

## **STONEHAGE FLEMING GLOBAL BEST IDEAS EQUITY FUND**

**FIRST SUPPLEMENT DATED 20 October, 2023**

**TO THE PROSPECTUS ISSUED FOR STONEHAGE FLEMING POOLED INVESTMENTS (IRELAND) PLC**

This Supplement contains information relating specifically to the Stonehage Fleming Global Best Ideas Equity Fund (the "Fund"), a sub-fund of Stonehage Fleming Pooled Investments (Ireland) plc (the "Company"), an open-ended umbrella fund with segregated liability between Funds authorised by the Central Bank on 9<sup>th</sup> August, 2013 as a UCITS pursuant to the UCITS Regulations.

As at the date of this Supplement there are two other Funds established as sub-funds of the Company, namely, Stonehage Fleming Global Multi-Asset Portfolio and Stonehage Fleming Global Responsible Investment Fund.

**Capitalised terms used, but not defined, in this Supplement have the meanings given to them in the Company's Prospectus dated 15 September, 2023 (the "Prospectus"). This Supplement forms part of and should be read together with and in the context of the Prospectus. The Prospectus is available from the Administrator at its registered office. To the extent that there is any inconsistency between the terms of this Supplement and the Prospectus, this Supplement shall prevail with respect to the Fund.**

The Directors of the Company whose names appear in the Prospectus under the heading "Management and Administration" accept responsibility 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 in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

### **IMPORTANT INFORMATION**

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Investors should read and consider the section of the Prospectus entitled "Risk Factors" before investing in the Fund.**

**There is no guarantee that the Fund will generate sufficient income from its investments in order to discharge fees and expenses incurred and consequently Shareholders and prospective investors should note that all or part of the fees and expenses of the Fund (including management fees) may be charged to the capital of the Fund. If all or part of the fees and expenses of the Fund are charged to the capital of the Fund this would have the effect of lowering the capital value of an investment in the Fund. Capital may be eroded and "income" will be achieved by foregoing the potential for future capital growth. Thus, on redemptions of Shares, Shareholders may not receive back the full amount invested.**

**Investment in the Fund is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account. Any investment in the Fund is subject to fluctuations in value.**

## 1. Definitions

The expressions below shall have the following meanings:

“ADRs”	American depository receipts. ADRs are negotiable certificates that are claims on shares in non-US companies.
“Base Currency”	means US Dollars
“Business Day”	means any day (except Saturday or Sunday) on which banks in Dublin are generally open for business or such other day or days as may be determined by the Directors and notified to Shareholders.
“Dealing Day”	means every Business Day.
“Dealing Deadline”	means 12p.m. Irish time on the Dealing Day.
“GDRs”	Global depository receipts. GDRs are negotiable certificates that are claims on shares in companies traded on their domestic markets. They are traded in global markets and may be issued simultaneously in multiple foreign markets
“Initial Offer Price – Class E Shares”	means US\$100.
“Initial Offer Price – Class F Shares”	means £100.
“Initial Offer Price – Class G Shares”	means US\$100.
“Initial Offer Price – Class H Shares”	means £100.
“Initial Offer Price – Class I Shares”	means €100.
“Initial Offer Price – Class J Shares”	means CHF100.
“Valuation Point”	means 11p.m. Irish time on each Dealing Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

## 2. Share Classes

As at the date of this Supplement, the Company has established the following Classes denominated in the following currencies:

<b>Class</b>	<b>Currency</b>
Class A	USD
Class B	USD
Class C	STG
Class D	STG
Class E	USD
Class F	STG
Class G	USD
Class H	STG
Class I	EUR
Class J	CHF

Each of the Class C Shares, Class D Shares, Class F Shares, Class H Shares, Class I Shares and Class J Shares are Unhedged Share Classes. Any conversion from the designated currency of Class C Shares, Class D Shares, Class F Shares, Class H Shares, Class I Shares and Class J Shares to the Base Currency of the Fund upon subscription, redemption, conversion or otherwise, shall take place at the rate of exchange available to the Administrator. The value of Class C Shares, Class D Shares, Class F Shares, Class H Shares, Class I Shares and Class J Shares will be subject to exchange rate risk in relation to the Base Currency.

The Directors have the power to issue further Classes of Shares upon prior notification to and clearance in advance with the Central Bank.

### *Share Class Restrictions*

Investment in each class of Share shall be restricted to investors who meet certain requirements ("**Share Class Restrictions**") as set out below:

<b>Restrictions</b>	<b>Share Classes</b>
Share classes which may be offered to the retail sector and may be purchased by any individual or institutional investor or distributor, paying agent, broker or other financial intermediary.	Class A, Class B, Class C, Class D, Class I and Class J
Share classes which may be offered to the retail sector and may be purchased by any individual or institutional investor or distributor, paying agent, broker or other financial intermediary or any employee of the Investment Manager.	Class E, Class F,
Share classes which may be offered to investors who are clients of the Investment Manager or its associates and	Class G and Class H

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Share classes which may be offered to the retail sector and may be purchased by any individual or institutional investor or distributor, paying agent, broker or other financial intermediary or any employee of the Investment Manager.	Class E, Class F,
may be subject to minimum account maintenance or other qualification established from time to time by the Investment Manager or its associates.	

### **3. Investment Objective**

The investment objective of the Fund is to achieve long term growth in capital and income by developing a portfolio of equities and equity related instruments issued by or in connection with high quality listed companies from around the world.

### **4. Investment Policy**

The investment strategy set for the Fund is to invest predominantly in equity and equity related securities issued by or in connection with high quality larger capitalisation companies. This may include companies that have operational exposure to emerging markets where the Investment Manager is of the opinion that such companies have a growing profitability in the particular emerging market region. The orientation is to invest primarily for increasing dividend growth rather than for the low value of the security. Direct exposures to equity and equity related securities issued by companies that operate in emerging markets will also be considered.

In seeking to achieve its investment objective the Fund will pursue a long term, long only approach to investing in global equities and equity related securities as described below. The Fund intends to invest in a balanced portfolio of larger capitalisation global equities and equity-related securities (such as common stock, preferred stock, ADRs and GDRs) (market capitalisation of USD 2 billion or more). However, this shall not preclude the Fund from investing in mid cap and small cap equities from time to time. In addition, the Fund may invest in currencies, cash and cash equivalents, financial derivative instruments and ancillary investments as further described below.

The Fund may invest directly in emerging markets where the Investment Manager is of the opinion that opportunities for investment return exists in such markets, however, the exposure to such markets will be limited. In any event direct exposure to emerging markets securities shall not exceed 30% in aggregate of the Net Asset Value of the Fund. Emerging markets may include, but are not limited to Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Malaysia, Mexico, Morocco, Mexico, Peru, Philippines, Poland, South Africa, South Korea, Taiwan, Thailand and Turkey.

In selecting appropriate investments for the Fund, the Investment Manager undertakes qualitative research to identify those securities which the Investment Manager expects to produce positive investment performance. The qualitative research undertaken by the Investment Manager carefully considers factors such as long term performance, strength of management and administration, allocation of capital, return on investment over time, good track record of performance, cash flow and balance sheets in the selection of investments. Allocation across asset classes will be determined by the Investment Manager depending on market conditions.

The asset classes and instruments in which the Fund may invest are summarised below.

(i) *Equities and Equity Related Securities*

The Fund may invest in equities and equity-related securities (such as common stock, preferred stock, ADRs and GDRs) of larger capitalisation global companies (market capitalisation of \$ 2 billion or more). However, this shall not preclude the Fund from investing in mid cap and small cap equities from time to time. The equities and equity-equity related securities invested in by the Fund will be listed or traded on Recognised Exchanges.

(ii) *Currencies*

The Fund may engage in currency transactions including but not limited to entering into forward and spot foreign currency exchange contracts to hedge the Fund's exposure to currencies. The Fund may have currency exposure which the Investment Manager may decide not to hedge or only to partially hedge and may also hedge positions in assets denominated in currencies which are attractive to the Investment Manager. Such currencies will typically be currencies that have a low volatility against the USD.

(iii) *Cash and Cash Equivalents*

The Fund may hold or maintain cash deposits (denominated in such currency or currencies as the Investment Manager may determine) and/or cash equivalents (such as short-term commercial paper, certificates of deposit, treasury bills, floating rate notes and fixed or variable rate commercial paper listed or traded on one or more Recognised Exchanges) and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash and/or cash equivalents that the Fund will hold will vary depending on prevailing circumstances. The Fund will not invest in such instruments that are unrated or rated below BBB- (or equivalent).

(iv) *Financial derivative instruments*

Financial derivative instruments will only be used for efficient portfolio management purposes. The financial derivative instruments which the Fund may utilise for this purpose include listed stock index futures, forward foreign exchange contracts, listed warrants or listed options. Listed long or short stock index futures may be used to obtain exposure to particular equity markets on a short or medium term basis where it is more efficient to use derivatives for this purpose than to invest directly or may be used to hedge market risk associated with the Fund's equity positions. Forward foreign exchange contracts will only be used for hedging purposes.

The global exposure of the Fund through the use of derivatives will not exceed 100% of the Net Asset Value of the Fund, as measured using the so-called “commitment approach” in accordance with the UCITS Regulations. The commitment approach is a measure of the aggregate marked to market value of the financial instruments underlying the Fund’s derivative positions.

The Fund will not be leveraged as a result of the use of derivatives.

The Investment Manager employs a risk management process which will enable it to accurately measure, monitor and manage the risks attached to derivatives and details of this process have been provided to the Central Bank. Any types of derivatives not included in the risk management process will not be used until such time as a revised risk management statement has been provided to and approved by the Central Bank.

Any direct and indirect operational costs and/or fees which arise as a result of the use of financial derivative instruments (including those used for currency hedging as described in greater detail below) which may be deducted from the revenue delivered to the Fund shall be at normal commercial rates and shall not include any hidden revenue.

Such direct or indirect costs and fees will be paid to the relevant counterparty to the financial derivative instruments transaction, which, in the case of financial derivative instruments used for currency hedging purposes, may include the Depositary or entities related to the Depositary. All revenues generated through the use of financial derivative instruments, net of direct and indirect operational costs and fees, will be returned to the Fund.

The Fund invests on a “long only” basis. This means that the Fund’s Net Asset Value will rise (or fall) in value based on the market value of the assets it holds.

Risks associated with the use of financial derivative instruments are detailed in the Prospectus at the section entitled “Risk Factors”.

(v) *Ancillary Investments*

The Fund may hold liquid assets, such as short-term government and investment grade corporate debt, cash and money market instruments, including but not limited to certificates of deposit, floating rate notes and fixed or variable rate commercial paper which, to the extent that they are listed, shall be listed or traded throughout Recognised Exchanges, primarily in the OECD, to reduce volatility, pending re-investment and facilitate the redemption of the Shares in accordance with the Central Bank’s requirements. The Fund may hold up to 50% of its Net Asset Value in liquid assets including but not limited to time deposits, master demand notes and variable rate demand notes listed or traded on one or more Recognised Exchanges. Investment in ancillary investments may be made during abnormal market conditions or pending re-investment in any of the asset classes disclosed in the investment policy. The Investment Manager may also be of the view that there is not sufficient value in certain markets and accordingly may wish to deploy the assets of the Fund in such ancillary instruments.

(vi) *Collective Investment Schemes*

The Fund is not permitted to invest more than 10% of its Net Asset Value in other collective investment schemes. Other than investment in money market funds for cash management purposes it is not the current intention of the Fund to invest in other collective investment schemes. Any money market funds invested in by the Fund shall be UCITS or non-UCITS schemes in accordance with the requirements of the Central Bank.

The Fund performance will be measured against the MSCI All Countries World (ACWI) Net Total Return Index (ticker: NDUEACWF) (the “Comparative Index”). The Investment Manager may alter the Comparative Index from time to time to any other benchmark which the Investment Manager determines, in consultation with the Manager, is generally representative of the global financial market and which are mainstream global indices reflective of the relevant asset class. Shareholders will not be notified in advance of any change in the Comparative Index. However, such change will be notified to Shareholders in the periodic reports of the Fund following such change.

The Fund is considered to be actively managed in reference to the Comparative Index by virtue of the fact that it uses the Comparative Index for performance comparison purposes. Certain of the Fund’s securities may be components of and may have similar weightings to the Comparative Index. However, the Comparative Index is not used to define the portfolio composition of the Fund or as a performance target and the Fund may be wholly invested in securities which are not constituents of the Comparative Index.

## **5. Sustainability**

The Fund has been classified by the Manager, working in conjunction with the Investment Manager, as a product in accordance with Article 6 of SFDR and does not follow a dedicated ESG investment strategy and sustainability is not the stated objective of the Fund. In particular, the underlying investments of the Fund do not take into account the EU criteria for environmentally sustainable economic activities.

The investment decisions made by the Fund do not take into account the EU criteria for environmentally sustainable economic activities. The investment decisions made by the Fund do, however, take into consideration some environmentally sustainable factors.

### *Integration of Sustainability Risk into Investment Decision Making*

Pursuant to the SFDR, the Fund is required to disclose the manner in which Sustainability Risks are integrated into the investment decisions of the Fund and the results of the assessment of the likely impacts of Sustainability Risks on the returns of the Fund.

The Fund could be exposed to some Sustainability Risks, which may differ depending on the specific underlying equity instruments in which the Fund invests in accordance with its investment policy. In particular, some companies, markets and sectors may have greater exposure to Sustainability Risks than others.

Consideration of these Sustainability Risks are integrated alongside other risks into the Investment Manager’s investment process, decision making and risk monitoring to the extent that they represent a potential or actual material risk and/or opportunities to maximise the long-term risk-adjusted returns.

Sustainability Risks are assessed and monitored on a company- by-company basis by the Investment Manager’s in-house research team with the support of an external ESG specialist service provider. This assessment then feeds into the broader investment process that leads to equity selection for the Fund.

The impacts of a Sustainability Risk may be numerous and vary depending on the specific risk, region and company. In general, where a Sustainability Risk occurs in respect of a company, there will be a negative impact on, or entire loss of, its value.

The Manager is not involved in the investment decision-making process but carries out independent oversight of the investment process and of investment decisions made for the Fund.

## 6. Profile of Typical Investor

The Fund is suitable for investors seeking long term capital appreciation and capital preservation with income as a residual objective.

## 7. Offer

The initial offer period in respect of Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares and Class I Shares has now closed.

Class J Shares will be offered during an initial offer period opening at 9:00 a.m. on 22 February, 2016 and closing at 5:00 p.m. on 18 April, 2024 (the “Initial Offer Period – Class J Shares”) at the Initial Offer Price - Class J Shares.

The initial offer period for each Class of Shares may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received or otherwise on a yearly basis.

Following the expiry of any initial offer period, Shares are issued at a price equal to the Net Asset Value per Share of the relevant Class (plus any relevant anti-dilution fee and/or duties and charges) as at the Valuation Point on the relevant Dealing Day on which the Shares are to be issued subject to the Minimum Initial Subscription and Minimum Transaction Size as set out below.

## 8. Minimum Subscription, Minimum Holding and Minimum Transaction

The Minimum Initial Subscription, Minimum Holding and Minimum Transaction Size are as follows:

### *Minimum Initial Subscription*

<b>Class</b>	<b>Minimum Subscription</b>
Class A	US\$50,000
Class B	US\$5,000,000
Class C	STG£35,000
Class D	STG£3,500,000
Class E	US\$50,000,000



Class F	STG£35,000,000
Class G	US\$5,000,000
Class H	STG£3,500,000
Class I	EUR€4,500,000
Class J	CHF 5,000,000

*Minimum Holding*

<b>Class</b>	<b>Minimum Holding</b>
Class A	\$25,000
Class B	US\$5,000,000
Class C	STG£15,000
Class D	STG£3,500,000
Class E	US\$50,000,000
Class F	STG£35,000,000
Class G	US\$5,000,000
Class H	STG£3,500,000
Class I	EUR€4,500,000
Class J	CHF 5,000,000

*Minimum Transaction*

<b>Class</b>	<b>Minimum Subsequent Transaction</b>
Class A	US\$25,000
Class B	US\$25,000
Class C	STG£15,000
Class D	STG£15,000
Class E	US\$25,000
Class F	STG£15,000
Class G	US\$25,000
Class H	STG£15,000
Class I	EUR€23,000
Class J	CHF 25,000

The Directors reserve the right to differentiate between Shareholders and to waive or reduce the Minimum Initial Subscription, Minimum Holding and Minimum Transaction Size for certain investors.

## 9. Application for Shares

Applications for Shares may be made through the Administrator (whose details are set out in the Application Form). Applications accepted and received by the Administrator prior to the Dealing Deadline for any Dealing Day will be processed on that Dealing Day. Any applications received after the Dealing Deadline for a particular Dealing Day will be processed on the following Dealing Day unless the Directors in exceptional circumstances otherwise determine to accept one or more applications received after the

Dealing Deadline for processing on that Dealing Day provided that such application(s) have been received prior to the Valuation Point for the particular Dealing Day. Applications received after the Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances as determined and agreed by the Directors, and having regard to the equitable treatment of Shareholders.

Initial applications should be made using an Application Form obtained from the Administrator but may, if the Company so determines, be made by facsimile, post, email or any other approved electronic means or such other means as may be permitted by the Directors and agreed with the Administrator in accordance with the requirements of the Central Bank, subject to prompt transmission to the Administrator of the signed application form and such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Directors or their delegate. No redemptions will be processed until the Application Form and such other papers as may be required by the Directors have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator by facsimile, email or any other approved electronic means or such other means as may be permitted by the Directors and agreed with the Administrator in accordance with the requirements of the Central Bank without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Directors or their delegate. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of a written instruction from the relevant Shareholder. In certain cases this will be required in original format.

#### *Fractions*

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than 0.01 of a Share.

Subscription monies, representing less than 0.01 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

#### *Method of Payment*

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

#### *Currency of Payment*

Subscription monies are payable in the currency of denomination of the relevant Share Class. However, subscriptions may be made in any freely convertible currency accepted by the Administrator but will be converted into the currency of denomination of the relevant Share Class at the rate of exchange available to the Administrator. The cost of conversion shall be deducted from the monies subscribed by an investor and the amount remaining will then be invested in Shares. The attention of investors is drawn to the fact that the value of Shares subscribed for in a currency other than the currency of denomination

of the relevant Share Class will be subject to exchange rate risk in relation to the relevant currency of denomination.

#### *Timing of Payment*

Payment in respect of subscriptions must be received in cleared funds by the Administrator no later than 3 Business Days after the relevant Dealing Day provided that the Company reserves the right to defer the issue of Shares until receipt of cleared subscription monies by the Fund. If payment in cleared funds in respect of a subscription has not been received by the relevant time (and in the event of non-clearance of funds) the Company or its delegate may cancel the allotment. Notwithstanding the cancellation of an application, the Company may charge the applicant for any expense incurred by it or the Fund or for any loss to the Fund arising out of such non-receipt or non-clearance. The Company may waive such charges in whole or in part. In addition, the Company has the right to sell all or part of the investor's holding of Shares in the Fund or any other Fund of the Company in order to meet such charges.

#### **Confirmation of Ownership**

Confirmation of each purchase of Shares will be sent to Shareholders within and no later than the first Business Day following execution of the purchase of Shares. Confirmation will normally be dispatched by email or facsimile where the relevant and proper contact details have been provided to the Administrator, or alternatively by post at the discretion of the Administrator. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued.

#### **10. Redemption of Shares**

Requests for the redemption of Shares should be made to the Administrator whose details are set out in the Application Form on behalf of the Company by way of a signed redemption form sent by facsimile, email, any other approved electronic means or other written communication and should include such information as may be specified from time to time by the Company. Requests for redemption received prior to the Dealing Deadline for any Dealing Day will be processed on that Dealing Day. Any requests for redemption received after the Dealing Deadline for a Dealing Day will be processed on the next Dealing Day unless the Company or its delegate in its exceptional circumstances determines otherwise. Redemption requests received after the Dealing Deadline but prior to the Valuation Point will only be accepted as determined and agreed by the Directors or the Manager in their sole discretion, and having regard to the equitable treatment of Shareholders. Redemption requests will only be accepted for processing where cleared funds and completed documents including documentation relating to money laundering prevention checks are in place from original subscriptions. No redemption payment will be made from an investor holding until the subscription application form, redemption request, and all documentation required by or on behalf of the Company (including any documents in connection with anti-money laundering procedures) has been received from the investor and the anti-money laundering procedures have been completed.

The minimum value of Shares which a Shareholder may redeem in any one redemption transaction is the Minimum Transaction Size specified above. In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding, the Company may, if it thinks fit, redeem the whole of the Shareholder's holding.

The redemption price per Share shall be the Net Asset Value per Share less any applicable duties and charges.

#### *Method of Payment*

Redemption payments following processing of instructions received in the manner detailed above will only be made to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing.

#### *Currency of Payment*

Shareholders will normally be repaid in the currency of denomination of the relevant Share Class. If, however, a Shareholder requests to be repaid in any other freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of the Shareholder and the cost of conversion shall be deducted from the redemption proceeds payable to the Shareholder.

#### *Timing of Payment*

Redemption proceeds in respect of Shares will be paid within 3 Business Days of the Dealing Day provided that all the required documentation has been furnished to and received by the Administrator.

#### *Withdrawal of Redemption Requests*

Requests for redemption may not be withdrawn save with the written consent of the Manager and/or the Directors or in the event of suspension of calculation of the Net Asset Value of the Fund.

#### *Compulsory/Total Redemption*

Shares of the Fund may be compulsorily redeemed and all the Shares may be redeemed in the circumstances described in the Prospectus under the sub-headings "Compulsory Redemption of Shares" and "Total Redemption of Shares".

### **11. Conversion of Shares**

Subject to the Minimum Subscription, Minimum Holding and Minimum Transaction Size requirements of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading "Conversion of Shares".

### **12. Fees and Expenses**

All or part of the following fees and expenses of the Fund may be charged to the income earned by the Fund (if any) or otherwise out of the capital of the Fund. Details of fees and charges are set out in the Prospectus under the heading "Fees and Expenses". Fees and expenses may be charged against income earned (if any) or against capital. Where fees and expenses are paid out of the capital of the Fund, the capital of the Fund may be eroded and income will be achieved by foregoing the potential for future capital growth.

### *Management Company Fees*

The Manager 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 €6,000 (plus VAT, if any).

The Manager is also entitled to receive out of the assets of the Fund reasonable and properly vouched expenses.

There is no guarantee that the Fund will generate sufficient income from its investments in order to discharge management company fees and consequently Shareholders and prospective investors should note that all or part of the management company fees may be charged to the capital of the Fund. If all or part of the management company fees is charged to the capital of the Fund this would have the effect of lowering the capital value of an investment in the Fund. Capital may be eroded and “income” will be achieved by foregoing the potential for future capital growth.

### *Investment Management Fee*

In addition, the Company out of the assets of the Fund shall pay the Investment Manager out of the income earned by the Fund (if any) or otherwise out of the capital of the Fund, a fee (“Investment Management Fee”) as detailed below (plus any VAT, if any, thereon):

- 1.25% of the Net Asset Value of Class A Shares;
- 0.75% of the Net Asset Value of Class B Shares;
- 1.25% of the Net Asset Value of Class C Shares;
- 0.75% of the Net Asset Value of Class D Shares;
- 0.50% of the Net Asset Value of Class E Shares;
- 0.50% of the Net Asset Value of Class F Shares;
- 0.00% of the Net Asset Value of Class G Shares;
- 0.00% of the Net Asset Value of Class H Shares;
- 0.75% of the Net Asset Value of Class I Shares;
- 0.75% of the Net Asset Value of Class J Shares.

The Investment Management Fee accrues as of each Valuation Point and is payable monthly in arrears (plus VAT, if any). The Investment Manager shall be entitled to be reimbursed by the Fund for reasonable out of pocket expenses incurred by it and any VAT on fees and expenses payable to or by it.

The Investment Manager may waive or rebate to the Fund all or a portion of the Investment Management Fee with respect to Shares, and in such case adjustments will be made to the determination of the Net Asset Value. Out of the Investment Management Fee the Investment Manager may, in accordance with local laws including self-regulation, pay back fees or charges to institutional investors holding Shares beneficially for third-party investors. The percentages actually paid back shall be disclosed in the annual and semi-annual reports.

The Investment Manager has appointed one or more sub-distributors to promote sales of Shares in the Fund. Where investors acquire Shares through a sub-distributor, the Investment Manager pays a proportion of its Investment Management Fee to such sub-distributor for the duration of those investors’

shareholdings.

#### *Administrator Fee*

The Administrator 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 0.02% of the Net Asset Value of the Fund (plus VAT, if any), subject to an annual minimum fee up to \$30,000 (plus VAT, if any).

The Administrator shall also be compensated out of the assets of the Fund for other services, including inter alia investor maintenance and dealing fees and tax reporting services fees, each of which shall be at normal commercial rates together with VAT, if any, thereon.

The Administrator shall be entitled to be reimbursed by the Fund for reasonable out of pocket expenses incurred by them and any VAT on fees and expenses payable to or by it.

#### *Depositary Fee*

The Depositary shall be entitled to an annual fee of up to 0.0125% of the Net Asset Value of the Fund together with VAT, if any, thereon. The fee is subject to a minimum of \$20,000 per annum.

The fees of the Depositary will accrue daily and shall be payable monthly in arrears.

The Depositary will be entitled to be reimbursed by the Fund for all reasonable out-of-pocket expenses properly incurred in the performance of its duties.

Sub-custodian fees, if any and all agreed transactions charges and expenses will be borne by the Fund and will be at normal commercial rates together with VAT, if any, thereon.

#### *Subscription Charge*

No subscription charge will be payable with respect to any Class of Shares.

#### *Redemption Charge*

No redemption charge will be payable with respect to any Class of Shares.

#### *Anti-Dilution Fee*

To preserve the value of the underlying assets and to cover dealing costs, when there are net subscriptions or redemptions exceeding 3% of the NAV of the Fund, the Directors may in their absolute discretion levy an anti-dilution fee of up to a maximum of 1% of the subscription price per Share or the redemption price per Share, as appropriate. Any such fee shall be retained for the benefit of the Fund. The actual level of any actual anti-dilution adjustment will be set based on the expected typical cost of trading across the Fund and this level will be re-evaluated from time to time.

#### *Operating Expenses*

The Fund pays out of the income earned by the Fund (if any) or otherwise out of the capital of the Fund, all fees, costs and expenses of or incurred in connection with the ongoing management, administration and operation of the Fund. Such fees, costs expenses and disbursements payable by the Fund include,

but are not limited to:

- (a) auditor's and accountant's fees;
- (b) lawyers' fees;
- (c) commissions, fees and reasonable and properly vouched out-of-pocket expenses payable to any placing agent, structuring agent, paying agent, correspondent bank;
- (d) merchant banking, stockbroking or corporate finance fees including interest on borrowings, index calculation, performance attribution, risk control and similar services' fees and expenses, fees and charges of clearing agents and interest on debit balances and other bank charges;
- (e) taxes or duties imposed by any fiscal or regulatory authority, including the annual fees of the Central Bank;
- (f) costs of preparation, translation and distribution of all prospectuses, reports, certificates (if any), confirmations of purchase of Shares and notices to Shareholders;
- (g) fees and expenses incurred in connection with the listing of Shares on any Recognised Exchange and in complying with the listing rules thereof;
- (h) expenses of Shareholders' meetings;
- (i) insurance premia;
- (j) custody and transfer expenses;
- (k) any other expenses, including clerical costs of issue or redemption of Shares;
- (l) the cost of preparing, translating, printing and/or filing in any language the Articles and all other documents relating to the Fund including registration statements, prospectuses, listing particulars, explanatory memoranda, annual, half-yearly and extraordinary reports with all authorities (including local securities dealers associations) having jurisdiction over the Fund or the offer of Shares and the cost of delivering any of the foregoing to the Shareholders;
- (m) the cost of publication of notices in local newspapers in any relevant jurisdiction;
- (n) the total costs of any amalgamation or reconstruction relating to the Fund;
- (o) all fees payable in respect of investments in collective investment schemes including, without limitation, subscription, redemption, management, performance, distribution, administration and/or custody fees in respect of each collective investment fund in which the Fund invests, except where this is not permitted by the Central Bank; and
- (p) any pro rata fees, costs or expenses of the Fund attributed in accordance with the Articles;

in each case plus any applicable VAT.

### **Expense Cap**

The operating expenses and fees payable out of the assets of the Fund may be reduced by a rebate from the Investment Manager. The Investment Manager has agreed with the Company that to the extent that certain operating expenses of the Fund exceed 0.5% of the average Net Asset Value of Fund (the "Expense Cap") in aggregate in respect of each period of twelve months following the first Valuation Point of that Fund until such time as the Investment Manager shall terminate such arrangement by way of 3 months' written notice served upon the Company, the Investment Manager shall be responsible for and reimburse the Fund in the amount of such excess. Such excess will accrue and be taken into account in the calculation of the Net Asset Value of the Fund, but will only be payable by the Investment Manager to the Fund in arrears at the end of the twelve month period following the first Valuation Point. The operating expenses that are capped are all the on-going charges and expenses referred to above other than the Investment Management Fee, the cost of buying and selling assets (including brokerage),

interest and such other exceptional costs as may be agreed between the Company and the Investment Manager from time to time.

In addition to the Expense Cap above, the Investment Manager, at its sole discretion, may elect to settle certain of the establishment costs of the Company (such as legal fees) on behalf of the Fund.

### 13. Distribution Policy

A summary of the distribution policy applicable to and reporting status of, each Class of Shares is set out below.

<b>Class</b>	<b>Distributing/Accumulating</b>	<b>Reporting/Non-Reporting for UK Offshore Funds</b>
Class A	Accumulating	Non-Reporting Status
Class B	Accumulating	Non-Reporting Status
Class C	Distributing	Reporting Status
Class D	Distributing	Reporting Status
Class E	Accumulating	Non-Reporting Status
Class F	Distributing	Reporting Status
Class G	Accumulating	Non-Reporting Status
Class H	Distributing	Reporting Status
Class I	Accumulating	Non-Reporting Status
Class J	Accumulating	Non-Reporting Status

The Directors intend to automatically reinvest all earnings, dividends and other distributions of whatever kind as well as realised capital gains arising from the Class A, Class B, Class E, Class G, Class I and Class J Shares pursuant to the investment objective and policies of the Fund for the benefit of Shareholders in Class A, Class B, Class E, Class G, Class I and Class J. Accordingly, the Directors do not intend to make distributions out of these Classes otherwise than on termination of the Fund.

It is intended that Class C, Class D, Class F and Class H Shares will be distributing share classes. The Directors may determine in their sole discretion to declare interim dividends. Final dividends, if declared, will normally be declared in the first five months after each year end and will be paid within two weeks of declaration.

Dividends may be paid out of the net income of the Fund (whether in the form of dividends received, interest or otherwise). Otherwise all income and gains of the Fund will be accumulated within the Fund. Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Fund. Dividends will be paid by bank transfer at the expense of Shareholders. Shareholders may elect to re-invest dividends in additional Shares in the Fund by ticking the appropriate box on the Application Form.

Dividends declared shall not be paid to Shareholders until the subscription application form and all documentation required by or on behalf of the Company (including any documents in connection with anti-money laundering procedures) have been received from the relevant Shareholder(s). Until the relevant anti-money laundering procedures have been completed, dividends payable to Shareholders shall be held in a non-interest bearing collection account for and on behalf of the Fund.



## *UK Reporting Fund Status*

The Company has elected Class C, Class D, Class F and Class H Shares to be reporting funds for UK Offshore Funds purposes in each Accounting Period of the Company. The Company will make available a report in relation to the Fund in accordance with the reporting fund regime for each reporting period to each of its UK investors who hold an interest in the relevant Share classes on the following website <https://www.stonehagefleming.com/investments/gbi> within six months of the day immediately following the final day of the reporting period in question. Therefore the report in respect of each accounting period ended 31 December will be made available on this website on or before 30 June in the following year. If, however, an investor does not have access to the website report, information may be obtained in an alternative manner (by post) by contacting the Investment Manager directly.

The above should be read in conjunction with the section of the Prospectus entitled "United Kingdom Taxation" which is contained in the "Taxation" section of the Prospectus.

### **14. Borrowing Restrictions**

In accordance with the provisions of Appendix I of the Prospectus, the Company may, on behalf of the Fund, borrow up to 10% of the Net Asset Value of the Fund on a temporary basis. Borrowings on behalf of the Fund may only be made to meet its obligations in relation to the administration of the Fund relating to the settlement of buy and sell transactions in respect of underlying assets and of redemption requests. Borrowings in relation to the settlement of buy and sell transactions may not exceed a period of 5 Business Days and borrowings in relation to redemption requests may not exceed a period of 40 Business Days.

### **15. Collateral Management Policy**

The collateral management policy employed by the Investment Manager in respect of the Fund provides that cash in US Dollars and Sterling and US Treasury Bills will be permitted collateral for any proposed OTC financial derivative transaction where the Investment Manager deems it necessary or appropriate for the Fund to receive collateral for the management of exposure. The level of collateral required by the Investment Manager in respect of each proposed financial derivative transaction will be determined by the Investment Manager having regard to the permitted exposure limits for the Fund to OTC financial derivative transactions. The Investment Manager's haircut policy takes account of the characteristics of the assets received as collateral such as the credit standing of the issuer where relevant, the price volatility and the outcome of any liquidity stress testing policy referred to below. In respect of cash there will be no haircut applied. In respect of T-Bills, the policy of the Investment Manager is to apply a 2% haircut.

Any cash collateral received for and on behalf of the Fund may be invested in any of the following:

- (i) deposits with relevant institutions;
- (ii) high quality government bonds;
- (iii) reverse repurchase agreements provided that the transactions are with credit institutions subject to prudential supervision and the Fund is able to recall at any time the full amount of cash on an accrued basis;
- (iv) short term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

Invested cash collateral will be diversified in accordance with the diversification requirements applicable to non-cash collateral and may not be placed on deposit with the counterparty or a related entity. However, the Fund will be exposed to the risk of a failure or default of the issuer of the relevant security in which the cash collateral has been invested or a failure or default of a counterparty to any reverse repurchase agreement.

Where the Fund receives collateral for at least 30% of its assets, the Investment Manager will employ an appropriate stress testing policy to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Investment Manager to assess the liquidity risk attached to the collateral. The liquidity stress testing policy shall be disclosed in the risk management process employed by the Investment Manager. It is not currently intended that the Fund will receive collateral for more than 30% of its assets.

## **16. Risk Factors**

**Some specific risk factors applicable to this Fund are set out below. These should be read in conjunction with and are not independent of the general risk warnings in Appendix II of the main Prospectus and accordingly Investors' attention is drawn to the Section headed 'Risk Factors in the Prospectus.**

**The investment risks set out in the Prospectus and this Supplement do not purport to be exhaustive. Prospective investors should read this entire information Prospectus and consult with their legal, tax and financial advisors before making any decision to invest in the Fund.**

### **Investment in Equity Securities**

The Fund may invest in equity securities listed or traded on Recognised Exchanges. Equity securities will be subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity securities are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in the equity markets generally. As a result, the Fund may suffer losses if it invests in equity securities of issuers where performance falls below market expectations or if equity markets in general decline or the Fund has not hedged against such a general decline.

### **Concentration Risk**

The Fund may hold a relatively small number of stocks (approximately 20 to 30 positions) as compared to many other funds. This may make the Fund's performance more volatile than would be the case if it had a more diversified investment portfolio.

### **Depository Receipts**

A Fund may acquire GDRs and ADRs from banks that do not have a contractual relationship with the issuer of the security underlying the depository receipt to issue and secure such depository receipt. To the extent that the Fund invests in such unsponsored depository receipts there may be a possibility that the Fund may not become aware of events affecting the underlying security and thus the value of the related depository receipt. In addition, certain benefits (i.e. rights offerings) which may be associated

with the security underlying the depository receipt may not accrue to the benefit of the holder of such depository receipts.