, which shall set out detailed requirements in relation to the content, methodologies and presentation of information in respect of sustainability indicators in relation to adverse impacts on the climate and other environment-related adverse impacts. Following the adoption and coming into force of such regulatory technical standards, currently expected to be from 1 January 2022, the Investment Manager will reconsider its position in relation to the publication of adverse impacts and, if it determines to provide such information, this Supplement and the Investment Manager's website shall be updated accordingly.

SUBSCRIPTIONS

Under the Articles, the Directors are given authority to effect the issue of Shares and have absolute discretion to accept or reject in whole or in part any Subscription Form for Shares.

The Directors may issue Shares of any Class and, on prior notice to and with clearance from the Central Bank, create new Classes of Shares on such terms as they may from time to time determine. Shares of any particular Class may accommodate different currencies, currency hedging arrangements, subscription and/or redemption dates, dividend provisions, charges, and/or fee arrangements.

The Directors have authorised the issuance of five Classes of Shares for the Fund, designated as Class A Shares, Class C Shares, Class D Shares, Class E Shares and Class F Shares.

The minimum initial subscription amount is set out below. The Investment Manager may from time to time, and with the prior approval of the Administrator, waive or reduce these amounts in its sole discretion in respect of any particular Shareholder or in general. The amounts specified below are in the relevant Class Currency. The Directors or the Management Company may determine to apply different minimum initial subscription requirements for particular Classes of Shares

Share Class Description	Class Currency	ISIN	Accumulating/ Distributing	Minimum Initial Subscription
Class A	Euro	IE00B3ZQZ754	Accumulating	€2 million
Class C	U.S. Dollar	IE00B3MY3V24	Accumulating	\$2 million
Class D	Pound Sterling	IE00B682LX92	Accumulating	£2 million
Class E	Pound Sterling	IE00B4MD2T70	Accumulating	£2 million
Class F	Danish Krone	IE00BK749N07	Accumulating	DKK15 million

Class E Shares were previously issued and have been fully redeemed. Class E Shares will be available from 9:00 am (Irish time) on 2 July 2021 to 5:00 pm (Irish time) on 14 June 2022 (the “**Closing Date**”) or such earlier or later date as the Directors may determine and notify to the Central Bank at an offer price of £1,000.

Class A Shares, Class C Shares, Class D Shares, Class F Shares will be issued at their Net Asset Value per Share on each Dealing Day. Following the Closing Date, Class E Shares will be issued at their Net Asset Value per Share on each Dealing Day.

The subscription proceeds must be paid to such account as may be designated by the Administrator no later than three Business Days following the Valuation Day.

At the discretion of the Directors or the Management Company, subscriptions for Shares in the Company may be accepted by each Dealing Deadline for the relevant Dealing Day provided the Subscription Form is received by the Administrator before the Dealing Deadline.

Class A Shares, Class C Shares, Class D Shares and Class F Shares are generally available for subscription to clients of the Investment Manager and its affiliates. Class E Shares are generally available for subscription to clients of the Investment Manager or its affiliates pursuant to an investment management agreement. **The Subscription Form contains a Declaration of residence in a form required by the Irish Revenue Commissioners. Failure to forward the original Subscription Form by post will result in the Company being treated by the Irish Revenue Commissioners as not having received a valid Declaration. The consequence of this for the Shareholder is that the Company will be obliged to withhold tax (in relation to any gain made on the Shareholder’s account) on any payments made to that Shareholder as if the Shareholder were an Irish resident non-Exempt Investor. Full details of the rates at which tax would be withheld are contained under the heading “Taxation - Irish Resident Non-Exempt**

Investors” in the Prospectus. Investors are therefore advised to forward original Subscription Forms by post as soon as possible following submission of a faxed Subscription Form.

Prior to an initial application for Shares being made, an account must be opened with the Administrator. In order to open an account, an account opening form together with all required supporting documentation including in relation to anti-money laundering due diligence checks must be submitted to, reviewed and accepted by the Administrator. An original, signed account opening form together with all required supporting documentation must be returned by post or fax (with the original form to follow by post) to the Administrator’s address. Once received, duly assessed and processed by the Administrator, the Administrator will provide confirmation of the account number to the authorised contact(s), following which dealing instructions may be placed. Subscription instructions and proceeds must not be forwarded until the account number is confirmed by the Administrator (which may take up to five (5) Business Days). Any subscription deal received as part of the account opening form will be rejected. Incomplete account opening forms (including where compulsory information and/or anti-money laundering verification documents have not been provided in advance) will be rejected and any subscription monies will be returned.

Once the Administrator has provided confirmation of the account number, an application for Shares may be submitted by completing the Subscription Form which may be submitted by electronic means or by facsimile to the Administrator prior to the Dealing Deadline. The account number must be specified on all Subscription Forms.

It shall not be necessary for the Administrator to subsequently receive the original Subscription Form, subject always to the requirements of the Central Bank. Any applications submitted by electronic means must be in a form and method agreed by the Directors and the Administrator.

Amendments to a Shareholder’s registration details and payment instructions will only be made following receipt of written instructions and appropriate original documentation from the relevant Shareholder.

Applications will be irrevocable unless the Directors, or a delegate, otherwise agree. The account opening form and/or Subscription Form contain certain conditions regarding the application procedure for Shares in the Company and certain indemnities in favour of the Company, the Management Company, the relevant Fund, the Administrator, the Depositary and the other Shareholders for any loss suffered by them as a result of certain applicants acquiring or holding Shares.

Subsequent subscriptions (*i.e.* subsequent to an initial subscription for Shares within a Fund) may be made by submitting an additional subscription request to the Administrator in writing, by fax, by electronic means, or such other means in accordance with the requirements of the Central Bank and as agreed with the Administrator.

Subject to the above, in order to receive Shares at the Net Asset Value per Share as of any particular Dealing Day, the Subscription Form must be received no later than the Dealing Deadline or such later time as any Director or the Management Company may from time to time permit provided that applications will not be accepted after the Valuation Point. Applications received after such time will be held over until the following Dealing Day. Subscription monies must be received in cleared funds no later than three Business Days following the Valuation Day. Where the applicant is an existing Shareholder a repeat Subscription Form may be used. The repeat Subscription Form must be received no later than the Dealing Deadline or such later time as any Director or the Management Company may from time to time permit provided that applications will not be accepted after the Valuation Point. Where however, the Administrator has received a duly completed Subscription Form or repeat Subscription Form by the Dealing Deadline (and the Administrator may waive this requirement provided that the relevant Subscription Form is received before the Valuation Point) but the Administrator has not received the cleared subscription monies within three Business Days of the Dealing Day, the Company or the Management Company may, in exceptional circumstances, in its sole discretion, accept the subscription provided the cleared subscription monies are received within a reasonable period, as determined by the Directors or the Management Company, of the Dealing Day. If subscription monies are not received by the Administrator by such time but, pursuant to the above discretion, Shares are provisionally allotted, the Company may temporarily borrow, subject to the UCITS regulations, an amount equal to the subscription monies and invest such monies in

accordance with the investment objectives and policies of the Company. Once the subscription monies are received, the Company will use such subscription monies to repay the relevant borrowings and reserves the right to charge that investor interest on such outstanding subscription monies at normal commercial rates. In addition the Company and the Management Company reserves the right to cancel the provisional allotment of Shares in those circumstances. In addition, the investor shall indemnify the Company and the Management Company for any loss suffered by the Company or the Management Company as a result of the investor's failure to transmit the subscription monies in a timely fashion.

To be entered on the register of Shareholders, investors must certify in writing that they are aware of that inherent in the investment is the potential to lose all of the sum invested.

The Fund may issue fractional Shares (rounded to the nearest three decimal places).

Subscriptions for Shares must be in Euro for Class A Shares, Pounds Sterling for Class D Shares and Class E Shares, U.S. Dollars for Class C Shares, Danish Krone for Class F Shares, unless the Directors otherwise agree to accept subscriptions in any freely convertible currency approved by the Administrator, in which case such subscriptions will be converted at the prevailing exchange rate into the relevant currency available to the Administrator and the cost of conversion will be deducted from the subscription monies. Subscription monies will be held in a non-interest bearing account.

Subscriptions for Shares should be made by electronic transfer to the account specified in the Subscription Form.

A written confirmation of ownership will be sent to applicants within one Business Day of the Valuation Day upon acceptance of the application, determination of the Net Asset Value per Share and receipt by the Administrator of all additionally required documentation, including verification documentation. The confirmation will provide full details of the transaction and a Shareholder number. The Shareholder number should be used for all future dealings with the Fund and the Administrator.

Shares are issued in registered but uncertificated form. Share certificates will not be issued. The number of Shares issued will be rounded to three decimal places and any surplus money will be credited to the Fund.

Measures aimed towards the prevention of money laundering may require a detailed verification of the applicant's identity, address and source of funds. Depending on the circumstances of each application, a detailed verification of source of funds might not be required where (i) the applicant makes the payment from an account held in the applicant's name at a recognised financial institution or (ii) the application is made through a recognised Intermediary accompanied by appropriate letters of assurance. These exceptions will only apply if the financial institution or Intermediary referred to above is within a country recognised by Ireland as having equivalent anti-money laundering regulations. The Company and the Management Company (and the Administrator acting on behalf of the Company) reserves the right to request such information as is necessary to verify the identity of an applicant.

Shares will generally not be issued or transferred to any U.S. Person, except that the Board of Directors may authorise the purchase by, or transfer of Shares to, a U.S. Person provided that: (i) such purchase or transfer does not result in a violation of the 1933 Act or the securities laws of any of the States of the US; (ii) such purchase or transfer will not require the Company to register under the Investment Company Act; and (iii) such purchase or transfer will not result in any adverse tax consequences to the Company or the Shareholders. Each applicant for Shares who is a U.S. Person will be required to provide such representations, warranties or documentation as may be required to ensure that these requirements are met prior to the issue of Shares.

Applications for Shares received during any period when the issue or valuation of Shares has been temporarily suspended in the circumstances described in the Prospectus under "Determination and Publication and Temporary Suspension of Net Asset Value" will not be dealt with until dealings have recommenced. Such applications will be dealt with on the next Dealing Day after dealings have recommenced, unless such application has been withdrawn during the period of suspension of dealings.

The Directors or the Management Company reserve the right to reject an application in whole or in part for Shares for any reason, in which event the application monies or any balance thereof will be returned to the applicant by transfer to the applicant's account or by post at the applicant's risk.

The Fund may charge a subscription fee as set out in the section headed "Fees and Expenses" below.

The Articles contain special provisions where the Company may receive Investments from an applicant for Shares and to hold such Investments or to sell, dispose of or otherwise convert such Investments into cash and to apply such cash (net of any expenses incurred in the conversion) for the purpose of allotting and issuing Shares in the Company. The Directors may in their absolute discretion allot and issue Shares in the Fund in consideration for, or on terms providing for settlement to be made by, the vesting in the Depositary of any Investments provided that the Directors are satisfied that:

- (a) the number of Shares to be issued will not be more than the number which would have been issued for settlement in cash having valued the Investments to be exchanged;
- (b) all fiscal duties and charges arising in connection with the vesting of such Investments in the Depositary are paid by the person to whom the Shares are to be issued or, at the discretion of the Directors, partly by such person and partly out of the assets of the Fund;
- (c) the Depositary is satisfied that the terms of such exchange shall not materially prejudice the Shareholders; and
- (d) the nature of the assets to be transferred would qualify as investments in accordance with the investment objectives, policies and restrictions of the Fund; and
- (e) the Investments have been vested in the Depositary or its sub-custodian, nominee or agent.

REDEMPTIONS, TRANSFER AND EXCHANGE OF SHARES

Redemption of Shares

Shareholders may request the Fund to redeem their Shares on and with effect from any Dealing Day (except where dealings have been suspended in the circumstances described under "Determination and Publication and Temporary Suspension of Net Asset Value" of the Prospectus) at the Net Asset Value per Share on the Dealing Day less any applicable duties and charges.

Redemption requests should be made on the Redemption Request Form which is available from the Administrator and/or distributor. A Redemption Request Form should be signed and sent by fax, by electronic means, or such other means in accordance with the requirements of the Central Bank and as agreed with the Administrator, so as to arrive at the Administrator's address no later than the Dealing Deadline, or such later time as any Director or the Management Company may from time to time permit provided that Redemption Request Forms will not be accepted after the Valuation Point. The address for the Administrator is as shown in the Directory in the Prospectus. Redemption proceeds will only be paid into the account specified on the Subscription Form.

The Fund may charge a redemption fee as set out in the section headed "Fees and Expenses" below.

If outstanding redemption requests from all holders of Shares on any Dealing Day total in aggregate more than 10% of all the Shares in issue on such Dealing Day, the Directors shall be entitled at their discretion to refuse to redeem such excess number of Shares in issue on that Dealing Day in respect of which redemption requests have been received as the Directors shall determine. If the Directors refuse to redeem Shares for this reason, the requests for redemption on such date shall be reduced rateably and the Shares to which each request relates which are not redeemed shall be redeemed on each subsequent Dealing Day subject to the provisions of the Articles and such Shares shall be redeemed rateably to any Shares to be redeemed on that Dealing Day. A Shareholder may withdraw his redemption request by notice in writing to the Administrator if the Directors exercise their discretion to refuse to redeem any Shares to which the request relates.

Requests for redemption which have been carried forward from an earlier Dealing Day pursuant to the Articles shall (subject always to the foregoing limits) be redeemed rateably to any Shares to be redeemed on that Dealing Day.

The Fund may redeem all of the Shares of any Class in issue if the Shareholders in that Class pass a Special Resolution providing for such redemption at a general meeting of the holders of the Shares of that Class, or if the redemption of the Shares in that Class is approved by a resolution in writing signed by all of the holders of the Shares in that Class or if the Net Asset Value of the Class falls below such amount as specified below. Shares will be redeemed at the Net Asset Value per Share on the relevant Dealing Day less such sums as the Directors in their absolute discretion may from time to time determine as an appropriate provision for duties and charges in relation to the realisation or cancellation of the Shares to be redeemed.

Redemption requests may not be withdrawn without the consent of the Company except when the redemption of Shares has been temporarily suspended in the circumstances described under the section entitled "Determination and Publication and Temporary Suspension of Net Asset Value" of the Prospectus.

Redemption proceeds will be paid only after receipt of all documentation required by the Fund (including any documents in connection with anti-money laundering procedures) and after all anti-money laundering procedures have been completed. Further, the Company or the Management Company may at its absolute discretion refuse to satisfy a redemption request or make any other payment to a Shareholder or at the direction of a Shareholder if such payment would result in a breach of the guidelines in operation from time to time in relation to the detection and prevention of money-laundering.

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day. Subject to the foregoing, redemption proceeds will be paid by telegraphic transfer to the Shareholder's account specified in the Subscription Form within three Business Days of the relevant Dealing Day. Redemption proceeds will not be paid into any bank account other than that specified in the Subscription Form. Third party payments will not be made. Redemption proceeds generally will not be paid in any other currency other than the currency of denomination of the relevant Class. However, the Directors or the Management Company, in their discretion, may permit redemption proceeds to be paid in a currency other than the currency of denomination of the relevant Class as at the exchange rate applicable on the relevant redemption date. In this regard the redeeming Shareholder and not the Fund will bear the risk of any currency movements during this interim period.

Holders of Shares in the Fund are required to notify the Company immediately when, at any time following their initial subscription for Shares in the Fund, they become U.S. Persons or Irish Residents or cease to be Exempt Investors and in respect of which the Declaration made on their behalf is no longer valid. Shareholders are also required to notify the Company immediately in the event that they hold Shares for the account or benefit of U.S. Persons or Irish Residents or Irish Residents who cease to be Exempt Investors and in respect of which the Declaration made on their behalf is no longer valid or where they hold Shares in the Fund in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax or fiscal consequences for the Fund or its Shareholders.

Where the Directors become aware that a Shareholder in the Company is holding Shares in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax or fiscal consequences for the Fund or its Shareholders, the Directors may: (i) direct such Shareholder to dispose of the relevant Shares to a person who is qualified or entitled to own or hold such Shares; or (ii) redeem the relevant Shares at the Net Asset Value of the Shares as at the Dealing Day immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Under the Articles, any person who becomes aware that he is holding Shares in contravention of any of the above provisions and who fails to transfer, or deliver for redemption, his Shares if so directed by the Directors pursuant to the above provisions or who fails to make the appropriate notification to the Company is obliged to indemnify and hold harmless each of the Directors, the Fund, the Administrator, the Depositary, the Investment Manager, and the Shareholders of the Fund (each an "Indemnified Party") from any claims, demands, proceedings, liabilities, damages, losses, costs and expenses directly or indirectly suffered or incurred by such Indemnified Party arising out of or in connection with the failure of such person to comply with his obligations pursuant to any of the above provisions.

Where satisfaction of a redemption request would result in a Shareholder holding a number of Shares in the Fund less than or with a value less than \$1,000 (or its foreign currency equivalent), the Directors shall be entitled, at their discretion, to treat the application for redemption as an application for the redemption of all of that Shareholder's Shares in the Fund, unless the Directors otherwise determine.

The Articles contain special provisions where a redemption request received from a Shareholder would result in Shares representing more than 5% of the Net Asset Value of any Fund being redeemed by the Company on any Dealing Day. In such a case, the Company at its discretion may satisfy the redemption request by a distribution of investments of the relevant Fund *in specie* provided that such a distribution would not be prejudicial to the interests of the remaining Shareholders of that Fund and has been approved by the Depositary. Where the Shareholder requesting such redemption receives notice of the Company's intention to elect to satisfy the redemption request by such a distribution of assets, that Shareholder may require the Company instead of transferring those assets to arrange for their sale and the payment of the proceeds of sale to that Shareholder less any costs incurred in connection with such sale. Where a redemption request represents less than 5% of the Net Asset Value of any Fund, this may be satisfied by a distribution of investments of the relevant Fund *in specie* with the consent of the redeeming Shareholder and the approval of the Depositary.

The Fund may also compulsorily redeem all Shares in issue or deemed to be in issue if at any time the Net Asset Value of the Fund, notwithstanding the Prospectus, falls below:

- (i) prior to 1 January 2022, €20 million on any Valuation Day;
- (ii) from 1 January 2022 onwards, US\$20,000,000 on any Valuation Day.

Transfers of Shares

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors or the Management Company from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by, or on behalf of (for example, under power of attorney or as agent for), the transferor. The Directors or the Management Company may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors or the Management Company may reasonably require, accompanied by such other evidence as the Directors or the Management Company may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed an Subscription Form to the satisfaction of the Directors or the Management Company.

Shares are freely transferable except that the Directors may decline to register a transfer of Shares (a) if the transfer is in breach of US securities laws; (b) if in the opinion of the Directors or the Management Company the transfer would be unlawful or result or be likely to result in any adverse regulatory, tax or fiscal consequences or material administrative disadvantage to the Company or the Shareholders; (c) in the absence of satisfactory evidence of the transferee's identity or (d) where the Company is required to redeem appropriate or cancel such number of Shares as are required to meet the appropriate tax of the Shareholder on such transfer. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors or the Management Company may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of the transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed "Taxation" in the Prospectus.

Exchanging Shares

Shareholders may convert their Shares into Shares of any other Fund. In the case of a Fund exchange, an exchange will be effected as a redemption from the old Fund and a subsequent subscription to the new Fund in accordance with the settlement practices outlined in this Supplement. Exchanges of Shares will be effected at the Net Asset Value per Share of the original Shares and of the new Shares in accordance with the Articles as of the Dealing Day on which the exchange instruction is received by the Administrator on behalf of the Company, or if the instruction is received after the Dealing Deadline, as of the next Dealing Day.

A transaction fee, which may not exceed 1% of the Net Asset Value of Shares of the Fund so converted, may be payable to the new Fund on an exchange of Shares between the Fund and the new Fund if there is a fee for subscription for the new Fund. Exchanges of Shares between Funds whose base currencies are not the same will be facilitated by the Administrator. The investor will bear the risks and costs of the foreign exchange transaction.

The Company or the Management Company may in its absolute discretion refuse a request for an exchange of Shares.

ERISA AND OTHER BENEFIT PLAN CONSIDERATIONS

The following summary of certain aspects of laws affecting retirement plan investments, all of which are subject to change. This summary is general in nature and does not address every issue that may be applicable to the Fund or a potential investor that becomes or is considering becoming an investor in the Fund. Accordingly, each prospective investor should consult with its own counsel.

The Fund may accept subscriptions from “benefit plan investors” as that term is defined by Section 3(42) of ERISA, as well as subscriptions from plans maintained by governmental entities, churches and non-U.S. companies. It is anticipated that, at various times, participation by benefit plan investors in the Fund may be significant and result in the Fund’s assets being subject to Title I of ERISA and/or Section 4975 of the Code.

Certain duties, obligations and responsibilities are imposed on persons who serve as fiduciaries with respect to employee benefit plans or accounts; for example, ERISA and the Code prohibit acts of fiduciary self-dealing and certain transactions between a “plan” and “parties in interest” or “disqualified persons” (as such terms are defined in ERISA and the Code). In the Fund’s Subscription Form, each Plan investor will be required to represent that the person who is making the decision to invest in the Fund (its “Fiduciary”) is independent and has not relied on any advice from the Fund, the Investment Manager, the Directors, any placement agent associated with the Fund, or any of their affiliates with respect to the investment in the Fund. Fiduciaries will also be asked to determine (i) that the investment in the Fund is prudent, (ii) that the structure, incentives and operation of the fee arrangements have been adequately disclosed, further the interests of the investor and provide reasonable compensation to the Investment Manager, (iii) that the calculation of the net asset value of the Shares as described in the Prospectus and in this Supplement represents the fair market value of the Shares; (iv) that the investor’s current and anticipated liquidity needs will be met, given the limited rights to redeem or transfer the Shares, (v) that the investment will permit the investor’s overall portfolio to remain adequately diversified, (vi) that the investment in the Fund and the investment program described in the Prospectus and in this Supplement are permitted under the laws, rules and documents governing the investor and (vii) with respect to any plans maintained by governmental entities, churches and non-U.S. companies, that their investment will not subject the Fund’s assets to Similar Law or that by complying with the provisions of ERISA during any period when participation in the Fund by benefit plan investors is “significant” within the meaning of the Plan Asset Regulations, the Investment Manager will also have complied with any applicable Similar Law. Accordingly, Fiduciaries should consult their own investment advisors and their own legal counsel regarding the investment in the Fund and its consequences under applicable law, including ERISA, the Code and any Similar Law.

As described in the Prospectus, the underlying assets of the Fund will be deemed to be plan assets if participation by benefit plan investors in the Fund equals or exceeds 25% or more of any class of equity interests, excluding from this calculation any non-benefit plan investor interests held by the Investment Manager and certain affiliated persons and entities (the “25% Threshold”). The 25% Threshold is mechanical and is calculated after each contribution or redemption of any equity interest. The Investment Manager anticipates that participation by benefit plan investors in the Fund may, at various times, equal or exceed the 25% Threshold. During these periods, the Investment Manager will be a fiduciary to each ERISA Plan investing in the Fund directly or indirectly through a benefit plan investor. ERISA provides that a Fiduciary may delegate its fiduciary duties (other than trustee duties) to “investment managers” (as defined in Section 3(38) of ERISA). The Investment Manager meets the requirements to be an investment manager: it is registered as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended, and the Investment Manager acknowledges its status as a fiduciary with respect to each ERISA Plan investing in the Fund directly or indirectly through a benefit plan investor during any period when the Fund equals or exceeds the 25% Threshold. Provided the procedures under the ERISA Plan’s documents are followed, the fiduciary authorizing investment and thereby appointing the Investment Manager as an investment manager will not be liable for any fiduciary breaches the Investment Manager may commit, unless the appointing fiduciary knowingly participates in or knowingly conceals the breach. As with any ERISA Plan investment,

fiduciaries must prudently select and monitor the continuing performance of the Investment Manager and will be liable for failing to exercise their fiduciary duties in this regard.

During any period when it is a fiduciary to an ERISA Plan investor, the Investment Manager, under Section 406 of ERISA and Section 4975(c)(1) of the Code, will be prohibited from causing the Fund to engage in certain transactions with "parties in interest" or "disqualified persons". The definitions of the terms "party in interest" and "disqualified person" are substantially similar, and include a Plan's fiduciaries and service providers, the ERISA Plan sponsors and other parties having relationships to such persons. Among the transactions that are prohibited are sales or leasing of property, extensions of credit and the furnishing of services between the Fund and a party in interest or a disqualified person to an ERISA Plan. In addition, ERISA and the Code prohibit fiduciaries from engaging in acts of self-dealing in transactions involving ERISA Plan assets.

In order to enable the Fund to comply with ERISA, the Code and any applicable Similar Law, each Plan investor is required to deliver to the Investment Manager, in writing, all of the information that the Investment Manager may require or request in order to avoid violations of any provisions of ERISA, the Code, or any Similar Law applicable to the investor, and to notify the Investment Manager, promptly and in writing, of any change in the information so furnished.

While the prohibited transaction rules may restrict the Fund from engaging in certain transactions in which it might otherwise engage if it were not subject to such rules, both ERISA and the Code contain various exemptions from the prohibited transaction rules that will permit the Investment Manager to conduct the business of the Fund. Among these prohibited transaction exemptions are an exemption for reasonable arrangements with a party in interest or disqualified person for necessary services, an exemption for transactions with service providers for adequate consideration, an exemption for securities lending transactions and an exemption for qualified professional asset managers ("QPAMs"). The U.S. Department of Labor Prohibited Transaction Exemption 84-14, as amended (the "QPAM Exemption") generally permits transactions with most parties in interest and disqualified persons if such transactions are entered into on behalf of an ERISA Plan investor by a QPAM. The Investment Manager currently meets the requirements to qualify as a QPAM.

If the U.S. Department of Labor or the Internal Revenue Service determines that any transaction entered into by the Fund constitutes a non-exempt prohibited transaction, the party in interest or the disqualified person involved in the transaction would be liable to pay an excise tax and the Investment Manager would be required to correct the prohibited transaction by rescinding the transaction and restoring to the ERISA Plan any loss resulting from such prohibited transaction.

All Plans subject to Title I of ERISA are required to file annual reports (Form 5500) with the U.S. Department of Labor setting forth the fair market value of all Plan assets. Under ERISA's general reporting and disclosure rules, such Plans are required to include information regarding their assets, expenses and liabilities. The Investment Manager will provide any information requested to complete the annual report. Such Plans are also required to make a determination that the Fund-related compensation paid to the Investment Manager or its affiliates is "reasonable" within the meaning of Section 408(b)(2) of ERISA. The regulation at 29 C.F.R. §2550.408b-2 (the "408(b)(2) Regulation") provides that in order for such compensation to be "reasonable", certain prospective disclosures must be made by the Investment Manager to such Plan investors. To facilitate a plan administrator's compliance with these requirements, it is noted that the descriptions of the fees and expenses (including but not limited to any incentive or management fees payable to the Investment Manager) contained in the Prospectus, this Supplement, the Investment Manager's Form ADV, and the Fund's audited financial statements and the notes thereto, are intended to satisfy (i) the alternative reporting option for "eligible indirect compensation" on Schedule C of Form 5500 and (ii) the disclosure requirements of the 408(b)(2) Regulation. The Investment Manager will, upon written request, furnish any other information relating to the Investment Manager's compensation received in connection with the Fund that is required for such Plan investor to comply with the reporting and disclosure requirements of Title I of ERISA and the regulations, forms and schedules issued thereunder. The Investment Manager may, in its sole discretion, elect to utilize the alternative filing method provided for in regulations promulgated by the U.S. Department of Labor with respect to Form 5500, in which case each such Plan investor consents to the disclosure required to be made in such filing.

To protect Plans subject to Title I of ERISA against loss as a result of fiduciary misconduct, Section 412 of ERISA requires that certain Plan fiduciaries be bonded. The Investment Manager intends to comply with the bonding requirements of ERISA.

Section 403(a) of ERISA generally requires that all assets of Plans subject to Title I of ERISA be held in trust; however, while the assets of the Fund may, at various times, be deemed plan assets, the U.S. Department of Labor regulations provide that the holding in trust requirement is satisfied for entities such as the Fund if the indicia of a Plan's ownership of an interest in the Fund is held in trust by the Plan's trustees. Plan investors will be required to represent in the Subscription Form that the Subscription Form represents the investing Plan's indicia of ownership in the Fund for purposes of Section 403(a) of ERISA and that the Subscription Form will be held in trust by the Plan trustee or custodian. The Investment Manager will maintain the indicia of ownership of the Fund's assets within the jurisdiction of the U.S. district courts as required by Section 404(b) of ERISA and the regulations thereunder.

Benefit plans maintained by governmental entities, churches and non-U.S. companies are not subject to Title I of ERISA or Section 4975 of the Code. However, federal, state or local laws or regulations governing the investment and management of the assets of such plans may contain fiduciary and prohibited transaction requirements similar to those under ERISA and the Code discussed above and may include other limitations on permissible investments. Accordingly, fiduciaries of governmental, church and non-U.S. plans, in consultation with their advisors, should consider the requirements of any applicable Similar Law with respect to investments in the Fund, as well as the ERISA fiduciary considerations discussed above. The fiduciary of each prospective governmental, church or non-U.S. plan investor will be required to represent and warrant that the investment in the Fund and the investment program described in the Prospectus and in this Supplement is permissible, has been duly authorized, complies in all respects with applicable Similar Law and that by complying with the provisions of ERISA during any period when participation in the Fund by benefit plan investors is "significant" within the meaning of the Plan Asset Regulations, the Investment Manager will also have complied with any applicable Similar Law.

DIVIDEND POLICY

The Articles empower but do not require the Directors to declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised gains over realised and unrealised losses in respect of investments of the Fund.

At the discretion of the Directors, dividends may be declared and paid in a currency other than the currency of denomination of the relevant Class of Shares at the exchange rate applicable on the relevant distribution date. Any dividend unclaimed after a period of 6 years from the date of declaration of such dividend shall be forfeited and shall revert to the Fund.

It is not intended to pay dividend distributions in respect of the Fund. Accordingly, income and capital gains arising in respect of the Fund will be automatically re-invested in the Fund and reflected in its Net Asset Value per Share.

If provision is made for the Fund to change its dividend policy from an accumulating to a distributing policy, full details of the change in policy will be disclosed in an updated Supplement and all Shareholders will be notified in advance.

FEES AND EXPENSES

Investment Management Fees

The Investment Manager shall be entitled to investment management fees (the 'Investment Management Fee') payable out of the assets of the Fund in relation to the Shares. The Investment Management Fee, accruing daily and payable monthly in arrears shall in the case of the Class A Shares and Class C Shares be an amount equal to 0.083% per month (1% annually) of the Net Asset Value of the Fund. The Investment Management Fee, accruing daily and payable monthly in arrears shall in the case of the Class D Shares be an amount equal to 0.067% per month (0.80% annually) of the Net Asset Value of the Fund. The Investment Management Fee, accruing daily and payable monthly in arrears shall in the case of the Class F Shares be an amount equal to 0.071% per month (0.85% annually) of the Net Asset Value of the Fund.

If the Investment Management Agreement is terminated before a month end, the Investment Manager shall be entitled to receive the Investment Management Fees pro rated to the termination date.

The Investment Manager at its sole discretion may waive or reduce the Investment Management Fee. Further, the Investment Manager may from time to time at its sole discretion and out of its own resources decide to rebate to some or all Shareholders, or to intermediaries, part or all of its fees, without notice to other Shareholders, or to contribute directly towards the expenses of the Fund or of a Class.

The Investment Manager will not charge the Fund an Investment Management Fee with respect to the Class E Shares.

Management Company Fee

The Management Company shall be paid a fee out of the assets of the Fund, calculated and accrued on each Dealing Day and payable monthly in arrears, of an amount up to 0.05% of the Net Asset Value of the Fund (plus VAT, if any), subject to a monthly minimum fee up to €5,000 (plus VAT, if any). The Management Company is also entitled to receive out of the assets of the Fund reasonable and properly vouched expenses.

Redemption Fee

The Company or the Management Company, or their delegate, may, with respect to an investor whose redemption represents ten percent (10%) or more of the Fund's Net Asset Value (determined immediately prior to effecting such redemption), charge a redemption fee of 0.3% of the Net Asset Value of Shares being redeemed. The purpose of such redemption fee is to offset the cost of trading securities and thereby preserve the value of the assets of the Fund. This fee will be paid into the Fund. The Directors or the Management Company, or their delegate, may, having considered the best interests of the Shareholders of the Fund as a whole, differentiate between Shareholders by waiving or reducing the above redemption fee chargeable to certain Shareholders, subject to applicable law.

In addition, to counter frequent trading and market-timing there will be a 2.50% fee charged on Shares redeemed by a Shareholder within 90 days from the date upon which such Shares were issued. This fee will be paid into the Fund. In determining whether such a redemption fee is to be applied to Shares being redeemed, the Company will adopt a first-in first-out approach such that the Shares redeemed will be those which were first subscribed for. This fee may be charged in addition to the 0.3% redemption fee referred to in the preceding paragraph.

Redemption proceeds will be paid net of any applicable redemption fees.

Subscription Fee

The Company or the Management Company, or their delegate, may, with respect to an investor whose subscription represents ten percent (10%) or more of the Fund's Net Asset Value (determined

immediately prior to effecting such subscription), charge a subscription fee of 0.3% of the Net Asset Value of the Shares being subscribed for by the investor. The purpose of such subscription fee is to offset the cost of trading securities and thereby preserve the value of the assets of the Fund. This fee will be paid into the Fund.

The Directors or the Management Company, or their delegate, may, having considered the best interests of the Shareholders of the Fund as a whole, differentiate between Shareholders by waiving or reducing the subscription fee chargeable to certain Shareholders, subject to applicable law.

Where subscription and/or redemption fees are charged, an investment in the Fund should be viewed as medium to long term.

Anti-Dilution Levy

No anti-dilution levy shall be applied in respect of the Fund.

Conversion Fee

A transaction fee, which may not exceed 1% of the Net Asset Value of Shares of the Fund, may be payable on an exchange of Shares between the Fund and another fund if there is a fee for subscription for the new fund. Exchanges of Shares between Funds whose base currencies are not the same will be facilitated by the Administrator. The investor will bear the risks and costs of the foreign exchange transaction.

The other fees and expenses of the Company and the Fund are set out in the Prospectus under the heading “Fees and Expenses”.